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## The Minutes of the 2023 Annual General Meeting of Shareholders

of

**Beryl 8 Plus Public Company Limited**

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### Date, Time and Form

The 2023 Annual General Meeting of Shareholders of Beryl 8 Plus Public Company Limited (the "Company") was held 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) as an effective measure to prevent the spread of the coronavirus (COVID-19) which broadcasted live from Carlton Hotel Bangkok Sukhumvit located at 491 Sukhumvit Road, Klongtoey Nua, Wattana, Bangkok

Mr. Chatchaval Jiaravanon, Chairman of the Board of Directors, acted as the chairman of the meeting ("Chairman").

The Chairman welcomed the shareholders and attendees of the 2023 Annual General Meeting of Shareholders, then assigned Ms. Unchalee Inthamrong, Corporate Secretary, to act as the meeting moderator ("Meeting Moderator")

The Meeting Moderator informed the meeting that the Company has determined the Record Date for shareholders who are eligible to attend the 2023 Annual General Meeting of Shareholders on April 5, 2023. There were 19 shareholders attending the meeting in person, holding 102,835,944 shares, and 232 shareholders attending the meeting by proxy, holding 76,382,288 shares, totaling 251 shareholders attending the meeting, holding 179,218,232 shares representing 74.47% of the total issued share capital of the Company. The quorum was formed as stipulated in the Company's Articles of Association.

The Meeting Moderator then introduced the Directors, Management members, auditors and legal advisor. The attendance was as detailed below:

**Directors attending the meeting** 9 persons (equivalent to 100% of the total Board members) as follows:

#### **Directors attending in the meeting venue**

- |                                   |  |
|-----------------------------------|--|
| 1. Mr. Chatchaval Jiaravanon      | Chairman of the Board of Directors   |
| 2. Mr. Chatrapee Tantixalerm      | Independent Director / Member of the Audit Committee /<br>Chairman of the Nomination and Remuneration Committee  |
| 3. Mr. Udomsakdi Apichatthanapath | Independent Director / Member of the Audit Committee /<br>Chairman of the Risk Management Committee / Member<br>of the Nomination and Remuneration Committee |

- |    |                          |  |
|----|--------------------------|--|
| 4. | Mr. Karn Punyacharoensin | Director   |
| 5. | Mr. Apisek Tewinpagti    | Director / Member of the Risk Management Committee /<br>Member of the Executive Committee / Chief Executive Officer /<br>Chief Solution Delivery Officer |
| 6. | Mr. Vasin Srisukri       | Director / Member of the Executive Committee /<br>Chief Sales Officer  |
| 7. | Mr. Krisada Ketphupong   | Director   |

**Directors attending the meeting via electronic means**

- |    |                            |  |
|----|----------------------------|--|
| 1. | Mr. Threekwan Bunnag       | Independent Director / Vice Chairman of the Board of<br>Directors / Chairman of the Audit Committee / Member of<br>the Risk Management Committee |
| 2. | Dr. Nithinart Sinthudeacha | Director / Chairlady of the Executive Committee / Member<br>of the Nomination and Remuneration Committee   |

**Executive**

- |    |                            |   |
|----|----------------------------|---|
| 1. | Mrs. Supattra Simtharakaew | Member of the Risk Management Committee / Member of the<br>Executive Committee / Chief Financial and Accounting Officer |
|----|----------------------------|---|

**Auditors**

- |    |                             |  |
|----|-----------------------------|--|
| 1. | Mr. Vatcharin Pasarapongkul | Auditor from EY Office Limited   |
| 2. | Mr. Thanrawe Pattarawinit   | Representatives from EY Office Limited, who being<br>witnesses during the voting process |

**Legal Advisor**

- |    |                         |   |
|----|-------------------------|---|
| 1. | Ms. Yaowarote Klinboon  | Legal advisor from Tilleke & Gibbins International Ltd. |
| 2. | Ms. Wisara Harnchonboth | Legal advisor from Tilleke & Gibbins International Ltd. |

The Meeting Moderator informed the meeting that Thai Investors Association appointed Miss Aiyrada Pholphitak as a volunteer to protect attending shareholders' rights and to act as a witness of the vote counting. In addition, Inventech Systems (Thailand) Co.,Ltd., which is the electronic conferencing service provider has evaluated the compliance of the electronic conferencing control system 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.

The Meeting Moderator further clarified that in compliance with Thailand's Personal Data Protection Act, the meeting was informed that the names-surnames of the shareholders and proxies placing inquiries and comments would appear in the minutes of the meeting and will be published on the Company's website.

Before the meeting started as planned, the Meeting Moderator explained the procedures of inquiry, comment, and voting as well as the vote counting for which the shareholders must vote on each agenda so that the shareholders attending the meeting were fully 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 3 types as follows:

**Section 1:** Agenda that requires the majority votes of the shareholders attending the meeting and casting their votes (Agenda 1, 3, 4, 6, 7, 8, 10), the Company will not calculate the "abstention" votes as the base for the calculation.

**Section 2:** Agenda that requires a vote of not less than two-thirds of the total number of votes of shareholders attending at the meeting and entitled to vote (Agenda 5), the Company will calculate vote by counting both "approval", "disapproval" and "abstention" as the base for the calculation.

**Section 3:** 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 9), the Company will calculate vote by counting both "approval", "disapproval" and "abstention" as the base for the calculation.

The Meeting Moderator then propose to the meeting to consider various matters according to different agendas 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**

The Meeting Moderator reported to the meeting that the Company has prepared the copy of the minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 held on October 12, 2022 and submitted to the Stock Exchange of Thailand (the "SET") 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. 2/2022 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. 2/2022 held on October 12, 2022 were correctly and completely recorded. Therefore, the Board of Directors deemed it 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 questions or expressed any additional comments. Therefore, the Chairman proposed the meeting to cast votes on the agenda.

The Meeting Moderator 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 for the certifying of the minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 of the Company, held on October 12, 2022 with details as proposed in all respects, with the following voting result:

Resolution	Vote	Percent
Approval	179,187,932	100.0000 %
Disapproval	0	0.0000 %
Abstention	30,300	-
Voided Ballot	0	0.0000 %

Remarks: In this agenda, there is no additional shareholders or proxies attending the meeting.

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

The Chairman assigned Mr. Apisek Tewinpagti, Chief Executive Officer, (“**Chief Executive Officer**”), to act as a reporter on this agenda.

Chief Executive Officer presented the Company's 2022 performance report (January – December 2022) along with details appearing in the Annual Registration Statement for the year 2022 (Form 56-1 One Report) as delivered to the shareholders in the form of QR code with the Notice of this Meeting, enclosed hereto as **Enclosure 2**, which could be concluded as follows:

Beryl8 provides services on the digital transformation consultancy. With more than 13 years of experience and technology expertise, the Company works with customers to bring innovation and new technologies to create competitive advantages and support them through rapid changes in the digital world.

The Company is aware of the changes and complexities in the technology industry. As a result, 2022 is the year in which Beryl8 expands its company to develop a Digital Transformation Ecosystem in order to deliver comprehensive services to our clients with comprehensive value chain operation, we can cover most of the aspects of digital transformation demand as a one-stop service provider. The Company has invested in the businesses of partners who have expertise in various fields, namely:

1. Extended IT Resources Co., Ltd. (“**X10**”): a comprehensive IT service provider and technology consulting services with IT outsourcing. The Company purchased X10's ordinary shares of 100 percent of the registered capital and received the business transfer on August 31, 2022

2. Bay Computing Co., Ltd. (“**BAYCOMS**”): a security service provider on information technology systems with end-to-end cyber securities turnkey solutions. The Company purchased BAYCOMS’s ordinary shares of 100 percent of the registered capital and received the business transfer on December 29, 2022 together with E-C.O.P (Thailand) Co., Ltd. (“**ECOP**”): a managed security service provider (MSSP) and an information technology security consultancy (Professional Security Consulting Services: PSCS), with 100 percent of the registered capital held by BAYCOMS.

3. Vanilla and Friends Co., Ltd. (“**Vanilla**”): a branding consulting firm with digitally focused services in strategizing brand communication and advertising media. The Company purchased Vanilla’s ordinary shares of 51 percent of the registered capital on January 17, 2023.

4. Reconix Co., Ltd. (“**Reconix**”): a cybersecurity consulting and service provider who focused mainly on penetration testing for web applications, mobile applications, and network systems (Penetration Testing) and to detect vulnerabilities in information technology systems (Vulnerability Assessment). The Company purchased Reconix’s ordinary shares of 70 percent of the registered capital on January 27, 2023.

5. Techsauce Media Co., Ltd. (“**Techsauce**”): a knowledge sharing platform operator which owns publicizes business news platform, especially technology and digital related news. The Company purchased Techsauce’s ordinary shares of 20 percent of the registered capital on March 22, 2023.

The significant growth in the group of company can be summarized as follows:

1. Finance:

- In 2021, the Company had a total revenue of 379 million Baht, when combined as a group of companies in 2022 the total revenue raised to over 2,000 million Baht, representing a growth rate of 5 times.

2. Business:

- The Company has been contractually partnered with 10 world-class technology companies in 2021. The partnership has risen to 50 partners after merging the group of company in 2022, representing a growth rate of up to 5 times.

3. Human resources

- In 2021, the Company had approximately 180 employees in the position of consultants and developers, which, when merged into the group of company in 2022, had more than 1,000 employees in the position of consultants and developers, representing a growth rate of up to 5 times.
- Certifications, which measure the skills and expertise of employees, from world-class technology partners have risen from 180 certificates in 2021 to 350 certificates after merging into the group of company in 2022, representing a double growth rate.

- In addition to an increase in the number of employees in 2022, there is an increase of experienced management team with expertise, competence, and a broad vision to assist in the rapid expansion of business operations.

#### 4. Sales:

- In 2021, the Company had 150 top domestic and international enterprises as customers base. The number of accounts has increased to 475, with broader multi-industry coverage after merging into the group of companies in 2022, representing a growth rate of up to 3 times.

In 2022, the Company received the Salesforce APAC Partner of the Year 2022 Award in the “APAC Cloud Reseller of the Year” category from Salesforce, an award for the best performing Salesforce Partner in the Asia Pacific region. Beryl8 is the only official partner in Thailand who has been acknowledged on a consistent basis as a prominent partner specializing in designing strategies and solutions, as well as offering service excellence in cloud technology across sectors.

The Company acquired its first investment promotion certificate from the Office of the Board of Investment (BOI) in 2013 to October 2021, and received its second investment promotion certificate from May 28, 2021 to May 27, 2026 which results the Company receive tax privileges. In this regard, the group has been striving to ensure that the subsidiaries can receive the same tax privileges as the Company.

Furthermore, the Company reaffirmed its certificate as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC) no. 1 on October 5, 2022 as part of its ongoing engagement since 2020. The Company’s directors and executives have always realized the importance of anti-corruption which is included in its policy, guidelines and communication tool with executives, employees, and other stakeholders to strictly adhere to, as well as the opening of a whistleblowing channel on the Company’s website. In this regard, the Company has cultivated it for all levels of personnel to adhere to the guidelines against giving or accepting bribery and corruption in all forms, both directly and indirectly, by providing annual training to employees to educate about the Company’s anti-corruption policies and practices. The Company also sets a test to examine outcomes following the training to assess corruption risks, monitor, and evaluate the anti-corruption policy’s execution.

In this regard, the group of companies is dedicated to maximize our potential and sustainably expand our business even further in order to become a regional leader in Digital Transformation.

Subsequently, the Chairman gave the shareholders an opportunity to ask questions or express additional comments. There was a shareholder asking questions as follows:

**Mr. Kanin Reanthonglert**, a shareholder, asked a question as follows:

**Question** Apart from pursuing BOI for all subsidiaries, what are the other plans to improve margins of X10 and Baycoms.

**Mr. Apisek Tewinpagti**, Chief Executive Officer, answered to the question as follows:

**Answer** For the improvement of X10's and Baycoms's margins, the Company intends to operate the following areas:

1. Cost Optimization
  - Maximize utilization of current resources to reduce operating cost by using shared services for the back-office operations.
  - Negotiate with financial institutions to improve financing costs.
  - Ensure that X10 and BAYCOMS earn tax privileges through investment promotion (BOI) as soon as possible.
  
2. Revenue Expansion
  - Maximize utilization of human resource by reallocating resource, upskilling and reskilling..

The Meeting Moderator informed the meeting that this agenda item is for acknowledgment; therefore, voting is not required.

**The Meeting Resolution** The meeting acknowledged the Company's 2022 performance report.

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

The Chairman assigned Mrs. Supattra Simtharakaew, Chief Financial and Accounting Officer ("Chief Financial and Accounting Officer"), to act as a reporter on this agenda.

Chief Financial and Accounting Officer reported to the meeting that, pursuant of the Public Company Limited Act B.E. 2535 and the Company's Articles of Association, 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 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 in the form of QR code with the Notice of this Meeting, enclosed hereto as **Enclosure 2**, which could be concluded as follows:



(Unit : Baht)

Details	Consolidated Financial Statements		Separate Financial Statements	
	Year 2022	Year 2021	Year 2022	Year 2021
Total Assets	3,889,195,097	761,467,150	2,770,841,388	764,203,722
Total Liabilities	1,336,139,824	142,563,041	236,546,714	140,974,363
Shareholder's Equity	2,553,055,273	618,904,109	2,534,294,674	623,229,359
Total Revenues	810,978,215	379,105,875	569,296,192	375,827,922
Net Profit	310,267,529	185,441,153	230,230,619	184,447,165
Earnings per share	138,623,458	82,139,076	115,394,394	84,909,955

The Board of Directors 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.

Therefore proposed the general meeting of shareholders to consider and approve the financial statements of the Company and its subsidiaries for the year ended December 31, 2022

The Chairman gave the shareholders an opportunity to ask questions or express additional comments. However, no shareholder asked questions or expressed any additional comments. Therefore, the Chairman proposed the meeting to cast votes on this agenda to consider and approve financial statements for the year ended December 31, 2022.

The Meeting Moderator 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 for the approval of the financial statements for the year ended December 31, 2022, with the following voting result:

Resolution	Vote	Percent
Approval	179,218,232	100.0000 %
Disapproval	0	0.0000 %
Abstention	0	-
Voided Ballot	0	0.0000 %

Remarks: In this agenda, there is no additional shareholders or proxies attending the meeting.

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

The Meeting Moderator informed the meeting that on agenda 4, there were 3 directors who would be retiring by rotation, namely 1. Mr. Apisek Tewinpagti 2. Mr. Udomsakdi Apichatthanapath 3. Mr. Vasin Srisukri. Therefore, to comply with good corporate governance, these 3 directors would leave the meeting until the consideration is made.

The Chairman assigned the Meeting Moderator, the Secretary of the Nomination and Remuneration Committee to act as a reporter on this agenda.

The Meeting Moderator reported to the meeting that at the 2023 Annual General Meeting of Shareholders, there were 3 directors who would be retiring by rotation, namely:

1. Mr. Apisek Tewinpagti
2. Mr. Udomsakdi Apichatthanapath
3. Mr. Vasin Srisukri

However, Mr. Vasin Srisukri expressed his intentions not to be nominated for re-election as the Company's director.

The process of directors' nomination of the Company has complied with the good corporate governance policy to demonstrate the fair and equitable treatment of all shareholders, the Company therefore offered an opportunity for 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, by publishing the specified rules and guidelines on the Company's website. As a result, no shareholder proposed an agenda and nominated any person for election as director.

The Board of Directors has considered the opinion of the Nomination and Remuneration Committee (of which the directors who have related benefits or nominated directors did not take part in the consideration process and were treated as abstention vote) under the criteria on the nomination of the Company's Directors by considering the appropriateness in terms of qualifications, 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.

Thus, it is deemed appropriate to propose to the shareholders meeting to elect the following persons as the Company's directors, namely:

- Mr. Apisek Tewinpagti to be reappointed as a Director for another term
- Mr. Udomsakdi Apichatthanapath to be reappointed as an Independent Director for another term
- Mr. Supachai Buristrakul to be a Director in replacement of Mr. Vasin Srisukri

The detailed profile of each director was sent to all shareholders along with the meeting invitation letter.

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 this agenda to consider and approve the nomination of persons to be elected as directors to replace those retiring by rotation.

The Meeting Moderator 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 for the approval of the nomination of persons to be elected as directors to replace those retiring by rotation, with the following voting result:

1) Mr. Apisek Tewinpagti, Director

Resolution	Vote	Percent
Approval	179,218,232	100.0000 %
Disapproval	0	0.0000 %
Abstention	0	-
Voided Ballot	0	0.0000 %

2) Mr. Udomsakdi Apichatthanapath, Independent Director

Resolution	Vote	Percent
Approval	179,186,232	100.0000 %
Disapproval	0	0.0000 %
Abstention	32,000	-
Voided Ballot	0	0.0000 %

3) Mr. Supachai Buristrakul, Director

Resolution	Vote	Percent
Approval	179,186,232	100.0000 %
Disapproval	0	0.0000 %
Abstention	32,000	-
Voided Ballot	0	0.0000 %

**Remarks:** In this agenda, there is no additional shareholders or proxies attending the meeting.

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

The Chairman assigned the Meeting Moderator, the Secretary of the Nomination and Remuneration Committee to act as a reporter on this agenda.

The Meeting Moderator reported to the meeting that, pursuant of the Public Limited Company Act B.E. 2535 and 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.

The Board of Directors considered the opinion of the Nomination and Remuneration Committee by considering the appropriateness, compared 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, and deemed appropriate to propose to the meeting of shareholders to consider and approve the determination of directors' remuneration for the year 2023 within the budget of not exceed 4,000,000 Baht (Four Million Baht) per year, which is equal to the rate for the year 2022, until further change to be made by the resolution of shareholders meeting. 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>

The meeting allowance is paid only to the directors attending the meeting. Directors of the Company and Directors of subsidiaries who receive monthly remuneration from the Company shall not be entitled to receive meeting allowance.

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 this agenda to consider and approve the determination of directors' remuneration for the year 2023.

The Meeting Moderator informed the meeting that the resolution for this agenda item required at least two-thirds (2/3) of the total votes of the shareholders attending the meeting and entitled to vote.

**The Meeting Resolution** The resolution was passed unanimously with more than two-thirds (2/3) of the total votes of the shareholders attending the meeting and entitled to vote, to approve the determination of directors' remuneration for the year 2023 as proposed, with the following voting result:

Resolution	Vote	Percent
Approval	179,218,232	100.0000 %
Disapproval	0	0.0000 %
Abstention	0	-
Voided Ballot	0	0.0000 %

Remarks: In this agenda, there is no additional shareholders or proxies attending the meeting.

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

The Chairman assigned Chief Financial and Accounting Officer to act as a reporter on this agenda.

The Chief Financial and Accounting Officer reported to the meeting that, 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, and the Notification of the Capital Market Supervisory Board stipulates a listed company must rotate the auditor every 7 fiscal years and prohibit it from reappointing the same auditors for 5 consecutive years, in order to enhance the independence of the auditor. However, the Company can appoint new auditor from the same audit firm as the previous auditor.

The Audit Committee had selected EY Office Limited as the Company's auditor for the year 2023, which performed their all contractual assigned duties appropriately, 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.

After considering the Audit Committee's opinion, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the appointment of the auditors from EY Office Limited to be the group's auditors 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 mentioned above and perform the audit and express their opinions on the group's financial statements.

The details of the auditors' profile and work experience has delivered to the shareholders with the Notice of this Meeting, enclosed hereto as Enclosure 5,

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> <li>• Fee for the audit of the interim financial statements</li> </ul>	<p style="text-align: center;">3,130,000</p> <p style="text-align: center;">870,000</p>	<p style="text-align: center;">5,750,000</p> <p style="text-align: center;">750,000</p>
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.

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 this agenda to consider and approve the appointment of the Auditor and the audit fees of the group for the year 2023.

The Meeting Moderator 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 for the approval of the appointment of the Auditor and the audit fees of the group for the year 2023 in the amount of 4,000,000 Baht, with the following voting result:

Resolution	Vote	Percent
Approval	179,218,232	100.0000 %
Disapproval	0	0.0000 %
Abstention	0	-
Voided Ballot	0	0.0000 %

Remarks: In this agenda, there is no additional shareholders or proxies attending the meeting.

**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**

The Chairman assigned the Chief Financial and Accounting Officer to act as a reporter on this agenda.

The Chief Financial and Accounting Officer reported to the meeting that, pursuant to Section 116 of the Public Limited Company Act B.E. 2535 and Article 37 of the Company's Articles of Association, the Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital. In 2022, the Company acquired net profit of 115,394,394 Baht according to the separate financial statements ended December 31, 2021, with no accumulated loss. The net profit of 4,483,432 Baht will be allocated as a legal reserve. After the allocation, the company will have legal reserve of 12,100,000 Baht or 10.06% of the registered capital which is 120,322,397 Baht.

For dividend payment, according to the Company's policy, the Company will pay dividends to shareholders at the rate of not less than 40.00 percent of the annual net profits of the separate financial statements. In this regard, after the allocation of legal reserve, the Company considered the dividend payment for the year 2023 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, which represents a dividend pay-out ratio of 9.8% to net profit, as the Company has plan to invest for business expansion for sustainable growth in the future.

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.

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

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; and
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.

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. 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.

The Chairman gave the shareholders an opportunity to ask questions or express comments or opinions. However, there was no shareholder asking or expressing any additional opinions. Therefore, it suggested the meeting to cast votes on this agenda 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.



The Meeting Moderator informed the meeting that the resolution for this agenda item required the majority votes 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 for the approval of the allocation of profit from the operating results of the Company for the year ended December 31, 2022, and the dividend payment, with the following voting result:

Resolution	Vote	Percent
Approval	179,218,232	100.0000 %
Disapproval	0	0.0000 %
Abstention	0	-
Voided Ballot	0	0.0000 %

Note: There was no additional shareholder or proxy attending the meeting.

**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

The Chairman assigned Ms. Wisara Harnchonboth, legal advisor from Tilleke & Gibbins International Ltd. (the “legal advisor”), to act as a reporter on this agenda.

The legal advisor reported to the meeting that, 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 Baht per share. The details of the issuance and offering for sale of BE8-W1 are shown in Enclosure 6. The Company also wishes to authorize 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; (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 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.

Subsequently, the Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting 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 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 do any acts as necessary and appropriate with respect to the issuance and offering for sale of the warrants as detailed above.

The Chairman gave the shareholders an opportunity to ask questions or express comments or opinions. However, there was no shareholder asking or expressing any additional opinions. Therefore, it suggested the meeting to cast votes on this agenda 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.

The Meeting Moderator informed the meeting that the resolution for this agenda item required the majority votes 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 for the approval of 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, with the following voting result:

Resolution	Vote	Percent
Approval	179,218,232	100.0000 %
Disapproval	0	0.0000 %
Abstention	0	-
Voided Ballot	0	0.0000 %

Note: There was no additional shareholder or proxy attending the meeting.

**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

The Chairman assigned the legal advisor to act as a reporter on this agenda.

The legal advisor reported to the meeting that 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.

Subsequently, the Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting 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 as detailed above.

The Chairman gave the shareholders an opportunity to ask questions or express comments or opinions. However, there was no shareholder asking or expressing any additional opinions. Thus, the Chairman suggested the meeting to cast votes on this agenda 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.

The Meeting Moderator informed the meeting that this agenda requires a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

**The Meeting Resolution** The resolution was passed unanimously with more than three-fourths (3/4) of the total number of votes of shareholders attending at the meeting and holding the right to vote for the approval of 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, with the following voting result:

Resolution	Vote	Percent
Approval	179,218,232	100.0000 %
Disapproval	0	0.0000 %
Abstention	0	-
Voided Ballot	0	0.0000 %

Note: There was no additional shareholder or proxy attending the meeting.

**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

The Chairman assigned the legal advisor to act as a reporter on this agenda.

The legal adviser reported to the meeting that 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.

Subsequently, the Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting 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.

The Chairman gave the shareholders an opportunity to ask questions or express comments or opinions. However, there was no shareholder asking or expressing any additional opinions. Thus, the Chairman suggested the meeting to cast votes on this agenda 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.

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

**The Meeting Resolution** The resolution was passed with majority votes of the shareholders attending the meeting and casting their votes for the approval of 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 , with the following voting result:

Resolution	Vote	Percent
Approval	179,218,232	100.0000 %
Disapproval	0	0.0000 %
Abstention	0	-
Voided Ballot	0	0.0000 %

Note: There was no additional shareholder or proxy attending the meeting.

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

The Meeting Moderator reported to the meeting that for the agenda 11, the Company allowed shareholders to ask question and/or express opinion (if any) of which the Board of Director would give answers to shareholders without proposing any matter to the meeting for casting vote and resolution on this agenda.

The Meeting Moderator reported that according to the Company gave the opportunity for shareholders to submit questions in advance from March 28, 2023 to April 20, 2023, it appears that no shareholder has sent questions but express comments to the Company.

The Chairman, then, gave the shareholders an opportunity to ask questions or express comments or opinions; a number of shareholders asked questions and gave suggestions as follows:

**Mr. Kanin Reanthonglert**, a shareholder, asked questions as follows:

- Question**
1. Whether the operating result in the 1st quarter in line with the Company expectation, is there any result not according to the prediction, and what is the outlook for the 2nd quarter operating result?
  2. Whether the election would affect the acquisition of the government's jobs and how?

**Mr. Apisek Tewinpagti**, Chief Executive Officer, answered to above questions as follows:

- Answer**
1. The Company is still unable to publicly disclose the operating results of the 1st quarter and 2nd quarter. However, it can be seen that the demand for digital transformation in the overall business trend are growth in every service such as CRM, Data, Cyber Security, Staff Augmentation and Digitalization which has been growing continuously, as a result, the customers of the group will be increased in all industry, both domestically and internationally, therefore, the overall performance of the group will grow continuously.
  2. The Company deems that no matter which party would be elected as the government, the country development should be the priority, and technology is an important part that every party or government cannot avoid, for example, the investment and development in cyber security is necessary. Therefore, the Company believed that the results of the election will not have any impact on the group of companies. However, if the election is clear, it will benefit the group of companies since there will be more projects from the government.

Since commenting or answering questions is complete, and there were no further questions and comments, the Chairman declared that the meeting has considered completely regarding the meeting agenda. On behalf of the Board of Directors of Beryl 8 Plus Public Company Limited, the Chairman expressed his appreciation to the shareholders for their presence at the meeting, then declared the meeting adjourned.

The meeting was adjourned at 12.00 hrs.



Signature \_\_\_\_\_ Chairman of the Meeting

(Mr. Chatchaval Jiaravanon)



\_\_\_\_\_  
(Ms. Unchalee Inthamrong)

Corporate Secretary

The minute taker