

The Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022
of
Beryl 8 Plus Public Company Limited

Beryl 8 Plus Public Company Limited (the "Company") held the Extraordinary General Meeting of Shareholders No. 2/2022 on October 12, 2022, at 10:00 hrs., via electronic means (E-EGM) in accordance with the law in relation to the meeting via electronic means which was broadcasted live from the Company's Head Office located at 33/4, the 9th Tower Grand Rama 9 Building (Tower B), 19th Floor, Rama 9 Road, Huai Khwang, Bangkok.

As Mr. Chatchaval Jiaravanon, Chairman of the Board of Directors is occupied and unable to attend the meeting, Mr. Threekwan Bunnag, vice chairman, acted as the chairman of the meeting ("Chairman"). The Chairman welcomed the shareholders and attendees of the Extraordinary General Meeting of Shareholders No. 2/2022 conducted via electronic media (E-EGM) as an effective measure to prevent the spread of the coronavirus (COVID-19) and assigned Ms. Unchalee Inthamrong, Corporate Secretary, to act as the meeting moderator ("Meeting Moderator").

The Meeting Moderator introduced the Board of Directors of the Company and attendees as follows:

Board of Directors

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| 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. Mr. Chatrapee Tantixalerm | Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee |
| 3. Mr. Udomsakdi Apichatthanapath | Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee |
| 4. Mr. Karn Punyacharoensin | Director |
| 5. Mr. Apisek Tewinpagti | Director / Member of the Risk Management Committee / Member of the Executive Committee / Chief Executive Officer |
| 6. Mr. Vasin Srisukri | Director / Member of the Executive Committee / Chief Solution Sales Officer |

Directors attending the meeting via electronic means

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| 1. Dr. Nithinart Sinthudeacha | Director / Chairman of the Executive Committee / Member of the Nomination and Remuneration Committee |
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Executive

1. Mrs. Supattra Simtharakaew Member of the Risk Management Committee / Member of the Executive Committee / Chief Financial and Accounting Officer

Consultant

1. Ms. Yaowarote Klinboon Legal consultant from Hunton Andrews Kurth (Thailand) Limited.
2. Ms. Wisara Harnchonboth Legal consultant from Hunton Andrews Kurth (Thailand) Limited.
3. Mr. Badin Rittiboonchai Independent financial consultant from Welcap Advisory Company Limited

The Meeting Moderator informed the meeting that Thai Investors Association appointed Mr. Chalermkiat Piroonchinda as a volunteer to protect attending shareholders' rights and witness the vote counting in this meeting. In addition, Inventech Systems (Thailand) Company Limited is a service provider who has accesses conformity for its electronic conference control systems from Electronic Transactions Development Agency (ETDA), which is a system that follows the notification of the Ministry of Digital Economy and Society, Subject: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563.

In addition, the Meeting Moderator clarified that in order to comply with the law on personal data, the name and surname of the shareholder and proxies with inquiry and comment will appear in the minutes of the meeting and will be published on the Company's website.

Before the meeting started according to the agenda, the Meeting Moderator clarified the regulations, procedures of inquire, comment and procedures to vote along with the vote counting of the shareholders who vote on each agenda in order for all shareholders attending the meeting to be informed as follows:

Regulations and Procedures of voting and vote counting.

1. Casting votes on each agenda, shareholders have number of votes equal to the total number of shares they hold in which one share is considered one vote. Shareholders or their proxies are required to choose only one vote for either approval, disapproval and abstention and it is unable to divide the voting partially unless it's a Custodian's voting.
2. Casting votes via electronic means by shareholders is considered a binding vote equal to a traditional form of voting.
3. In the event that the shareholder has appointed a proxy to cast votes in the proxy form in advance, the system will record the votes of the shareholders on each agenda according to the wish of shareholder marked in the proxy form.
4. Shareholders or proxies who have been verified and entered the shareholder meeting program via electronic media (e-meeting) but have not voted and unable to attend the meeting until completion, can press the voting button and confirm the voting on the agenda that the Company has not yet been proposed to the meeting in advance. The Company will count the aforementioned votes when considering the agenda that the shareholders have voted.

5. If voting is closed in that agenda, shareholders who do not vote in the voting program or do not press the voting button in the system or choose "cancel the latest vote", the Company will be considered that such shareholders have voted "approval" as proposed to the meeting. Therefore, for the convenience of vote counting, the Company would deduct "disapproval" and "abstention" from the total votes and the rest will be regarded as "approval" votes.
6. The Company will announce the voting results of "approval", "disapproval" and "abstention" in each agenda by using the latest number of shareholders who attending the meeting, and when the voting results of any agenda have been announced, the Company will consider the votes in that agenda to be final.

Counting the results of the vote

The Company will use the vote counting criteria according to the laws and Company's Articles of Association which will divide the vote counting method into 2 types as follows:

1. **Section 1:** Agenda that requires the majority votes of the shareholders attending the meeting and casting their votes. (Agenda 1), the abstained votes of the shareholders are excluded from the calculation base.
2. **Section 2:** Agenda that requires a vote of not less than three-fourth of the total number of votes of shareholders attending at the meeting and entitled to vote (Agenda 2, 3, and 4), the Company will calculate vote by counting both "approval", "disapproval" and "abstention" as the base for the calculation, excluding shareholders who have interests.

In this regard, since the matters to be considered in agenda 2, agenda 3 and agenda 4 are related agendas, so if one of the agendas is not approved by the shareholders' meeting, other agendas which have previously been approved by the shareholders' meeting will be dismissed and the meeting will not consider in any further related agendas and assume that approval of the matters as shown in agenda 2, agenda 3 and agenda 4 are not approved by the shareholders' meeting.

Afterward, the Meeting Moderator informed the meeting that the Company has determined the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2022 on August 29, 2022 (Record Date) in which in this meeting, there were 13 shareholders who attended the meeting in person holding a total of 99,485,583 shares, and 151 shareholders by proxy holding a total of 48,057,397 shares, representing a total of 164 shareholders by holding a total of 147,542,980 shares or equivalent to 73.77% of the total number of shares sold of the Company. Therefore, a quorum was constituted as stipulated according to the laws and in Article 32 of the Company's Articles of Association, which requires shareholders and proxies to attend the meeting not less than 25 people or not less than half of the total number of shareholders and must have shares in aggregate not less than one-third of the total number of shares sold, therefore a quorum will be constituted.

The Chairman then propose to the meeting to consider various matters according to the meeting agendas as follows:

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 7 July 2022.

The Chairman reported to the meeting that The Company has prepared the copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 7 July 2022 and submitted to the Stock Exchange of Thailand within 14 days from the date of the meeting as required by law as well as published the mentioned minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 on the Company's website to provide information to the shareholders as another option, which no party objected or proposed to amend the mentioned minutes, as detailed in Enclosure 1 of the invitation letter.

In this regard, the Company's Board of Directors considered that the said minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 7 July 2022 were correctly and completely recorded. Therefore, the Board of Directors deemed appropriate to propose it to the meeting of the shareholders for their consideration and certifying the mentioned minutes.

The Chairman gave the shareholders an opportunity to ask questions or express additional comments. However, no shareholder asked question or expressed any additional comments. Therefore, the Chairman proposed the meeting to cast votes on the agenda.

The Chairman informed the meeting that the resolution for this agenda item required majority vote of the total vote of the shareholders attending the meeting and casting their votes.

The Meeting Resolution The resolution was passed unanimously with the majority votes of the shareholders attending the meeting and casting their votes, certifying the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 of the Company, held on 7 July 2022 with details as proposed in all respects, with the following voting result:

Resolution	Vote	Percent
Approval	147,542,980	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided Ballot	0	-

- Remarks:** (1) The resolution for this agenda item required majority vote of the total vote of the shareholders attending the meeting and casting their votes.
- (2) In this agenda, there is no additional shareholders or proxies attending the meeting.

Agenda 2 To consider and approve the Company to invest in ordinary shares of Bay Computing Company Limited in an amount of 80,000 shares or equivalent to 100 percent of the registered capital with the total value of 1,439,999,992 Baht which is deemed to be the acquisition of assets transaction and connected transaction of the Company.

The Chairman reported to the meeting that the Company wishes to enter into the acquisition of Bay Computing Company Limited by receiving the transfer of 80,000 ordinary shares in Bay Computing Company Limited or equivalent to 100 percent of the registered capital (the "Purchase of Bay Computing Company Limited's Ordinary Shares") by receiving the transfer from (1) Mr. Supachai Buristrakul, Ms. Nida Tangwongsiri and Mr. Avirut Liangsiri (the "Natural Person Shareholders") or a juristic person designated by the Natural Person Shareholders (collectively referred to as the "Group of Shareholders") in the amount of 11,200 shares at the price of 17,857.14 per share or equivalent to 200,000,000 Baht in accordance with the Share Purchase Agreement (the "Purchase of Shares from Group of Shareholders") and (2) from Keymaker Venture Capital Company Limited in the amount of 68,800 shares at the price of 18,023.2556976744 Baht per share or equivalent to 1,239,999,992 Baht under a mechanism called Entire Business Transfer or EBT, that is, the Company will purchase and accept the transfer of the entire business from Keymaker Venture Capital Company Limited, which includes all assets, liabilities, rights, duties and responsibilities of Keymaker Venture Capital Company Limited existing currently and in the future on the business transfer date. In this regard, Keymaker Venture Capital Company Limited has no liability and has only Bay Computing Company Limited's ordinary shares as at the business transfer date. Therefore, on the business transfer date, the Company will accept the transfer of 68,800 ordinary shares in Bay Computing Company Limited, valued in total at 1,239,999,992 Baht from Keymaker Venture Capital Company Limited (the "Acceptance of the Entire Business Transfer").

In payment of the consideration for the Purchase of Shares from the Group of Shareholders, the Company will make the payment for 11,200 ordinary shares of Bay Computing Company Limited, at the price of 17,857.14 Baht per share, to the Group of Shareholders in cash in the amount of 200,000,000 Baht and in payment of the consideration for the Acceptance of the Entire Business Transfer, the Company will make the payment for the entire business transfer to Keymaker Venture Capital Company Limited in 26,050,420 newly issued ordinary shares of the Company, with a par value of 0.50 Baht per share, equivalent to 10.83 percent of the paid-up capital of the Company after the capital increase for this transaction and the capital increase as a payment for shares of Extend IT Resource Company Limited, at the price of 47.60 Baht per share or totaling 1,239,999,992 Baht, valued in total of 1,439,999,992 Baht.

The Purchase of Bay Computing Company Limited's Ordinary Shares above is considered the purchase or acceptance of the transfer of business of a private company by the company under section 107(2) of the Public Limited Company Act, B.E. 2535 (1992) (including the amendments thereof). In this regard, the

Company is required to obtain approval from its shareholders' meeting with votes of not less than 3/4 (three-quarters) of the total votes of shareholders attending the meeting and eligible to vote.

In addition, the Purchase of Bay Computing Company Limited's Ordinary Shares is deemed an asset acquisition transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (including the amendments thereof) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets, B.E. 2547 (2004) (including the amendments thereof) (the "Notifications on Asset Acquisition or Disposition") with a transaction value equivalent to 172.22 percent according to the total value of consideration criterion which is the criterion used for the calculation and results in the highest transaction value based on the Company's consolidated financial statements ended 30 June 2022 reviewed by the certified public accountant. In addition to the Purchase of Bay Computing Company Limited's Ordinary Shares this time, the Company entered into acquisition of asset transactions during six months prior to the date on which the entering into the Purchase of Bay Computing Company Limited's Ordinary Shares has been agreed upon, excluding the transaction of the investment in ordinary shares of Extend IT Resource Company Limited, which has already been approved by the Extraordinary General Meeting of Shareholders No. 1/2022 on 7 July 2022 and therefore is exempted from being combined for the purpose of transaction size calculation in accordance with the Notifications on Asset Acquisition or Disposition, as follows:

1) The purchase of newly issued ordinary shares in Vanilla & Friends Company Limited, equivalent to 41-51 percent of the total number of issued and sold shares of Vanilla & Friends Company Limited after Vanilla & Friends Company Limited's increase of registered capital, with the total value of the purchase of not exceeding 15,000,000 Baht, having the transaction value of 1.92 percent based on the total value of calculation.

2) The purchase of 533,334 ordinary shares in Techsauce Media Company Limited, equivalent to 20 percent of the registered capital of Techsauce Media Company Limited, with the total value of the purchase of not exceeding 22,000,000 Baht, having the transaction value of 2.82 percent based on the total value of consideration. Accordingly, the total transaction value is 176.97 percent based on the total value of consideration.

The Chairman invited Ms. Wisara Harnchonboth a legal consultant from Hunton Andrews Kurth (Thailand) Limited (the "Legal Consultant") to advise on this matter.

The Legal Consultant advised that the Company is required to comply with the Notifications on Acquisition or Disposals of Assets which includes the following:

- 1) To disclose information related to the SET according to the account (1) at the end of the announcement of the acquisition or disposition of assets.

- 2) Appoint an independent financial advisor to perform various related functions, including providing opinions as defined in the announcement of the acquisition or disposition of assets by delivering the opinion report of the independent financial advisor to shareholders for consideration along with the delivery of the invitation to the shareholders' meeting.
- 3) Hold a shareholder meeting for approval to agree to the transaction and must be approved by a vote of at least 3/4 (three-quarters) of the total number of votes of shareholders who come to the meeting and have the right to vote, excluding the votes of shareholders with vested interest.

Nevertheless, even though the Purchase of Bay Computing Company Limited's Ordinary Shares has the highest transaction value at 172.22 percent calculated based on the total value of consideration, categorized as Class 4 Transaction or so called a backdoor listing with the SET, the Purchase of Bay Computing Company Limited's Ordinary Shares falls into the criteria for exemption of a new listing application under Clause 24 of the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets, B.E. 2547 (2004) (including the amendments thereof).

Additionally, the Purchase of Bay Computing Company Limited's Ordinary Shares is deemed a connected transaction as it is the entering into the transaction with Mr. Supachai Buristrakul or a company designated by Mr. Supachai Buristrakul, Ms. Nida Tangwongsiri and Mr. Avirut Liangsiri and Keymaker Venture Capital Company Limited which are the juristic person whose major shareholder is to be appointed as the director of the Company i.e. Mr. Supachai Buristrakul which is considered as a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions (including the amendments thereof) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (including the amendments thereto) ("Notifications on Connected Transactions"). The size of the transaction will approximately equal to 1,239,999,992 Baht or 203.85 percent of the net tangible assets (NTA) calculated from the Company's consolidated financial statements ended 30 June 2022 reviewed by a certified public accountant. Therefore it is a transaction with a value of more than or equivalent to Baht 20 million or more than or equivalent to 3 percent of the NTA of the Company, whichever is higher. In this regard, the Company has not entered into any other connected transactions with Mr. Supachai Buristrakul or a company designated by Mr. Supachai Buristrakul, Ms. Nida Tangwongsiri and Mr. Avirut Liangsiri and Keymaker Venture Capital Company Limited or any other related persons in the six months prior to the date of entering into the Purchase of Bay Computing Company Limited's Ordinary Shares.

The Chairman invited the Legal Consultant to advise on this matter.

The Legal Consultant advised that the Company is required to comply with the Notifications on Connected Transactions which includes the following:

- 1) Provide an Information Memorandum regarding the transaction to SET.
- 2) Appoint an independent financial advisor to be responsible for relevant duties including to provide an opinion as specified in the Notifications on Connected Transactions and deliver a report on such opinion to the shareholders to consider along with an invitation letter to attend the shareholders' meeting.
- 3) Convene a shareholders' meeting in order to obtain the approval to enter into such transaction with a vote of no less than 3/4 (three – fourths) of the total votes of shareholders who attend and are entitled to vote, excluding the votes of interested shareholders.

Details of the Purchase of Bay Computing Company Limited's Ordinary Shares are in Information Memorandum of Beryl8 Plus Public Company Limited on the Acquisition of Assets (Schedule 1) and the Connected Transaction in Enclosure 2 and Information Memorandum of Beryl8 Plus Public Company Limited on the Acquisition of Assets (Schedule 2) and the Connected Transaction in Enclosure 3 of the invitation letter.

In addition, the Board of Directors deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2022 to consider and approve the authorization to the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Executive Committee and/or the Chief Executive Officer to negotiate for the achievement of the entering into the Purchase of Bay Computing Company Limited's Ordinary Shares and to sign and execute the share purchase and entire business transfer agreements and any other document relating to the entering into the Purchase of Bay Computing Company Limited's Ordinary Shares, including the authority to complete any action involved in completing the sale of the entering into the Purchase of Bay Computing Company Limited's Ordinary Shares.

The Chairman assigned Mr. Apisek Tewinpagti, Director and Chief Executive Officer, to present the rationale and facts about the Company's intention to enter into the Purchase of Bay Computing Company Limited's Ordinary Shares to the meeting.

Mr. Apisek Tewinpagti reported to the meeting that Bay Computing Company Limited and e-Cop (Thailand) Company Limited are the leading cyber security companies in Thailand, having more than 25 years of experience. Bay Computing Company Limited and e-Cop (Thailand) Company Limited have more than 175 cyber security experts with experience in executing more than 330 projects and have more than 100 customers.

Cyber Security is considered an important part of digital transformation because it makes digital transformation secure and reliable and builds users and customers' confidence in systems.

As a result of the Company's investment in or merger and acquisition of various companies, namely Bay Computing Company Limited, e-Cop (Thailand) Company Limited, Extend IT Resource Company

Limited, Vanilla & Friends Company Limited and Techsauce Media Company Limited to include them in the Company's group, the Company has been developed from a CIM Data expert to a company having its own digital transformation ecosystem that provides comprehensive services. The Company's ecosystem will consist of a group of companies having specific expertise on various technologies, derived from hands-on experience, and highly capable teams to provide digital transformation services to meet its customers' needs.

On August 31, 2022, the Company successfully acquired the shares in Extend IT Resource Company Limited and it will begin preparing its consolidated financial statements which incorporate the financial statements of Extend IT Resource Company Limited from September onwards. With regard to the other companies, it is expected that the acquisition of the shares in those companies will be completed within the 4th quarter of 2022.

The Company has grown and become stronger in many aspects compared to the year 2021, including in the aspect of revenue which increased from 384 million Baht to 2,000 million Baht. The 2,000 million Baht revenue is arrived at by combining the estimated revenues of each company. However, as the acquisition of the shares in some companies has not yet been completed, the Company did not include the figures of such companies in this calculation.

The number of customers of the Company has increased from 150 to 475, its expertise and experience in project execution has been accumulated as seen from an increase in the number of projects from 250 to 750, the number of consultants and developers or tech resources has increased from 180 to nearly a thousand, the number of relevant certificates obtained has increased from 180 to 350, and the number of world class technology partners has increased from 10 to 50.

The Company believes that a digital transformation ecosystem will significantly create a competitive advantage for the Company by serving as a strategic turning point and will develop the Company to become a strong leader in the digital transformation industry.

There are multiple dimensions of becoming an end-to-end digital transformation service provider. Creating a perfect ecosystem is therefore the Company's goal. As of the date of the meeting, the Company is confident to say that it is one of the only few companies in the market that can actually provide end-to-end services.

Currently, the Company's services to its customers start from visioning, strategizing, especially in relation to digital strategy and CIM strategy which are in the Company's specialty and have originally been included in the Company's services.

The next service is Technology Consulting, involving building or implementing systems. This service is provided by the Company and Extend IT Resource Company Limited.

With regard to Data Analytics & AI, Extend IT Resource Company Limited is responsible for data immigration and the Company is responsible for analytics and creation of recommendation models.

The next service is Experience Design, which is the design of experiences for customers made through digital platforms. This service is provided by Extend IT Resource Company Limited.

With regard to Digital Agency with a focus on branding and communication, serving to help customers conduct online and offline marketing activities, the Company has Vanilla & Friends Company Limited and Techsauce Media Company Limited as experts and service providers for this sector.

With regard to Digital Capability Building, Techsauce Media Company Limited is providing this service. In terms of technology, Techsauce Media Company Limited is one of the top knowledge sharing platforms in Thailand.

With regard to Cyber Security & Risk, which is currently considered essential for all organizations, the Company has Bay Computing Company Limited and e-Cop (Thailand) Company Limited, with more than 25 years of experience, as service providers for this sector, and has Extend IT Resource Company Limited, with more than 400 technical and developer resources, as the service provider dealing with staff augmentation.

Overall, there are several dimensions of digital transformation, all of which are fundamental jigsaw pieces of the picture of the Company's services, which are nowadays fully integrated and complete in all respects. This picture will continue to be improved because technology changes all the time. The Company must grow and expand its services in order to always stay ahead of digital disruption.

The next topic is Capability and Technology Partnership of the Company. The number of the Company's partners has increased from 10 to 50. Partnership allows the Company to be fully capable in all dimensions of digital transformation. Unlike the previous time when the Company focused on sales force, including sale, service, marketing and data, the Company currently has expanded to cover all aspects, including data analytics, integration, HR activities, cyber security for various industry solutions, as well as programming languages. The Company uses all software development languages available in the market.

The next topic is the Company's customer base, which has increased 3 times from 150 to 475 customers. The Company has expertise in every industry and most of its customers are leading companies in the country with the capability to invest in digital technology on a continuous basis, resulting in the Company being able to expand its provision of services, to be supported by its digital transformation ecosystem, and provide more fully integrated services.

More importantly, the public-sector customer base and the Company's relationship with these customers has grown. The significantly increasing number of customers in this sector is resulted from the inclusion of Extend IT Resource Company Limited and Bay Computing Company Limited in the Company's group as they have helped the Company penetrate into the public-sector market and driven many digital transformation projects.

Benefits to be received by the Company from creating a digital transformation ecosystem can be divided into 3 main parts:

First, optimum efficiency will be achieved through an increase in work performance, cost reduction from having a larger group or economy of scale and reduction of redundant tasks by merging shared services, as well as financial optimization - that is, to negotiate with financial institutions for better interest rates or other conditions, including applying for BOI approvals for the companies in the group.

Second, the increase in sales volume and profit will be seen due to a diverse customer base of the affiliated companies and diverse services provided. The Company foresees an opportunity to carry out cross-selling and up-selling activities. At present, the Company together with the companies in the group are providing services to more than 50 customers. The Company also has a variety of capabilities and many tech resources, giving the Company an opportunity to accept more megaprojects. Further, as the Company has a wider business base and market, it can manage resource utilization and allocation better, which will lead to the increase in its revenue per head. The Company will also have its own unique process to be developed from the services and expertise from the world class technology partners, including technology resources, which will enable the Company to dominate the market and reduce price competition because there will be just a few competitors who are capable of providing fully integrated services in the same manner as the Company does.

Third, the Company will be able to make a leap in growth on a sustainable basis from its good foundation. The Company will have more services, technology partners and experts who have wider deep expertise. Its knowledge and understanding of various industries are also an important factor contributing to the success of digital transformation. Another important factor, which is an inevitable factor for the Company's growth, is talent from quality tech resources. The creation of the ecosystem will increase resources and allow the Company to track and retain this talent. The Company will be offered a variety of work characteristics, which will provide an opportunity for growth of each employee because the scale of business will be large enough for the investment to be made in human resource development.

All these will happen because of tremendous synergy which will exist through the Company's digital transformation ecosystem.

In this regard, the Company's Board of Directors considered and deemed appropriate to propose to the meeting of the shareholders to consider and approve the Company to invest in ordinary shares of Bay Computing Company Limited in an amount of 80,000 shares with the total value 1,439,999,992 Baht and the authorization to the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Executive Committee and/or the Chief Executive Officer to take any action as mentioned above.

The Chairman, then, gave the shareholder an opportunity to ask questions or express comments or opinions and shareholders asked questions as follows:

Mr. Artit Udomchai, a shareholder, asked a question as follows:

After the Company has acquired Extend IT Resource Company Limited and Bay Computing Company Limited, how many percent of the profit derived from this M&A does the Company expect?

Mr. Apisek Tewinpagti answered to the above question as follows:

The Company has a plan to improve the net profit margin through the more effective management and the synergy as mentioned earlier in both short and long terms by, for example, applying for BOI approvals to gain tax benefits, reducing costs from having a larger group and economy of scale and merging shared services. There will be cross selling, up selling synergy to expand services to cover all demands of each customer.

Lastly, the Company will develop its own products. Bay Computing Company Limited, Extend IT Resource Company Limited and the Company have made some investments in this development to the point where expansion of profit margin can be expected. Under the Company's long-term plan after the M&A, it is expected that the net profit margin will expand to 15-20 percent approximately.

Mr. Chairat Ngamboonant, a shareholder, asked questions as follows:

1. As Bay Computing Company Limited has higher revenue than the Company, will this result in a decrease in the margin to be lower than ten percent?
2. Does the chip shortage situation affect Bay Computing Company Limited?

Mr. Apisek Tewinpagti answered to the above questions as follows:

1. The same answer to the question raised by Mr. Artit Udomchai applies.
2. Bay Computing Company Limited's revenue is mostly derived from the provision of cyber security services and only a small part of its revenue is derived from hardware, which is affected by the chip shortage situation. However, the Company could successfully adapt its operations to avoid impacts to any work delivery by Bay Computing Company Limited to its customers.

When there was no shareholder asking questions or expressing any additional comments made, the Chairman proposed the meeting to cast votes on the agenda.

The Chairman informed the meeting that the resolution for this agenda item requires at least 3/4 (three-quarters) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

The Meeting Resolution The resolution was passed with the votes not less than 3/4 (three-fourths) of the total number of votes of shareholders attending the meeting and having the right to vote approving the Company to invest in ordinary shares of Bay Computing Company Limited in an amount of 80,000 shares or 100 percent of its registered capital with the total value 1,439,999,992 Baht which is deemed to be the acquisition of assets transaction and connected transaction of the Company and the authorization to the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Executive Committee and/or the Chief Executive

Officer to complete any action relating to the entering into the Purchase of Bay Computing Company Limited's Ordinary Shares with details as proposed in all respects, with the following voting result:

Resolution	Vote	Percent
Approval	147,492,979	99.9661
Disapproval	0	0.0000
Abstention	50,001	0.0338
Voided Ballot	0	-

Remarks: (1) The resolution for this agenda item requires at least 3/4 (three-quarters) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

(2) In this agenda, there is no additional shareholders or proxies attending the meeting.

Agenda 3 To consider and approve the increase of the Company's registered capital by 13,025,210 Baht from 107,297,187 Baht to 120,322,397 Baht by issuing newly issued ordinary shares of 26,050,420 shares with a par value of 0.50 Baht to pay as the compensation for the Acceptance of the Entire Business Transfer and the amendments of the Memorandum of Association of the Company No. 4 to comply with the increase of the registered capital of the Company

The Chairman reported to the meeting that, as the Company wishes to enter into the Purchase of Bay Computing Company Limited's Ordinary Shares, whereby the Company will pay the consideration by (1) cash amount 200,000,000 Baht to the Group of Shareholders and (2) the new ordinary shares of the Company at 26,050,420 shares with par value of 0.50 Baht or equivalent to 10.83 percent of the Company's paid-up capital after the increase in paid-up capital of the Company to Keymaker Venture Capital Company Limited. The price of newly issued ordinary shares of the Company is at 47.60 Baht per share or total value of 1,239,999,992 Baht to Keymaker Venture Capital Company Limited.

The Company is required to increase of the Company's registered capital by 13,025,210 Baht from 107,297,187 Baht to 120,322,397 Baht by issuing newly issued ordinary shares of 26,050,420 shares with a par value 0.50 Baht to pay as consideration for Acceptance of the Entire Business which is part of the payment for the Purchase of Bay Computing Company Limited's Ordinary Shares.

Please consider the details according to the capital increase report form (F53-4) Enclosure 4 of the invitation letter.

In addition, to comply with the increase of the registered capital of the Company, the Company is required to amend the Memorandum of Association of the Company No. 4 using the following wordings instead:

"Clause 4.	Registered Capital	120,322,397	Baht	(One hundred twenty million, three hundred twenty-two thousand three hundred ninety- seven baht)
	Divided into	240,644,794	shares	(Two hundred forty million, six hundred forty-four thousand seven hundred ninety-four shares)
	Par Value	0.50	Baht	(Fifty Satang)
	Separated into			
	Ordinary Shares	240,644,794	shares	(Two hundred forty million, six hundred forty-four thousand seven hundred ninety-four shares)
	Preferred Shares	-	shares	(-)"

In addition, the persons authorized by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce, shall be authorized to amend and include wordings as per orders of the registrar.

In this regard, the Company's Board of Directors considered and deemed appropriate to propose to the meeting of the shareholders to consider and approve the increase of the Company's registered capital by 13,025,210 Baht from 107,297,187 Baht to 120,322,397 Baht by issuing newly issued ordinary shares of 26,050,420 shares with a par value of 0.50 Baht to pay as the compensation for the entire business transfer as part of the Purchase of Bay Computing Company Limited's Ordinary Shares and the amendments of the Memorandum of Association of the Company No. 4 to comply with the increase of the registered capital of the Company as well as the relevant authorization as detailed above.

The Chairman gave the shareholders an opportunity to ask questions or express additional comments. However, no shareholder asked question or expressed any additional comments. Therefore, the Chairman proposed the meeting to cast votes on the agenda.

The Chairman informed the meeting that the resolution for this agenda item requires at least 3/4 (three-quarters) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

The Meeting Resolution The resolution was passed with the votes not less than 3/4 (three-fourths) of the total number of votes of shareholders attending the meeting and having the right to vote approving the increase of

the Company's registered capital by 13,025,210 Baht from 107,297,187 Baht to 120,322,397 Baht by issuing newly issued ordinary shares of 26,050,420 shares with a par value of 0.50 Baht to pay as the compensation for the entire business transfer and the amendments of the Memorandum of Association of the Company No. 4 to comply with the increase of the registered capital of the Company with details as proposed in all respects, with the following voting result:

Resolution	Vote	Percent
Approval	147,492,979	99.9661
Disapproval	0	0.0000
Abstention	50,001	0.0338
Voided Ballot	0	-

Remarks: (1) The resolution for this agenda item requires at least 3/4 (three-quarters) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

(2) In this agenda, there is no additional shareholders or proxies attending the meeting.

Agenda 4 To consider and approve the allocation of newly issued ordinary shares of the Company in the amount 26,050,420 shares with a par value of 0.50 Baht.

The Chairman reported to the meeting that, The Company wishes to obtain approval to allocate 26,050,420 newly issued ordinary shares of the Company with a par value at Baht 0.50 per share to Keymaker Venture Capital Company Limited at the offering price of Baht 47.60 per share for the total value of Baht 1,239,999,992 as a payment of the consideration for the Acceptance of the Entire Business Transfer as part of the Purchase of Bay Computing Company Limited's Ordinary Shares, where such offering price is considered the offering of the newly issued ordinary shares at the price with a discount not exceeding 10 percent of the market price according to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 (2015) Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (including the amendments thereof) (the "Notification No. TorChor. 72/2558").

In the offering of newly issued ordinary shares to Keymaker Venture Capital Company Limited above is the issuance of newly issued ordinary shares of the Company to pay the consideration for the Acceptance of the Entire Business Transfer. In this regard, under the EBT, although the person that the Company will issue 26,050,420 newly issued ordinary shares of the Company with a par value of 0.50 Baht is Keymaker Venture Capital Company Limited, under an EBT arrangement, Keymaker Venture Capital Company Limited shall proceed with registration of its dissolution within the same fiscal year of the EBT. After such dissolution registration and during the liquidation of Keymaker Venture Capital Company Limited, all existing assets at such time of Keymaker Venture Capital Company Limited shall be transferred back to the shareholders of Keymaker Venture Capital Company Limited and/or those whose names are listed as the shareholders of

Keymaker Venture Capital Company Limited as of the date of the liquidation completion in proportion to their shareholding percentages. Therefore, during the liquidation of Keymaker Venture Capital Company Limited, the Company's newly issued ordinary shares issued and allocated to Keymaker Venture Capital Company Limited as payment for the Acceptance of the Entire Business Transfer shall be transferred back to the shareholders of Keymaker Venture Capital Company Limited and/or those whose names are listed as shareholders of Keymaker Venture Capital Company Limited as of the date of the liquidation completion in proportion to their shareholding percentages.

In this regard, the shareholders of Keymaker Venture Capital Company Limited i.e. Mr. Supachai Buristrakul, Ms. Nida Tangwongsiri and Mr. Avirut Liangsiri will become the shareholders of the Company, holding 26,050,420 shares in aggregate, with a par value of 0.50 Baht per share or equivalent to 10.83 percent of the paid-up capital of the Company after the capital increase for this transaction and the capital increase as a payment for shares of Extend IT Resource Company Limited.

In this regard, the Company is required to obtain the approval from the meeting of the shareholders of the Company with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote where votes from people who have vested interest will not be counted and is also required to obtain approval for offering of the newly issued ordinary shares to specific investors (Private Placement) from the Securities and Exchange Commission as prescribed in Notification No. TorChor. 72/2558 prior to the issuance of the newly issued ordinary shares as the payment of consideration for the Purchase of Bay Computing Company Limited's Ordinary Shares.

The Market Price means the Company's weighted average share price over the last 15 trading consecutive days on the SET prior to the Board of Directors passed the resolution to propose this matter to the Extraordinary General Meeting of Shareholders No. 2/2022, covering the period from 19 July to August 10, 2022, which is equal to 52.87 Baht (according to the Company's stocks trading information as appeared on SETSMART on www.setsmart.com of the SET).

If the offering price for newly-issued ordinary shares falls lower than 90 percent of the market price in past 7-15 business days before the first day of offering the newly-issued ordinary shares to Keymaker Venture Capital Company Limited i.e. Mr. Supachai Buristrakul, Ms. Nida Tangwongsiri and Mr. Avirut Liangsiri, (after receiving the shares of the Company through the EBT) Keymaker Venture Capital Company Limited and the Shareholders of Keymaker Venture Capital Company Limited are not allowed to sell any of newly-issued ordinary shares received for a period of 1 year from the Company's shares' first trading date in the SET (Silent Period). After such newly issued shares are traded in the SET for 6 months, Keymaker Venture Capital Company Limited and the Shareholders of Keymaker Venture Capital Company Limited can sell up to 25 percent of the shares being prohibited to sell.

Additionally, the offering of 26,050,420 newly issued ordinary shares to Keymaker Venture Capital Company Limited is deemed a connected transaction as this is the entering into the transaction with Keymaker Venture Capital Company Limited which has the major shareholder to be propose for an appointment of new director of the Company which is considered as a connected person according to the Notifications on Connected Transactions. The size of the transaction will approximately equal to 1,239,999,992 Baht or 203.85 percent of the net tangible assets (NTA) calculated from the Company's consolidated financial statements for the period ended June 30, 2022 reviewed by a certified public accountant. Therefore it is a transaction with a value of more than or equivalent to Baht 20 million or more than or equivalent to 3 percent of the NTA of the Company, whichever is higher.

The Chairman invited the Legal Consultant to advise on this matter.

The Legal Consultant advised that the Company is required to comply with the Notifications on Acquisition or Disposals of Assets which includes the following:

- 1) Provide an Information Memorandum regarding the transaction to SET;
- 2) Appoint an independent financial advisor to be responsible for relevant duties including to provide an opinion as specified in the Notifications on Connected Transactions and deliver a report on such opinion to the shareholders to consider along with an invitation letter to attend the shareholders' meeting.
- 3) Convene a shareholders' meeting in order to obtain the approval to enter into such transaction with a vote of no less than three – fourths of the total votes of shareholders who attend and are entitled to vote, excluding the votes of interested shareholders.

Details of the offering of the Company newly issued ordinary shares to the specific investors (Private Placement) are as appeared on the Information Memorandum on the Offering of Newly-Issued Ordinary Shares to a Specific Investor Enclosure 5 of the invitation letter.

In this regard, the Company's Board of Directors considered and deemed appropriate to propose to the meeting of the shareholders to consider and approve the allocation of newly issued ordinary shares of the Company in the amount 26,050,420 shares with a par value of 0.50 Baht to Keymaker Venture Capital Company Limited at the offering price of 47.60 Baht per share for the total value of 1,239,999,992 Baht to pay as the compensation for the Acceptance of the Entire Business Transfer as part of the Purchase of Bay Computing Company Limited's Ordinary Shares as detailed above.

The Chairman gave the shareholders an opportunity to ask questions or express additional comments. However, no shareholder asked question or expressed any additional comments. Therefore, the Chairman proposed the meeting to cast votes on the agenda.

The Chairman informed the meeting that the resolution for this agenda item requires at least 3/4 (three-quarters) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

The Meeting Resolution The resolution was passed with the votes not less than 3/4 (three-fourths) of the total number of votes of shareholders attending the meeting and having the right to vote approving the allocation of newly issued ordinary shares of the Company in the amount 26,050,420 shares with a par value of 0.50 Baht with details as proposed in all respects, with the following voting result:

Resolution	Vote	Percent
Approval	147,492,979	99.9661
Disapproval	0	0.0000
Abstention	50,001	0.0338
Voided Ballot	0	-

Remarks: (1) The resolution for this agenda item requires at least 3/4 (three-quarters) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

(2) In this agenda, there is no additional shareholders or proxies attending the meeting.

Agenda 5 To consider other matters (if any).

The Chairman reported to the meeting that in this agenda 5, 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.

Miss Praphaisri Songsote, a shareholder, asked a question as follows:

As the Company entered into the M&A transaction during the world economic recession, how does the Company prepare to cope with this situation, does it have any concern and will the Company reduce its workforce?


Mr. Apisek Tewinpagti answered to the above questions as follows:

Overall, investment in digital technology has continued to expand, especially in Thailand and ASEAN. Every business operator considers that digital technology plays an important role in creating a competitive advantage, boosting revenues and serving as a new channel for revenue generation which will help new businesses to meet customers' needs, including increasing customer satisfaction.


Accordingly, the Company believes that every organization finds that digital transformation is still important. The Company has no plan to reduce its personnel, but rather needs to increase the number of them to support the growth of digital transformation in the future.

When there was no additional question and suggestions made, the Chairman then gave a closing speech.

Meeting closed at 11.28 hrs.

Signature  _____

The Chairman of the Meeting
(Mr. Threekwan Bunnag)



(Ms. Unchalee Inthamrong)
The Corporate Secretary
The minute taker