

March 27, 2024

Subject Invitation to the 2024 Annual General Meeting of Shareholders (via electronic means)

To Shareholders of Beryl 8 Plus Public Company Limited

Attachments Supporting Documents for the Meeting's Agenda

1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders (*for Agenda No. 1*)
2. Annual Registration Statement / Annual Report for 2023 (Form 56-1 One Report) together with the Financial Statements for the fiscal year ended December 31, 2023 in QR Code (for Agenda No. 2 and 3)
3. Profiles of the Nominated Candidates to be Directors in Replacement of the Retired Directors (for Agenda No. 4)
4. Definition of Independent Director (for Agenda No. 4)
5. Profiles of the nominated auditors for the Year 2024 (for Agenda No. 6)

Supporting Documents for attending the Meeting

6. Advice on Required Documents for E-AGM Registration, Appointment of Proxy, Voting, and Vote Counting
7. Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-AGM)
8. Profiles of the Independent Directors to be the Proxy for Shareholders
9. Proxy Form A, Form B, and Form C.
10. The Company's Articles of Association in relation to the Shareholders Meeting
11. Personal data protection statement (PDPA)
12. Question Proposal Form

The Board of Directors' Meeting of Beryl 8 Plus Public Company Limited (the "**Company**") held on Thursday, March 14, 2024, resolved that the 2024 Annual General Meeting of Shareholders (the "**Meeting**") will be held on Thursday, April 25, 2024 at 10.00 hrs. via electronic means (E-AGM) only, in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations, to consider matters according to the agenda together with the Board of Directors' opinions as follows:

Agenda 1 To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders

Objectives and rationale:

For the shareholders to consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders, held on April 27, 2023. The Company has recorded and certified for correctness and submitted to the Stock exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by law, and publicly disclosed on the Company's website, the details of which is provided herewith in Attachment No. 1.

Opinion of the Board:

The Board of Directors considers that the Minutes of the 2023 Annual General Meeting of Shareholders, held on April 27, 2023 was completely and correctly recorded and shareholders should approve the Minutes of the 2023 Annual General Meeting of Shareholders as proposed.

Resolution:

A resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 2 To Acknowledge the Company's Operations for the fiscal year 2023

Objectives and rationale:

The Company has summarized the operational results and major events of the fiscal year 2023 which is presented in the 2023 Annual Registration Statement(Form 56-1 One Report). This can be downloaded via QR Code as specified in the notice of this meeting, details provided in the, Attachment No. 2.

Opinion of the Board:

The Board of Directors was of the opinion that it was appropriate for the shareholder's meeting to acknowledge the Company's operational results for the fiscal year 2023 through the 2023 Annual Registration Statement (Form 56-1 One Report) .

Resolution:

This agenda is for shareholders' acknowledgment; therefore, voting is not required.

Agenda 3 To consider and approve the Financial Statements for the year ended December 31, 2023

Objectives and rationale:

Pursuant to Article 38-39 of the Company's Articles of Association, and Section 112 of the Public Limited Company Act B.E. 2535 (1992), a company shall propose the financial statement for the year ended December 31, 2023 which is audited by the auditor and reviewed by the Audit Committee to the Annual General Meeting of Shareholders' approval.

Opinion of the Audit Committee:

The Audit Committee has reviewed the Company's financial statements for the year ended December 31, 2023, as duly audited and certified by the auditor from EY Office Limited and recommended the Board to propose the Company's financial statements year 2023 to the Meeting for approval. This can be downloaded via QR Code as specified in the notice of this meeting, details provided in the Attachment No. 2, the Annual Registration Statement/Annual Report 2023 (56-1 One Report), Section: Financial Statements including Important Financial Information available via QR Code.

Opinion of the Board:

The Board of Directors was of the opinion that it was appropriate for the shareholder's meeting to approve the statements of financial position and profits and loss statement for the fiscal year ended December 31, 2023, which were audited and certified by the certified public accountant of EY Office Limited and was approved by the Audit Committee and the Board of Directors. The Company's financial status and performance during the year 2023 were summarized as follows:

The statements of financial position and income statements Unit: Baht

Items	Consolidated Financial Statements	Separate Financial Statements
Total Assets	3,988,631,280	2,878,655,608
Total Liabilities	1,188,976,008	238,617,605
Shareholder's Equity	2,784,721,765	2,640,038,003
Total Revenues	2,427,494,089	660,883,398
Net Profit	250,243,477	106,946,597
Earnings per share (Baht/Share)	0.92	0.40

Resolution:

A resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 4 To consider and approve the election of directors to replace those who are retired by rotation

Objectives and rationale:

According to Article 17 of the Company's Articles of Association and Section 71 of the Public Limited Company Act B.E. 2535 (1992), one-third (1/3) of the directors would have to retire from the office in the Annual General Meeting. If the number of directors cannot be divided exactly into three, the number closest to one-third shall be retired. The directors who must retire from the office in the first and second year after being registered as a company shall be drawn by lottery. In following years, the director who has been in the position for the longest time shall retire. The

directors who have retired may be elected to take up a position again.

In this annual general meeting of shareholders, there are three (3) directors who have completed their terms as follows:

Name		Position
1.	Mr. Chatchaval Jiaravanon	Chairman of the Board of Directors
2.	Mr. Chatrapee Tantixalerm	Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee
3.	Mr. Krisada Ketphupong	Director / Member of Risk Management Committee / Member of Executive Committee

To comply with the policy to promote good governance and demonstrate the fair and equitable treatment of all shareholders, the Company notified shareholders the opportunity to nominate a qualified persons to be elected, as the Company's directors in the Meeting in advance from October 1, 2023 - December 31, 2023, through the SET news release and the Company's website. As a result, there was no shareholder nominating qualified candidates to be elected as directors of the Company at this Annual General Meeting of Shareholders.

Opinion of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee (excluding the directors who must retire from the office by rotation at the Meeting), has performed the nomination process under the Criteria on the Nomination of the Company's Directors by considering the qualifications and appropriateness as required by the Public Limited Company Act B.E. 2535 (1992), proportion and qualification of Independent Directors according to the definition of Independent Director of the Company and the Notification of Capital Market Supervisory Board, and took into account of the diversity of the Board of Directors, and the composition of qualification, knowledge, particular professional skills and the Board Skill Matrix to be in line with the business strategies. Therefore, unanimously resolved to propose for the Board of Directors' consideration of three (3) retiring candidates, namely Mr. Chatchaval Jiaravanon, Mr. Chatrapee Tantixalerm and Mr. Krisada Ketphupong to be nominated for election as the directors for another term. In addition, the retiring directors, dedicated their time and efficiently performed their duties during their term of office.

Opinion of the Board:

The Board of Directors, excluding the directors who must retire from the office by rotation at the Meeting, has carefully considered through the qualification of each candidate who is qualified in accordance with relevant laws and the Company's Articles of Association, commits no dishonest act of an offence against property, has knowledge, abilities, expertise in pursuant to the Company's Board Skills Matrix, attributes of leadership, exemplary vision, good morals and ethical principles, as well as clear and unblemished career records, fit to conduct the businesses of the

Company, as well as all retiring directors' high performance during the term of office and the qualifications and independence of the candidate nominated for directorship. The proposed director who has been nominated as independent director can give opinions independently and qualified to be independent director according to the relevant regulations and laws. The Board of Directors, thus, unanimously resolved to propose the three (3) qualified candidates for the election to be the directors of the Company for another term as follows:

Name		Type of director
1.	Mr. Chatchaval Jiaravanon	Director
2.	Mr. Chatrapee Tantixalerm	Independent Director
3.	Mr. Krisada Ketphupong	Director

Details of each director's age, percentage of shareholdings, educational background, work experience, and board-meeting attendance are provided in Attachment 3.

Note: Clause 16 of the Articles of Association of the Company stipulates voting procedures as follows:

1. A shareholder shall have one voting rights per one share.
2. Each shareholder may use all his/her voting rights under (1) to elect one person or several directors but cannot allot the votes to any person in any number.
3. The candidates who receive the highest number of votes in descending order are elected as directors equal to the number of directors that should be or will be elected at that time. In the case where the candidates who are elected in descending order have the same number of votes which make the number of directors exceeded the number of directors that should be or will be elected at that time. The chairman of the meeting will have the deciding vote.

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

Resolution:

A resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 5 To consider and approve the remuneration to the Board of Directors for the year 2024

Objectives and rationale:

According to Article 22 of the Company's Articles of Association and Section 90 of the Public Limited Company Act B.E. 2535 (1992), directors shall be entitled to 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:

In considering remuneration of the Board of Directors, the Nomination and Remuneration Committee relied on the Director Compensation Best Practices issued by Thai Institute of Directors (IOD) and the Company's performances, responsibilities and performance of each director together with comparable to the same market and industry. The Committee agree to proposed the 2024 remuneration of the Board of Directors at the budget not exceeding Baht 4,000,000 (Four Million Baht) which is at the same rate as 2023, the details of which are as follows:

1. Meeting allowance:

	Year 2024 (Proposed year) Baht/person/time	Year 2023 Baht/person/time
• Board of Directors		
Chairman	50,000	50,000
Director	30,000	30,000
• Audit Committee		
Chairman	40,000	40,000
Committee member	30,000	30,000
• Risk Management Committee		
Chairman	20,000	20,000
Committee member	10,000	10,000
• Nomination and Remuneration Committee		
Chairman	20,000	20,000
Committee member	10,000	10,000
• Executive Committee		
Chairman	15,000	- None -
Committee member	10,000	- None -

Remarks: Meeting Allowance of the Board of Directors and sub-committees (including other sub-committees, which may be later appointed) will be paid to non-executive directors based on their attendances at each meeting.

2. Bonus: The bonus (calculated from the remaining amount of approved remuneration budget) will be allocated to directors by which the Board of Directors is authorized to determine the conditions, the details, and the rate of bonus payment as appropriate together with consideration of the Company's performance outcomes. In addition, the amount of bonus

being allocated to each director is depended on the accountability, performance and the participation in the meeting. The Executive Director will not receive any director's bonus.

3. Other Remuneration and Benefits: None

Opinion of the Board:

The Board of Directors was of the opinion with the Nomination and Remuneration Committee's recommendations that the shareholders should approve the remuneration of the Board of Directors for the year 2024 at the budget not exceeding Baht 4,000,000 (Four Million Baht)

Resolution:

A resolution of the shareholders meeting shall be passed by a vote of not less than two-thirds (2/3) of the total voting rights of the shareholders who attend the Meeting and are eligible to vote.

Agenda 6 To consider and approve the appointment of the Auditor and the audit fees of the group for the year 2024

Objectives and rationale:

In compliance with Article 36 of the Company's Articles of Association and Section 120 of the Public Limited Company Act B.E. 2535 (1992) which specify that the Annual General Meeting of Shareholders shall appoint the auditor and fix the auditor's remuneration annually. In appointing the auditor, the former auditor may be re-appointed.

According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 75/2561 regarding rules, conditions and procedures for disclosure of information about the financial position and results of operations of the issuing Company (Issue Code) shall come into force from January 1, 2019 onwards, requiring the issuing company whose shares are listed on the Stock Exchange of Thailand to arrange for rotation of the auditor. In the event of any act and auditors express an opinion on the financial statements of the Company for the past seven fiscal years, whether consecutive or not. The Company will appoint such auditor as the Company's auditor after the period at least five consecutive fiscal years.

Opinion of the Audit Committee:

The Audit Committee resolved to select EY Office Limited, (EY) to be the audit firm for the Company and its subsidiaries for the years 2024 due to the readiness in both quality standards and the audit fee, along with an understanding of the company's business. EY is able to provide guidance and offer in-depth insights derived from audits to create value added as well as continuously provide beneficial knowledge on various matters to the company, 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.

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 group's auditor, namely:

1. Mr. Vatcharin Pasarapongkul Certified Public Accountant Registration No. 6660
(Being the signature on the Company's financial statements for 5 years at 2019) and/or
2. Ms. Isaraporn Wisutthiyan Certified Public Accountant Registration No. 7480
(Never being a signature on the Company's financial statements) and/or
3. Mr. Kittiphun Kiatsomphob Certified Public Accountant Registration No. 8050
(Never being a signature on the Company's financial statements)

Profiles of the proposed auditors appear in Attachment 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 2024 financial statements of the group including its quarterly financial statements will be fixed at 4,600,000 Baht, the details of which are as follows:

Audit Fee

Description	Proposed audit fees for the year 2024 (Baht)	Audit fees for the year 2023 (Baht)
• Annual Audit Fee	3,475,000	3,330,000
• Fee for the audit of the interim financial statements	1,125,000	970,000
Total	4,600,000	4,300,000

Remark: The audit fee of 2023 was increased 300,000 Baht from the approval of the 2023 Annual General Meeting of Shareholders attributable to the IPO preparation of Bay Computing Public Company Limited, the Company's subsidiary.

Non – Audit Fee

Description	Year 2024 (Baht)	Year 2023 (Baht)
• BOI Audit fee (per certificate)	80,000	80,000

In this regard, an auditing fee will be increased of 15% from the previous year to support the Company and its subsidiaries' growth plans and the additional auditing service provided to the consolidated financial statements of Baycom's IPO.

The audit fees for the 2024 include Company's 3 subsidiaries as follow:

- Extend IT Resource Company Limited
- Bay Computing Public Company Limited
- E-C.O.P (Thailand) Company Limited

For auditors of other subsidiaries, associated companies and joint venture companies that not share the same audit firms, the Board of Directors will oversee and ensure that these entities are able to prepare financial statements promptly in accordance with the specified laws and regulations deadlines.

Resolution:

A resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 7 To consider and approve the allocation of profit from the operating results of the Company for the year ended December 31, 2023, and the dividend payment

Objectives and rationale:

According to Article 45 of the Company's Articles of Association and Section 116 of the Public Limited Company Act B.E. 2535 (1992), the Company shall allocate not less than five percent (5%) of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent (10%) of the registered capital.

Presently, the Company has its registered capital of 132,354,565.50 Baht and has a legal reserve amounted as per the Separate Financial Statement of 12,100,000 Baht. Therefore, for the year 2024, the Company shall appropriate the portion of annual net profit as a legal reserved in the amount of 1,140,000 Baht. As a result, the Company shall have legal reserve in the amount of 13,240,000 Baht, which is 10 percent of the registered capital of the Company.

The Company has the policy to pay dividends to shareholders at the rate of not less than 40 percent of net profit from separate financial statements after deduction of corporate income tax, legal reserves and all the Company's reserve funds (if set forth herein and if any). However, in considering the annual dividend payment, the Board of Directors 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.

In the year 2023, the separate financial statement the year ended December 31, 2023 showed net profits of 106,646,597 Baht which is 0.40 earnings per share. After the appropriation for legal reserve, the Company has a sufficient amount of retained earnings and adequate cash flows to declare dividends.

Therefore, the Company considers proposing the payment of dividends from the operation result during 1 January - 31 December 2023, at the rate of 0.23 Baht per share, with the total number of

shares at 264,709,131 shares. Total dividend payment amount is Baht 60,883,100.13 or equivalent to 57% of net profit of the separate financial statement, which is in accordance with the Company's dividend payment policy. The proposed dividend payment is the net profit from the Company's operations which has been promoted by the Board of Investment in the amount of 60,883,100.13 Baht or equivalent to 0.23 Baht per share.

Record Date and Dividend Payment Date

The record date in determining the shareholders' right to receive dividend will be on May 7, 2024, and the dividend payment will be made on May 23, 2024. However, the rights to receive the dividend is still uncertain until the proposal has been approved by the Meeting.

The comparison with the previous year dividend distribution is as follows:

Items		2023	2022
1.	Net income (Million Baht)	106.9	121.3
2.	Number of shares (Million shares)	264.7	225.6
3.	Earnings per share (Baht per share)	0.40	0.51
4.	Dividend per share (Baht per share)	0.23	0.055
5.	Total dividend payment (Million Baht)	60.9	13.2
6.	Payout ratio (as a percentage)	56.9	10.8

Notes:

1. Annual net profit is the net profit in separate financial statements.
2. The dividend payout ratios were calculated by dividing the dividends paid by annual net profits.

Opinion of the Board:

The Board of Directors was of the opinion that it was appropriate for the shareholder's approve the appropriation of profit as legal reserves in the amount of 1,140,000 Baht when combining with the current legal reserves accrued in the amount of Baht 12,100,000 then the total amount of reserves requirement will be Baht 13,240,000 or 10 percent of the registered capital of the Company. And approve the dividend payment from the operation result during 1 January to 31 December 2023, at the rate of 0.23 Baht per share, with the total number of shares 264,709,131 shares. Total dividend payment amount is Baht 60,883,100.13 which was equivalent to 57% of net profit of the separate financial statement after deduction of statutory reserves which is in accordance with the Company's dividend payment policy. The proposed dividend payment is the net profit from the Company's operations which has been promoted by the Board of Investment in the amount of 60,883,100.13 Baht or equivalent to 0.23 Baht per share.

Resolution:

A resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 8 To consider and approve the amendment of the Company seal

Objectives and rationale:

The Company needs to reduce the size of the Company seal for operation comfort, therefore deemed it appropriate to propose to the Meeting to consider and approve the amendment of the Company seal as following details:

Existing Company's seal	New Company's seal
	

To authorize any director and/or assigned person by the director to be authorized in taking necessary actions in order to comply with the Registrar's order to complete the registration of the amendment of the Company seal with Ministry of Commerce.

Opinion of the Board:

The Board of Directors was of the opinion that it was appropriate for the shareholder's propose to the Meeting to consider and approve the amendment to the Company seal as detailed above.

Resolution:

A resolution of the shareholders meeting shall be passed by a vote of not less than three-fourth (3/4) of the total voting rights of the shareholders who attend the Meeting and are eligible to vote.

Agenda 9 To consider and approve the amendment to the Company's Articles of Association

Objectives and rationale:

The Public Limited Company Act (No. 4) B.E. 2565 (2022) (Amendment) was published in the Government Gazette and became effective on 24 May 2022. The changes made to the Act not only aim at supporting the holding of meetings by electronic means but also include the additions which permit the delivery of documents or notices by electronic means. As a result, it is deemed appropriate that amendments be made to the Company's Articles of Association so that they correspond to and/or enable compliance with the above-mentioned Public Limited Act which introduce the amendments and additions, and to be aligned with the change of the Company's seal. The amendments shown in the underlined text in attached table. Details of the proposed amendments are as follows:

Existing version	Proposed amendment
<p>Article 25. As for the invitation, the chairman or the one assigned by the chairman must send invitation letters to all directors at least seven (7) days before the meeting day, except a case of emergency where rights or advantages of the Company have to be protected. The chairman or any other person designated will notify of the meeting can be given through any other mean and the meeting day can be determined to be earlier. However, if the meeting at that time is a meeting via electronic media. The company can send the meeting invitation by electronic mail.</p>	<p>Article 25. As for the invitation, the chairman or the one assigned by the chairman must send invitation letters to all directors <u>at least three (3) days</u> before the meeting day, except a case of emergency where rights or advantages of the Company have to be protected. The chairman or any other person designated will notify of the meeting can be given through any other mean and the meeting day can be determined to be earlier. However, if the meeting at that time is a meeting via electronic media. The company can send the meeting invitation by electronic mail.</p> <p><u>When there is reasonable cause or where the rights or benefits of the Company have to be protected. Two or more directors will jointly request that the Chairman convene a meeting of the Board, provided that the agendas and reasons to be proposed to the meeting are also specified. In such circumstance, the Chairman shall call and fix the date of the meeting within fourteen days from the date of receipt of such request.</u></p> <p><u>If the chairman of the board fails to act according to paragraph two, the requesting director or directors may call and fix the date of the board meeting to consider the matter requested within 14 days from the expiration of period according to paragraph two.</u></p>

Existing version	Proposed amendment
<p>Article 28. The board of directors has to hold at least three (3) months per a meeting at the province where the Company's head office is located or at any adjacent provinces or any other places. The determination of the date, time and place is at the discretion of the Chairman of the Board.</p>	<p>Article 28. The board of directors has to hold <u>at least one (1) time every three (3) months</u> at the province where the Company's head office is located or at any adjacent provinces or any other places. <u>Or may be conducted via electronic means as prescribed by the laws governing electronic meetings. In such case, the head office of the Company shall be deemed to be the meeting venue.</u> The determination of the date, time and place is at the discretion of the Chairman of the Board.</p>
<p>Article 31. In an invitation letter for a shareholder meeting, the board must clearly indicate the place, date, time and agenda of the meeting, and issues to be reported to the quorum of the meeting with appropriate details by clearly indicating whether each of the reported issues is for acknowledgment, approval, or consideration, as the case may be, together with the board's opinions towards such matters. The invitation letters must be sent to all shareholders and the registrar at least seven (7) days before the meeting day and advertising the meeting on a newspaper for at least three (3) days before the meeting day. The advertisements have to be made</p>	<p>Article 31. In an invitation letter for a shareholder meeting, the board must clearly indicate the place, date, time and agenda of the meeting, and issues to be reported to the quorum of the meeting with appropriate details by clearly indicating whether each of the reported issues is for acknowledgment, approval, or consideration, as the case may be, together with the board's opinions towards such matters. The invitation letters must be sent to all shareholders and the registrar at least seven (7) days before the meeting day and advertising the meeting on a newspaper <u>or via electronic media</u> for at least three (3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days <u>in</u></p>

Existing version	Proposed amendment
<p>for at least three (3) consecutive days.</p> <p>The shareholder meeting shall be held in the province where the company's head office is located. or nearby provinces as determined by the committee. Or held a shareholder meeting through electronic media. As the committee deems appropriate</p> <p>In the case of a shareholder meeting via electronic media, proceed in accordance with any relevant criteria, procedures, rules and/or orders that are effective on the date of that shareholder meeting.</p>	<p><u>accordance with the rules prescribed by the Registrar.</u></p> <p>The shareholder meeting shall be held in the province where the company's head office is located. or nearby provinces as determined by the committee. Or held a shareholder meeting through electronic media. As the committee deems appropriate</p> <p>In the case of a shareholder meeting via electronic media, proceed in accordance with any relevant criteria, procedures, rules and/or orders that are effective on the date of that shareholder meeting.</p>
<p>Article 44. Dividends shall not be paid out of any type of funds other than out of profit. In case the Company still has accumulated loss, no dividends shall be paid.</p> <p>Dividends shall be distributed according to the number of shares on an equal basis, except in the case where the company issues preferred shares and specifies that preferred shares receive different dividends from ordinary shares. Dividends shall be allocated as specified. The payment of dividends shall be approved by the shareholders meeting.</p>	<p>Article 44. Dividends shall not be paid out of any type of funds other than out of profit. In case the Company still has accumulated loss, no dividends shall be paid.</p> <p>Dividends shall be distributed according to the number of shares on an equal basis, except in the case where the company issues preferred shares and specifies that preferred shares receive different dividends from ordinary shares. Dividends shall be allocated as specified. The payment of dividends shall be approved by the shareholders meeting.</p> <p>The board of directors may pay</p>

Existing version	Proposed amendment
<p>The board of directors may pay interim dividends to shareholders from time to time, upon viewing that the Company has adequate profit to do so. The payment of interim dividends shall be reported to the shareholders at the next shareholders' meeting.</p> <p>The payment of dividends must be made within (1) month from the date of the shareholder meeting or board of directors' resolution, as the case may be. Notice shall be given in writing to the shareholders and the payment of dividends shall be advertised in the newspaper for not less than three (3) consecutive days.</p> <p>In the case where a company has not sold its shares up to the registered number or has registered an increase of its capital, the company may pay the whole or part of its dividends by issuing new ordinary shares to shareholders with the approval of a meeting of shareholders.</p>	<p>interim dividends to shareholders from time to time, upon viewing that the Company has adequate profit to do so. The payment of interim dividends shall be reported to the shareholders at the next shareholders' meeting.</p> <p>The payment of dividends must be made within (1) month from the date of the shareholder meeting or board of directors' resolution, as the case may be. Notice shall be given in writing to the shareholders and the payment of dividends shall be advertised in the newspaper <u>or via electronic media</u> for not less than three (3) consecutive days. <u>in accordance with the rules prescribed by the Registrar.</u></p> <p>In the case where a company has not sold its shares up to the registered number or has registered an increase of its capital, the company may pay the whole or part of its dividends by issuing new ordinary shares to shareholders with the approval of a meeting of shareholders.</p>
<p>Article 46. The Company's seal is to be used as here.</p> 	<p>Article 46. The Company's seal is to be used as here.</p> 

To authorize any director and/or assigned person by the director to be authorized in taking necessary actions in order to comply with the Public Company Registrar's order without affecting the essence of the amendment of the Articles of Association as approved by the Meeting to complete the registration of the amendment of the Articles of Association with Ministry of Commerce.

Opinion of the Board:

The Board of Directors was of the opinion that it was appropriate for the shareholder's to propose to the Meeting to consider and approve the amendment to the Company's Articles of Association as detailed above.

Resolution:

A resolution of the shareholders meeting shall be passed by a vote of not less than three-fourth (3/4) of the total voting rights of the shareholders who attend the Meeting and are eligible to vote.

Agenda 10 To consider and approve the Offering of the New Ordinary Shares of Bay Computing Public Company Limited to Directors, Executives and Employees of Bay Computing Public Company Limited

Objectives and rationale:

Bay Computing Public Company Limited ("Baycom"), the Company's subsidiary, has the plan to issue and offer its new ordinary shares to directors, executives and employees of Baycom and its subsidiaries with the aim of remunerating them for their support, and motivate them to dedicate their determination to work, retaining the long-lasting employment of highly efficient personnel and implanting the spirit of participation in business in order to enhance their contribution to Baycom's growth and sustainability (ESOP Program). In this regard, Baycom wishes to offer up to 4,900,000 shares to directors, executives, and employees of Baycom and its subsidiaries which equivalent to not exceed 1.75% of the total issued and outstanding shares of Baycom after the IPO. The subscription price of ESOP Shares is expected to be equal to the offering price of IPO shares. In this regard, the board of Baycom shall be able to determine appropriateness of the share allocation.

The remaining ESOP Shares left unallocated to directors, executives, and employees of Baycom and its subsidiaries will further be offered to the public.

Under this ESOP Program, none of the directors, executives, or employees of Baycom or its subsidiaries will be allocated more than 5% of the total ESOP Shares. The details of Baycom's directors who will receive an allocation can be seen below:

Name	Position	Number of allocated shares	Percentage of allocated shares
1. Mr. Apisek Tewinpagti	Chairman of Board of Directors	150,000	3.06%
2. Mr. Piti Chatchawanchokchai	Independent Director / Chairman of Audit Committee	150,000	3.06%
3. Mr. Prot Setsuwan	Independent Director / Audit Committee / Chairman of Risk Committee	150,000	3.06%
4. Mr. Pinit Puapan	Independent Director / Audit Committee / Chairman of Nomination and Remuneration Committee	150,000	3.06%
5. Mr. Supachai Buristrakul	Director / Chairman of Executive Committee	150,000	3.06%
6. Mr. Avirut Liangsiri	Director / Chief Executive Officer	100,000	2.04%
7. Ms. Sineenart Khamwongpin	Director	100,000	2.04%
8. Mr. Noppadon Sotanakun	Director	100,000	2.04%
9. Mr. Krisada Ketphupong	Director	100,000	2.04%

According to the Notification of the Capital Market Supervisory Board no. Thor Chor. 32/2551 re: Offering of Newly Issued Shares to Directors or Employees (as amended), the Company is obliged to seek shareholders' approval for the ESOP Program, in accordance with the terms and conditions clarified in the notification.

Opinion of the Board:

The Board of Directors was of the opinion that it was appropriate for the shareholder's to propose to the Meeting to consider and approve Offering of the New Ordinary Shares of Bay Computing Public Company Limited to Directors, Executives and Employees of Bay Computing Public Company Limited as detailed above.

Resolution:

A resolution of the shareholders meeting shall be passed by a vote of not less than three-fourth (3/4) of the total voting rights of the shareholders who attend the Meeting and are eligible to vote. There is no shareholder holding more than 10% of the total votes of the shareholders who attend the meeting and cast their votes.

Agenda 11 Any other matter (if any)

Objectives and rationale:

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

The Board of Directors has determined the Record Date for shareholders who are eligible to attend the Meeting on March 28, 2024.

Any shareholder who wishes to appoint a proxy to attend the Meeting and vote on his or her behalf must complete only one proxy i.e. Proxy Form A (general appointment), Proxy Form B (for proxy vote by agenda) or Proxy Form C (only foreign shareholders as registered in the registration book who have custodian in Thailand) which can be found in Attachment 9.

Any shareholder who is unable to attend the shareholders' meeting can authorize the Company's independent director namely: Mr. Udomsakdi Apichatthanapath to attend and vote on his or her behalf. Details of independent director can be found in Attachment 8. The Company requests the shareholders' proxy be mailed to the address below and be received by the Company by April 19, 2024.

Corporate Secretary Department
Beryl 8 Plus Public Company Limited
33/4, the 9th Tower Grand Rama9 Building (Tower B),
19th Floor, Rama 9 Road, Huai Khwang, Bangkok 10310

In this regard, for your convenience, shareholders or proxies are encouraged to submit questions in advance to the Annual General Meeting of Shareholders by April 18, 2024 via channels provided (please use the Form for submission of questions in advance provided herewith as Attachment 12). Questions will then be gathered, and only those directly related to the agenda items where voting is involved will be addressed during the meeting. The remaining questions and suggestions will be summarized as appropriate and attached to the minutes of the Annual General Meeting of Shareholders, which will be disclosed on the SET Portal and published on the Company's website within 14 days of the date of the Annual General Meeting of Shareholders.

The Company shall conduct the Meeting in accordance with the Company's Articles of Association as provided in Attachment 10.

The Company will collect, process and disclose the shareholders' personal data for the purposes related to the 2024 annual general meeting of shareholders. Details can be found in the Privacy Notice for the Annual General Meeting of Shareholders for the Year 2024 (Attachment 11).

All shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM) only, on Thursday, April 25, 2024 at 10.00 hours. The meeting attendance request form and other required documents can be submitted via E-Request in advance beginning from Thursday, April 25, 2024 at 08:30 hours until the meeting is adjourned. After your submitted request form has been verified and approved, the registered shareholder or proxy will receive an approval notification email containing information about username and password and a link to register and attend the meeting on the meeting day (April 25, 2024) beginning from 08.00 hours until the meeting is adjourned. The Company reserves the right to refuse acceptance of any registration in case of incomplete and incorrect documents.

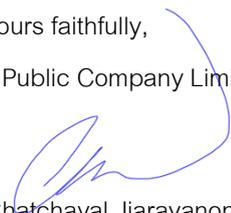
Proceed with the E-Request at: <https://con.inventech.co.th/BE8165842R/#/homepage>

or scan QR Code



Yours faithfully,

Beryl 8 Plus Public Company Limited


(Mr. Chatchaval Jiaravanon)

Chairman of the Board of Directors

Corporate Secretary Department

Tel: 02-116-5081

Remark: The Company has disclosed the invitation letter to the 2024 Annual General Meeting of Shareholders together with the attachments and the Proxy Forms on the Company's website: www.beryl8.com