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No. B8-2022/0018

March 29, 2022

Subject: Invitation to the 2022 Annual General Meeting of Shareholders

To: Shareholders of Beryl 8 Plus Public Company Limited

- Attachments:
1. A copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 of Beryl 8 Plus Co., Ltd.
 2. 56-1 One Report available for downloading from the QR Code
 3. Profiles of the nominated Auditors for the appointment as the Company's Auditor for the year 2022
 4. Qualifications and profiles of the nominated candidates for the appointment as Directors
 5. Proxy Forms - Type A, B (recommended) and C and profiles of the Independent Directors for proxy appointment
 6. The Company's Articles of Association relating to the Shareholders' Meeting and voting
 7. Submission of questions in advance for the 2022 Annual General Meeting of Shareholders
 8. Request Form for a printed copy of Form 56-1 One Report 2021
 9. Registration conditions and procedures for attending the Annual General Meeting of Shareholders via electronic means (E-AGM), proxy appointment and question submission
 10. Registration Form for attending the meeting via electronic means

The Board of Directors' Meeting of Beryl 8 Plus Public Company Limited (the "**Company**") No. 1/2021 held on February 24, 2022, approved convening the 2022 Annual General Meeting of Shareholders on Tuesday, April 26, 2022 at 14:00 hrs. via electronic means (E-AGM) in compliance with the law on meetings held via electronic means. The live streaming of the meeting will be conducted from the Company's Head Office located at 33/4, the 9th Tower Grand Rama9 Building (Tower B), 19th Floor, Rama 9 Road, Huai Khwang, Bangkok 10310. The Chief Executive Officer or the Authorized Director to sign on behalf of the Company, as appeared in the Company Affidavit, to have the authority to consider a change to the meeting date, time and place, as well as agenda. The details of the agenda are as follows:

Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 of Beryl 8 Plus Co., Ltd.

Facts and rationale: The Extraordinary General Meeting of Shareholders No. 1/2021 of Beryl 8 Plus Co., Ltd. was held on May 27, 2021. The preparation of the minutes was completed within 14 days from the date of the meeting, as detailed in Attachment No. 1

Opinion of the Board: The Board of Directors considered and was of the opinion that the minutes were accurately recorded and deemed it appropriate to propose to the shareholders' meeting to certify such minutes.

Voting requirements: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 2: To consider and acknowledge the Company's performance report for the year 2021 (January – December 2021).

Facts and Rationale: The Company's performance report for the year 2021 (January – December 2021) is detailed in Attachment No. 2, Form 56-1 One Report 2021 available for downloading from the QR Code.

Opinion of the Board: The Board of Directors considered and deemed it appropriate to propose the shareholders' meeting for acknowledgement of the Company's performance report for the year 2021.

Voting requirements: This agenda item is for acknowledgement; therefore, no voting is required.

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2021.

Facts and rationale: The Company's financial statements for the year ended December 31, 2021 had been audited by EY Office Limited, the Company's Auditor and reviewed by the Audit Committee and approved by the Board of Directors' Meeting No. 1/2022 held on February 24, 2022, as detailed in Attachment No. 2, Form 56-1 One Report 2021 available for downloading from the QR Code. The details are summarized as follows:

Consolidated Financial Statements	Amount (Baht)
Total Assets	761,467,150
Total Liabilities	142,563,041
Total Shareholders' Equity	618,904,109
Total Revenues	379,105,875
Net Profit	82,139,076
Earnings per Share (Baht/Share)	0.67

Opinion of the Board: The Board of Directors considered and deemed it appropriate to propose the shareholders' meeting for approval of the Company's financial statements for the year ended December 31, 2021, which had been audited by the Company's Auditor and reviewed by the Audit Committee.

Voting requirements: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 4 To consider and approve the allocation of net profit as legal reserve fund and the dividend payment from the Company's 2021 operating results.

Facts and rationale: Pursuant to Article 44 of the Company's Articles of Association, "Dividends shall not be paid other than out of profits. In the case where the Company still has an accumulated loss, no dividends shall be paid.

Unless otherwise provided by the Company's articles of association regarding preferred shares, dividends shall be distributed according to the number of shares, with each share receiving an equal amount. Payment of dividends shall be approved by the shareholders' meeting.

The Board of Directors may from time to time pay interim dividends to the shareholders if the Board is of the view that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported at the next shareholders' meeting.

Payment of dividends shall be made within one (1) month from the date of the resolution of the shareholders' meeting or the Board of Directors' Meeting, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall be published in a newspaper for at least three (3) consecutive days.

In case where the shares of the company have not been completely sold up to the number of shares registered or where the Company has already registered an increase in capital, the Company may pay dividends in whole or in part, by issuing new ordinary shares to the shareholders, provided it has received the approval of the shareholders' meeting."

Pursuant to Article 45 of the Company's Articles of Association, "The Company shall allocate not less than five (5) percent of its annual net profit less the accumulated loss brought forward (if any) to a legal reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital. The Board of Directors may propose the shareholders'

meeting to approve the allocation of other types of reserves as deemed appropriate.”

Dividend Payment Policy: The Company has the policy to pay annual dividend to the shareholders at the rate of not less than 40 percent of its net profit in the separate financial statements after deducting corporate income taxes, legal reserves (if set forth herein and if any).

However, in considering the annual dividend payment, the Board of Directors shall take into consideration the Company's operating results, necessity of having adequate working capital for its business administration, investment plans for future business expansion and changes in marketing conditions or economic situation.

Legal Reserve Fund: As the Company had a net profit in the separate financial statements for the year ended December 31, 2021 of Baht 84,909,955; therefore, it is required to allocate Baht 4,250,000 as legal reserve fund. After such allocation, the Company's legal reserve fund will reach Baht 7,616,568, or 7.62% of the Company's registered capital of Baht 100,000,000.

Dividend Payment: According to the Company's operating results for the period from January 1 – December 31, 2021, the Company's net profit for the year 2021 was Baht 84,909,954.83 and the Company paid the interim dividends on October 21, 2021 at the rate of Baht 0.44 per ordinary share, totaling Baht 66,000,000 (Sixty-six million Baht), which was the dividend payment derived from tax credits and incentives under the Board of Investment (BOI) promotion scheme. The Company therefore had a net profit after deducting all types of reserves as required by laws and set forth by the Company of Baht 14,659,954.83. The Board of Directors therefore considered and proposed to pay additional annual dividend from the Company's operating results for the year ended December 31, 2021 to the shareholders at the rate of Baht 0.06 per ordinary share, totaling Baht 12,000,000 (Twelve million Baht) on May 25, 2022. However, the determination of such right remains uncertain subject to an approval of the shareholders' meeting.

Opinion of the Board: The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting to consider for :

1. Approval of the allocation of its net profit of Baht 4,250,000 as legal reserve fund.

2. Approval of the additional dividend payment from the Company's operating results for the year ended December 31, 2021 to the shareholders at the rate of Baht 0.06 per ordinary share, totaling Baht 12,000,000 (Twelve million Baht) on May 25, 2022.
3. Acknowledgement of the interim dividend payment made on October 21, 2021 at the rate of Baht 0.44 per ordinary share, totaling Baht 66,000,000 (Sixty-six million Baht).

Voting requirements: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their vote.

Agenda 5 To consider and approve the appointment of the Auditors and the audit fees for the year 2022.

Facts and rationale: Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992), the annual ordinary meeting shall appoint an auditor and determine the audit fee of the company every year.

The Audit Committee had carried out a selection process for the Company's Auditor for the year 2022 in compliance with the procedures set forth by the Company for proposing to the shareholders' meeting for approval of the appointment of one of the auditors from EY Office Limited as the Company's Auditor for the year 2022. EY Office Limited has efficiently performed the audit of the Company's annual financial statements and interim financial statements since 2018 and have had no relationship or conflicts of interest with the Company, executives, shareholders; therefore, have independence in auditing and expressing their opinions on the Company's financial statements. In addition, EY Office Limited's reputation has been well recognized domestically and internationally and have a team of highly experienced professionals with expertise in auditing financial statements of companies. (profiles of the nominated auditors are detailed in Attachment No. 3). The name list of nominated auditors are as follows:

1. Mr. Vatcharin Pasarapongkul Certified Public Accountant
Registration No. 6660 and/or
2. Ms. Waraporn Prapasirikul Certified Public Accountant
Registration No. 4579 and/or
3. Ms. Isaraporn Wisutthiyon Certified Public Accountant
Registration No. 7480

In case that the auditors whose names appear above are not able to perform their duties, EY Office Limited shall nominate other auditors from EY Office Limited to replace the auditors mentioned above and perform the audit and express their opinions on the Company's financial statements. The audit fees fixed for the year 2022 are at Baht 1.9 million (One million nine hundred thousand Baht), the details of which are as follows:

(Unit: Baht)

Description	Proposed audit fees for the year 2022	Audit fees for the year 2021
<ul style="list-style-type: none"> ● Annual audit fee ● Fee for the audit of the interim financial statements 	<p>1,450,000</p> <p>450,000</p>	<p>1,350,000</p> <p>450,000</p>
Total	1,900,000	1,800,000

Opinion of the Board: The Board of Directors considered the Audit Committee's recommendations and deemed it appropriate to propose to the shareholders' meeting for approval of the appointment of one of the following auditors from EY Office Limited as the Company's Auditor, namely:

1. Mr. Vatcharin Pasarapongkul Certified Public Accountant
Registration No. 6660 and/or
2. Ms. Waraporn Prapasirikul Certified Public Accountant
Registration No. 4579 and/or
3. Ms. Isaraporn Wisutthiyon Certified Public Accountant
Registration No. 7480

In case that the auditors whose names appear above are not able to perform their duties, EY Office Limited shall nominate other auditors from EY Office Limited to replace the auditors whose names mentioned above and perform the audit and express their opinions on the Company's financial statements. The audit fees fixed for the year 2022 are at Baht 1,900,000 (One million nine hundred thousand Baht).

Voting requirements: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6 To consider and approve the determination of directors' remuneration for the year 2022.

Facts and rationale: According to the Nomination and Remuneration Committee Charter, the Nomination and Remuneration Committee has the authority, roles and responsibilities to determine necessary and suitable monetary and non-monetary remuneration of individual Director by considering the suitability of the duties, responsibilities, and performance compared with the companies of a similar nature of business and the benefits the Company expected to obtain from each Director and propose to the Board of Directors to approve and propose to the shareholders' meeting for approval.

In determining the remuneration of Directors and Sub-Committee members of the Company and Directors of its subsidiary for the year 2022, the Nomination and Remuneration Committee had scrutinized in accordance with the criteria and a suitable method by taking into consideration the suitability of duties and responsibilities of directors and size of the business as well as comparing with other companies in the same industry and deemed it appropriate to propose the Board of Directors to propose to the shareholder's meeting for approval of the remuneration of Directors and Sub-Committee members of the Company and Directors of its subsidiary for the year 2022 in the amount not exceeding Baht 4,000,000 per year, the details of which are as follows:

Board of Directors and Sub-Committees	Meeting allowance for 2022 (Baht/ Meeting/ Director)	Meeting allowance for 2021 (Baht/ Meeting/ Director)
Board of Directors		
● Chairman	50,000	50,000
● Director	30,000	30,000
Audit Committee		
● Chairman	40,000	40,000
● Director	30,000	30,000
Risk Management Committee		
● Chairman	20,000	-
● Director	10,000	-

Board of Directors and Sub-Committees	Meeting allowance for 2022 (Baht/ Meeting/ Director)	Meeting allowance for 2021 (Baht/ Meeting/ Director)
Nomination and Remuneration Committee		
● Chairman	20,000	-
● Directors	10,000	-

Meeting allowance shall be paid to Directors attending the meetings only. Directors of the Company and its subsidiary who receive monthly remuneration from the Company are not eligible to receive meeting allowance.

Opinion of the Board: The Board of Directors considered the recommendations of the Nomination and Remuneration Committee and deemed it appropriate to propose to the shareholders' meeting for approval of the remuneration of Directors and Sub-Committee members of the Company and Directors of its subsidiary for the year 2022.

Voting requirements: The resolution for this agenda item requires at least two-thirds (2/3) of the total votes of the shareholders attending the meeting and having the right to vote.

Agenda 7 To consider and approve the election of Directors to replace those retiring by rotation.

Facts and rationale: Pursuant to Article 17 of the Company's Articles of Association, "At every annual general meeting, one-third (1/3) of the directors shall vacate the office, or, if the number of directors is not a multiple of three (3), the number of directors closest to one-third (1/3) shall vacate. The directors vacating the office in the first and second years following the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest in the office shall vacate. A director who vacates the office may be re-elected."

At the 2022 Annual General Meeting of Shareholders, the Company has nine (9) directors. After drawing lots, there were three (3) directors who would be retiring by rotation, namely:

1. Mr. Threekwan Bunnag Independent Director / Vice Chairman of the Board of Directors / Chairman of

- the Audit Committee / Member of the
 Risk Management Committee
2. Dr. Nithinart Sinthudeacha Director / Member of the Nomination
 and Remuneration Committee /
 Chairlady of the Executive Committee
3. Mr. Karn Punyacharoensin Director

The Nomination and Remuneration Committee (The directors who had personal interest or were nominated as candidates did not attend the meeting and abstained from voting on this matter.) considered the qualifications of directors in compliance with related laws, the Company's Articles of Association, criteria and policy on the nomination of directors and Sub-Committee members of the Company and directors of its subsidiary, other suitable qualifications and necessary skills as directors and was of the opinion that the three (3) directors had suitable qualifications, expertise and experience necessary for the Company's business operations. In addition, the three directors regularly attended the meetings, expressed their opinions and made suggestions that were beneficial for the Company's business operations throughout their tenure. Therefore, the Nomination and Remuneration Committee deemed it appropriate to propose to the shareholders' meeting for approval of the re-appointment of 1. Mr. Threekwan Bunnag 2. Dr. Nithinart Sinthudeacha 3. Mr. Karn Punyacharoensin as directors for another term of office. Details of the aforementioned directors' profiles are shown in Attachment No. 4

Opinion of the Board: The Board of Directors, excluding the directors who had personal interest, considered the criteria and policy on the nomination of the Company's directors and was of the same opinion with the Nomination and Remuneration Committee that the three nominated candidates had suitable qualifications for the Company's business operations. The Board of Director therefore approved to propose to the shareholders' meeting for approval of the re-appointment of the following directors:

1. Mr. Threekwan Bunnag Independent Director / Vice Chairman
 of the Board of Directors / Chairman of
 the Audit Committee / Member of the
 Risk Management Committee

2. Dr. Nithinart Sinthudeacha Director / Member of the Nomination and Remuneration Committee / Chairlady of the Executive Committee
3. Mr. Karn Punyacharoensin Director

Voting requirements: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 8 To consider other matters (if any)

Facts and rationale: The Company provides the shareholders with an opportunity to ask questions and/or give their opinions to the Board of Directors (if any) and/or the Board of Directors to clarify and answer shareholders' questions. There will be no other matter to be proposed to the meeting for approval and no voting on this agenda.

The Board of Directors has determined the Record Date for shareholders who are eligible to attend the 2022 Annual General Meeting of Shareholders on Monday, March 28, 2022.

Shareholders are requested to fill out the information and vote in advance, or sign the proxy form and submit it together with supporting documents to the Company Secretary Department of Beryl 8 Plus Public Company Limited at 33/4, the 9th Tower Grand Rama 9 Building (Tower B,) 19th Floor, Rama 9 Road, Huai Khwang, Bangkok 10310 before April 18, 2022. The stamp duty on electronic instruments in accordance with the relevant rules of the Revenue Department will be paid by the Company.

Shareholders wishing to appoint other persons as proxies to attend the meeting and vote on behalf of the shareholders are required to prepare the proxy form together with supporting evidence, which are shown in Attachment No. 5, and submit them to the Company in advance or upload such documents, the details of which are explained in the registration conditions and procedures for attending the Annual General Meeting of Shareholders via electronic means (E-AGM), proxies appointment and question submission, as shown in Attachment No. 9, in order to maintain the rights and interests of the shareholders. In case that the shareholders appoint a financial institution, a mutual fund or a custodian, such shareholders may appoint the Independent Directors of the Company, whose name and profiles are shown in the Attachment No. 5, as the proxy.

Shareholders wishing to receive a printed copy of Form 56-1 One Report 2021 and financial report for the year 2021, please contact the Company Secretary Department of Beryl 8 Plus Public Company Limited at 33/4 the 9th Tower Grand Rama9 Building (Tower B) Floor 19, Rama 9 Road, Huai Khwang, Bangkok 10310, or fill out the Attachment No. 8 and fax it to 0-2116-5082 or send it via email: be8_corpsec@beryl8.com so that it will be sent to you afterwards.

Therefore, we would like to invite all shareholders to attend the 2022 Annual General Meeting of Shareholders via electronic means at the aforementioned date, time and place. The registration will start

at 11:00 hrs. The Company reserves the right to refuse acceptance of any registration in case of incomplete and incorrect documents.

Yours faithfully,

Beryl 8 Plus Public Company Limited



(Mr. Chatchaval Jiaravanon)

Chairman of the Board of Directors

Corporate Secretary Department

Tel: 0-2116-5081

- Notes:
1. The Company has disclosed the invitation letter to the 2022 Annual General Meeting of Shareholders together with the attachments and the Proxy Forms on the Company's website: www.beryl8.com
 2. Recognizing the importance of the shareholders and aiming to promote the good corporate governance practices, the Company has put in place a question receiving system whereby shareholders can submit questions relating to the agenda of the 2022 Annual General Meeting of Shareholders in advance.