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No. B8-2023-0029

March 28, 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders (via electronic means)

To: Shareholders of Beryl 8 Plus Public Company Limited

- Enclosure:
1. Copy of the minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 of Beryl 8 Plus Public Company Limited
  2. Annual registration statement for the year 2022 (Form 56-1 One report) through QR Code (which comprising the Financial Statements for the year 2022 and the auditor's report)
  3. Qualifications and profiles of the nominated candidates for the appointment as Directors
  4. Comparison of Director remunerations
  5. List of Auditors and details of auditing fee of the group for the year 2023
  6. Summary of the Key Terms for Warrants Representing the Right to Purchase Ordinary Shares of Beryl 8 Plus Plc. No. 1 (BE8-W1)
  7. Capital Increase Report Form (F53-4)
  8. The Independent Directors profiles for proxy appointment and the qualification of the independent director
  9. Proxy Forms - Type A, B and C
  10. The Company's Articles of Association Relating to the Shareholders' Meeting
  11. Submission of questions in advance for the 2023 Annual General Meeting of Shareholders
  12. Registration conditions and procedures for attending the Annual General Meeting of Shareholders via electronic means (E-AGM) and proxy appointment
  13. Request Form for a printed copy of Form 56-1 One Report 2022

The Board of Directors' Meeting of Beryl 8 Plus Public Company Limited (the "**Company**") No. 2/2023 held on March 15, 2023, approved convening the 2023 Annual General Meeting of Shareholders on Thursday, April 27, 2023 at 10.00 hrs. via electronic means (E-AGM) only, in compliance with the Emergency Decree on Meetings held via Electronic Means B.E. 2563 (2020), and will be broadcast live from Carlton Hotel Bangkok Sukhumvit located at 491 Sukhumvit Road, Klongtoey Nua, Wattana, Bangkok 10110. The details of the agenda are as follows:

**Agenda 1** To certify the minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 of Beryl 8 Plus Public Company Limited

**Facts and rationale:** The Extraordinary General Meeting of Shareholders No. 2/2022 of Beryl 8 Plus Public Company Limited was held on October 12, 2022. the Company has prepared the minutes and submitted to the Ministry of Commerce within the timeframe prescribed by law, the details of which are enclosed hereto as Enclosure 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 the minutes of The Extraordinary General Meeting of Shareholders No.2/2022 which was held on October 12, 2022, to the 2023 Annual General Meeting of Shareholders to certify such minutes.

**Voting requirements:** The resolution for this agenda item requires the majority vote of the shareholders attending the meeting and eligible to vote.

**Agenda 2** To consider and acknowledge the Company's 2022 performance report (January – December 2022)

**Facts and rationale:** Pursuant to Section 113 of the Public Limited Companies Act B.E.2535, the Board of Directors shall deliver the Annual Report to the shareholders along with written notices calling for an annual general meeting. At present, the Report of the Company's performance for the year 2022 which contains complete details as prescribed by the Public Limited Companies Act B.E. 2535 and the regulations of the Securities and Exchange Commission has been already prepared by the Company; as a consequence, the Company desires to present the Company's 2022 performance report (January – December 2022) to the shareholders for acknowledgement and certification, the details appearing in the Annual Registration Statement for the year 2022 (Form 56-1 One report) as delivered to the shareholders with the Notice of this Meeting, enclosed hereto as Enclosure 2.

**Opinion of the Board:** The Board of Directors considered and deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders for acknowledgement of the Company's performance report for the year 2022.

**Voting requirements:** The resolution in this agenda item is for acknowledgement, no voting is required.

**Agenda 3** To consider and approve financial statements for the year ended December 31, 2022

**Facts and rationale:** Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 and Article 39 of the Articles of Association of the Company, the Board of Directors shall prepare the balance sheet and profit and loss account ended as at the end of each accounting year (ends on December 31 of each calendar year) to the annual

general shareholders' meeting for its consideration and approval. And the Board of Directors shall appoint an auditor to complete audit the balance sheet and profit and loss account before proposes to the shareholders' meeting. The Company, therefore, proposes the 2022 Annual General Meeting of Shareholders to approve the Financial Statements for the year ended December 31, 2022 which has been audited by the Company's Auditor and reviewed by the Audit Committee, the details appearing in the Annual Registration Statement for the year 2022 (Form 56-1 One Report) as delivered to the shareholders with the Notice of this Meeting, enclosed hereto as Enclosure 2.

Summary of Financial Highlights for the year 2022

Details	Separate Financial Statements	Consolidated Financial Statements
Total Assets (Baht)	2,770,841,388	3,889,195,097
Total Liabilities (Baht)	236,546,714	1,336,139,824
Shareholder's Equity (Baht)	2,534,294,674	2,553,055,273
Total Revenues (Baht)	569,296,192	810,978,215
Net Profit (Baht)	115,394,394	138,623,458
Earnings per share (Baht/Share)	0.56	0.68

**Opinion of the Audit Committee:** The Financial Statement for the year 2022 has been prepared in accordance with the Financial Reporting Standard, so the Committee deemed it appropriate to propose the shareholders' meeting for approval.

**Opinion of the Board:** The Board of Directors considered and deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders to consider and approve the Statements of Financial Position and profits and loss statement for the fiscal year ended December 31, 2022, which were audited and certified by the certified public accountant of EY Office Limited and have been approved by the Audit Committee and the Board of Directors.

**Voting requirements:** The resolution for this agenda item requires the majority vote of the shareholders attending the meeting and eligible to vote.

**Agenda 4** To consider and approve the nomination of persons to be elected as directors to replace those retiring by rotation

**Facts and rationale:** Pursuant of the Public Limited Company Act B.E. 2535 (included amended) and Article 17 of the Company's Articles of Association prescribes that "At every annual general meeting, one-third (1/3) of the number of the directors shall vacate the

office. If the number is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire from the office. The directors to retire during the first and second years following the registration of the Company shall be determined by drawing lots. In subsequent years, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.”

There are 3 directors retiring at the 2023 Annual General Meeting of Shareholders as follows:

- 1) Mr. Apisek Tewinpagti Director / Member of the Risk Management Committee / Member of the Executive Committee / Chief Executive Officer / Chief Solution Delivery Officer
- 2) Mr. Udomsakdi Apichatthanapath Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee
- 3) Mr. Vasin Srisukri Director / Member of the Executive Committee / Chief Sales Officer

However, Mr. Vasin Srisukri expressed his intentions not to be nominated for re-election as the Company's director, to comply with the policy to promote good governance and demonstrate the fair and equitable treatment of all shareholders, the Company offered an opportunity for minor shareholders to nominate persons deemed qualified, knowledgeable, competent, and suitable to represent them as directors in the 2023 Annual General Meeting of Shareholder in advance from October 1, 2022 until December 31, 2022, via the Company's website. As a result, no shareholders nominated any person for election as director.

The Nomination and Remuneration Committee has considered through a screening process or consider carefully and cautiously in order to nominate the candidates equipped with sufficient knowledge, proficiency, experience and suitable qualification, able to devote their time and efforts in performing the duties which beneficial to the Company's operation, In addition, such nomination also takes into account the diversity of the Board of Directors structure together with the composition of qualification, knowledge, particular professional skills and the Board Skill Matrix to be in line with the business strategies of the Company.

**Opinion of the Nomination and Remuneration Committee:** The Nomination and Remuneration Committee has performed the nomination process under the Criteria on the Nomination of the Company's Directors by considering the appropriateness in terms of knowledge, experience, and specific abilities, as well as the proportion of the Board members, including the performance of the directors from previous year. Therefore propose the re-election of 2 directors for another term and nominated another qualified person as a director, namely:

- 1) Mr. Apisek Tewinpagti
- 2) Mr. Udomsakdi Apichatthanapath
- 3) Mr. Supachai Buristrakul

Details of the aforementioned nominated directors' profiles are shown in Enclosure 3. In this regard, the nominated director no. 1 and no. 2, Mr. Apisek Tewinpagti and Mr. Udomsakdi Apichatthanapath, are the directors retiring by rotation and be proposed to re-elect for another term, since they had knowledge, proficiency, and expertise which beneficial to the Company's operation and had regularly support the Company's business operations throughout their tenure;

The nominated director no. 2, Mr. Udomsakdi Apichatthanapath are qualified according to the definition of independent director of the Stock Exchange of Thailand; and

The nominated director no. 3, Mr. Supachai Buristrakul, is a new candidate who has suitable knowledge, proficiency and experience which will be beneficial to the operation of the Company and is one of the conditions of entering into the transaction to purchase of Bay Computing Co., Ltd. Ordinary Shares,

The Nomination and Remuneration Committee, excluding the directors who are proposed for election who had personal interest, deemed it appropriate to propose to the Board of Directors to further propose to the Annual General Meeting of Shareholders to consider the election of 1. Mr. Apisek Tewinpagti 2. Mr. Udomsakdi Apichatthanapath to be the Company's director for another term, and nominate 3. Mr. Supachai Buristrakul to be the Company's Director.

**Opinion of the Board:** The Board of Directors, excluding the directors to be retired by rotation at the 2023 Annual General Meeting of Shareholders, has discussed extensively by considering all candidates who had passed the nomination and screening process as proposed by the Nomination and Remuneration Committee, as well as carefully screening the qualifications of each individual to ensure that they are fully qualified

according to the relevant laws and the Company's Articles of Association, possess leadership, visionary, they are also knowledgeable, proficient and possess needed experiences which are useful for the Company, as well as considered the qualifications and independence of the candidate nominated for directorship, the Board of Directors' meeting unanimously resolved to propose the 3 qualified candidates to be elected as directors, the candidate no. 1 and no. 2 to re-elect for another term and candidate no. 3 to be elected as directors to replace those retiring by rotation on the 2023 Annual General Meeting of Shareholders as follows:

- 1) Mr. Apisek Tewinpagti
- 2) Mr. Udomsakdi Apichatthanapath
- 3) Mr. Supachai Buristrakul

**Voting requirements:**

The resolution for this agenda item requires the majority vote of the shareholders attending the meeting and eligible to vote with the following rules and procedures:

1. each shareholder shall have one (1) vote for each share held;
2. each shareholder shall exercise all the votes he or she has under (1) to elect one or several persons as director(s). In case of election of several persons as directors. The shareholder may not split his/her votes to any person at any extent;
3. persons receiving the highest votes in descending order will be elected as directors in proportion to the number of directors who shall be elected at that time. In case the number of persons, who are elected in descending order, and received equal votes, exceeds the number of directors required or who shall be elected at that time, the Chairman shall have a casting vote.

To follow the Corporate Governance Policy, the Company provides opportunities for shareholders to vote on individual candidate by proposing the shareholders meeting to cast the vote on an individual basis.

**Agenda 5** To consider and approve the determination of directors' remuneration for the year 2023

**Facts and rationale:**

Pursuant of the Public Limited Company Act B.E. 2535 (included amended) and Article 22 of the Articles of Association of the Company, Directors shall be entitled to receive remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms according to the approval of the shareholder's meeting.

**Opinion of the Nomination and Remuneration Committee:** The Nomination and Remuneration Committee considered the remuneration of the Board of Directors appropriately and discretionarily basing on the comparative rate with others in the same industry, duties, responsibilities and the meeting plans of the Board of Directors as well as each sub-committees including business expansion and growth of the Company's profit, the Committee proposed to determination of directors' remuneration for the year 2023 shall not exceed Baht 4,000,000 (Four Million Baht) per year, the details of which are as follows:

Remuneration	Year 2023 (Proposed year)	Year 2022
<b>1. Monetary Remuneration (such as meeting allowance and gratuity)</b>		
<b>• Board of Directors' meeting allowance</b>		
Chairman	50,000 Baht per time	50,000 Baht per time
Director	30,000 Baht per time	30,000 Baht per time
<b>• Audit Committee's meeting allowance</b>		
Chairman	40,000 Baht per time	40,000 Baht per time
Committee member	30,000 Baht per time	30,000 Baht per time
<b>• Risk Management Committee's meeting allowance</b>		
Chairman	20,000 Baht per time	20,000 Baht per time
Committee member	10,000 Baht per time	10,000 Baht per time
<b>• Nomination and Remuneration Committee's meeting allowance</b>		
Chairman	20,000 Baht per time	20,000 Baht per time
Committee member	10,000 Baht per time	10,000 Baht per time
<b>2. Non-monetary Remuneration</b>	<b>-None-</b>	<b>-None-</b>

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:** Board of Directors has considered the opinion of the Nomination and Remuneration Committee and approved the proposal to the Annual General Meeting of Shareholders to consider and approve the remuneration of the Directors, Sub-Committee and Directors of Subsidiary Companies for the year 2023

**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 entitled to vote.

**Agenda 6** To consider and approve the appointment of the Auditor and the audit fees of the group for the year 2023

**Facts and rationale:** Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (included amended), 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 2023 to propose the Annual General Meeting of Shareholders to consider and approve the appointment of the Auditor and the audit fees of the group for the year 2023

**Opinion of the Audit Committee:** The Audit Committee opined that the auditors from EY Office Limited performed their all contractual assigned duties completely and effectively since year 2018 totaling 5 years, and they also have been independent and have had no relationship or conflict of interest with the Company, its subsidiaries, managements, major shareholders, or related persons of the said persons, so they are independent to audit and express their opinions for the group's financial statements. The Committee deems appropriate to propose the nomination of auditors from EY Office Limited for appointment as the group's auditors for the year 2023. The details of proposed 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 Wisutthiyan Certified Public Accountant  
Registration No. 7480

The details of the profile and work experience are enclosed hereto as Enclosure 5. 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 group's financial statements.

The audit fees for the 2023 financial statements of the group including its quarterly financial statements will be fixed at 4,000,000 Baht, the details of which are as follows:



Audit Fee

(Unit: Baht)

Description	Proposed audit fees for the year 2023	Audit fees for the year 2022
<ul style="list-style-type: none"> <li>• Annual audit fee</li> </ul>	3,130,000	5,750,000
<ul style="list-style-type: none"> <li>• Fee for the audit of the interim financial statements</li> </ul>	870,000	750,000
Total	4,000,000	6,500,000

Non - Audit Fee

(Unit: Baht)

Description	Year 2023	Year 2022
<ul style="list-style-type: none"> <li>• BOI Audit fee</li> </ul>	80,000	100,000

In order to ensure that the financial statements were prepared in a timely manner, the Company and its subsidiaries use the same auditor, which is EY Office Limited.

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 Wisutthiyan      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 group's financial statements. The audit fees for the 2023 financial statements of the group including its quarterly financial statements will be fixed at 4,000,000 Baht.

Voting requirements:

The resolution for this agenda item requires the majority vote of the shareholders attending the meeting and eligible to vote.

**Agenda 7** To consider and approve the allocation of profit from the operating results of the Company for the year ended December 31, 2022, and the dividend payment

**Facts and rationale:** Pursuant to Section 116 of the Public Limited Company Act B.E. 2535 and 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, 2022 of 115,394,394 Baht; therefore, it is required to allocate 4,483,432 Baht as legal reserve fund. After such allocation, the Company's legal reserve fund will reach 12,100,000 Baht, or 10.06% of the Company's registered capital of 120,322,397 Baht.

**Dividend Payment:**

According to the Company's operating results for the period from January 1 – December 31, 2022, the Company's net profit for the year 2022 was 115,394,394 Baht. The Board of Directors considered and proposed to pay the annual dividend payment from the Company's operating results for the year ended December 31, 2022 to the shareholders as follows:

- (1) pay dividends in the form of the Company's ordinary shares of up to 24,064,479 shares, with a par value of 0.50 Baht per share, to be issued to the shareholders of the Company at the ratio of 10 existing shares to 1 stock dividend, and in the total amount of up to 12,032,239.50 Baht or equivalent to the dividend per share of 0.05 Baht, however, in case any shareholder holds a fractional share after the allocation of the stock dividends, the Company will pay dividends in cash at the rate of 0.05 Baht per share; and
- (2) pay dividends in cash at the rate of 0.005 Baht per share and in the total amount of up to 1,203,223.97 Baht, which is derived from profit under BOI privilege.

the total dividend payment of item (1) and (2) are at the rate of 0.055 Baht per share or equivalent to approximately 13,235,463.47 Baht.

In addition, the Company has determined the date for determining the names of shareholders entitled to receive the dividend payment (Record date) on May 8, 2023, and scheduled the dividend payment on May 19, 2023. However, the dividend payment of the Company is still uncertain as it is subject to the resolutions of the 2023 Annual General Meeting of Shareholders.

**Opinion of the Board:**

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 profit from the operating results of the Company for the year ended December 31, 2022, and the dividend payment as follows;

1. allocate the net profit for 2022 in the amount of 4.5 million Baht to the legal reserve. As a result, the legal reserve is equal to 12.1 million Baht, which is more than 10% of the Company's paid-up capital;
2. pay dividends in the form of the Company's ordinary shares of up to 24,064,479 shares, with a par value of 0.50 Baht per share, to be issued to the shareholders of the Company at the ratio of 10 existing shares to 1 stock dividend, and in the total amount of up to 12,032,239.50 Baht or equivalent to the dividend per share of 0.05 Baht, however, in case any shareholder holds a fractional share after the allocation of the stock dividends, the Company will pay dividends in cash at the rate of 0.05 Baht per share;
3. pay dividends in cash at the rate of 0.005 Baht per share and in the total amount of up to 1,203,223.97 Baht, which is derived from profit under BOI privilege; and
4. the total dividend payment of items 2 and 3 are at the rate of 0.055 Baht per share or equivalent to 13,235,463.47 Baht as detailed above.

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

**Agenda 8** To consider and approve the issuance and offering for sale of 13,235,463 units of warrants representing the right to purchase ordinary shares of Beryl 8 Plus Plc. No. 1 (BE8-W1), to the existing shareholders according to their shareholding proportions

**Facts and Rationale:** The Company wishes to issue and offer for sale of 13,235,463 units of warrants representing the right to purchase ordinary shares of Beryl 8 Plus Plc. No. 1 (BE8-W1) ("BE8-W1"), to be allocated to the Company's existing shareholders according to their shareholding proportions. The list of shareholders eligible to BE8-W1 allocations will be determined on May 30, 2023 (Record Date). The warrants will be offered free of charge, at the allotment ratio of 20 existing ordinary shares to 1 unit of the warrants (any fractions of warrants from the calculation of the allotment ratios will be rounded down). The term of BE8-W1 will be 3 years, starting from their issuance. Warrant holders may exercise their rights on every 31st day of March, 30th Day of June, 30th day of September, and 31st day of December of each year, and the last day of exercise their rights is the expiry date of BE8-W1 and the exercise ratio is 1 unit of warrants to 1 ordinary share, unless the exercise price is adjusted in accordance with the conditions on the adjustment of rights at the exercise price 75.00 baht per share. The details of the issuance

and offering for sale of BE8-W1 are shown in Enclosure 6. The Board of Directors' meeting also passed a resolution to propose to the shareholders' meeting for consideration and approval, the authorization of the Board of Directors and/or the Executive Committee, and/or any persons designated by the Board of Directors and/or the Executive Committee to: (1) determine and amend the conditions and other details concerning the issuance and offering for sale of the warrants, as necessary and appropriate, such as the details of the offering for sale; and (2) sign applications for permissions and any relevant evidence with regard to the issuance of the warrants, and to coordinate and file such applications and evidence with the relevant authority or agency responsible for the issuance of warrants and the listing of the Company's warrants on the Stock Exchange of Thailand ("SET"); and (3) do any other acts as necessary and appropriate with respect to the issuance and offering for sale of the warrants.

Please note that the allocation of BE8-W1 is still not certain, because it must firstly be considered and approved by the 2023 Annual General Meeting of Shareholders.

Opinion of the Board:

The Company's Board of Directors considered and deemed appropriate to propose to the meeting of the shareholders to consider and approve the issuance and offering for sale of the Warrants BE8-W1 of 13,235,463 units, to the existing shareholders according to their shareholding proportions and the authorization of the Board of Directors and/or the Executive Committee, and/or any persons designated by the Board of Directors and/or the Executive Committee to take any action with respect to the issuance and offering for sale of the warrants as detailed above.

Voting requirements:

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

Agenda 9 To consider and approve an increase in the Company's registered capital in the amount of 18,649,971 Baht, from 120,322,397 Baht to 138,972,368 Baht, by way of issuing 37,299,942 newly-issued ordinary shares, at the par value of 0.50 Baht per share, and the amendments to Clause 4 of the Memorandum of Association of the Company, to make it consistent with the Company's increased registered capital

Facts and rationale:

As the Company wishes to pay dividends in the form of the Company's ordinary shares as proposed for the shareholders' meeting's consideration and approval in Agenda item 7 above and wishes to issue and offer the Warrants BE8-W1 to the existing shareholders proportionate to their respective shareholdings as proposed for the shareholders' meeting's consideration and approval in Agenda item 8

above, the Company is required to increase the Company's registered capital in the amount of 18,649,971 Baht, from 120,322,397 Baht to 138,972,368 Baht, by way of issuing 37,299,942 newly issued ordinary shares, at the par value of 0.50 Baht per share, and the amendments to Clause 4 of the Memorandum of Association of the Company, to make it consistent with the Company's increased registered capital.

The details of the increase in the Company's registered capital are shown in Enclosure 7.

**Opinion of the Board:** The Company's Board of Directors considered and deemed appropriate to propose to the meeting of the shareholders to consider and approve an increase in the Company's registered capital in the amount of 18,649,971 Baht, from 120,322,397 Baht to 138,972,368 Baht, by way of issuing 37,299,942 newly issued ordinary shares, at the par value of 0.50 Baht per share, and the amendments to Clause 4 the Memorandum of Association of the Company, to make it consistent with the Company's increased registered capital as detailed above.

**Voting requirements:** The resolution for this agenda item requires at least three-quarters (3/4) of the total votes of shareholders attending the meeting and entitled to vote.

**Agenda 10** To consider and approve the allocation of the Company's newly-issued ordinary shares to the existing shareholders according to their shareholding proportions, and to accommodate the exercise of the rights under warrants representing the right to purchase ordinary shares of Beryl 8 Plus Plc. No. 1 (BE8-W1), which will be allocated to the existing shareholders according to their shareholding proportions and to accommodate dividend payments

**Facts and rationale:** As the Company wishes to pay dividends in the form of the Company's ordinary shares as proposed for the shareholders' meeting's consideration and approval in Agenda item 7 above and wishes to issue and offer the Warrants BE8-W1 to the existing shareholders proportionate to their respective shareholdings as proposed for the shareholders' meeting's consideration and approval in Agenda item 8 above, The Company is required to allocate 37,299,942 newly-issued ordinary shares, at the par value of 0.50 Baht as follows:

- (1) Allocation of 13,235,463 newly-issued ordinary shares, at the par value of 0.50 Baht per share, to accommodate the exercise of the rights under warrants representing the right to purchase ordinary shares of Beryl 8 Plus Plc. No. 1 (BE8-W1), which will be issued and offered for sale to the existing shareholders according to their shareholding proportions; and

- (2) Allocation of 24,064,479 newly-issued ordinary shares, at the par value of 0.50 Baht per share, to accommodate dividend payments.

The details of the allocation of the Company's newly-issued ordinary shares are shown in [Enclosure 7](#).

**Opinion of the Board:**

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 37,299,942 newly-issued ordinary shares, at the par value of 0.50 Baht as follows:

1. Allocation of 13,235,463 newly-issued ordinary shares, at the par value of 0.50 Baht per share, to accommodate the exercise of the rights under warrants representing the right to purchase ordinary shares of Beryl8 Plus Plc. No.1(BE8-W1), which will be issued and offered for sale to the existing shareholders according to their shareholding proportions; and
2. Allocation of 24,064,479 newly-issued ordinary shares, at the par value of 0.50 Baht per share, to accommodate dividend payments as detailed above.

**Voting requirements:**

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

**Agenda 11 Any other matter (if any)**

**Facts and rationale:**

The Company provide 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 2023 Annual General Meeting of Shareholders on April 5, 2023.

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 [Enclosure 9](#), and submit them to the Company before April 20, 2023 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), 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 [Enclosure 8](#), as the proxy. Shareholders could submit the question related to the meeting agenda by using question submission form as shown in the [Enclosure 11](#).

Shareholders wishing to receive a printed copy of Form 56-1 One Report 2022 and financial report for the year 2022, please contact the Company Secretary Department of Beryl 8 Plus Public Company Limited at 33/4 the 9<sup>th</sup> Tower Grand Rama9 Building (Tower B) Floor 19, Rama 9 Road, Huai Khwang, Bangkok 10310, or fill out the Enclosure 13 and fax it to 02-116-5082 or send it via email: [be8\\_corpsec@beryl8.com](mailto:be8_corpsec@beryl8.com) so that it will be sent to you afterwards.

Therefore, we would like to invite all shareholders to attend the 2023 Annual General Meeting of Shareholders via electronic means at the aforementioned date, time and place. The registration will start at 08.00 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: 02-116-5081

- Notes:
1. The Company has disclosed the invitation letter to the 2023 Annual General Meeting of Shareholders together with the attachments and the Proxy Forms on the Company's website: [www.beryl8.com](http://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 2023 Annual General Meeting of Shareholders in advance.