

(F 53-4)

**Capital Increase Report Form**  
**Beryl 8 Plus Public Company Limited**  
**12 May 2022**

We, Beryl 8 Plus Public Company Limited (the “Company”) hereby report the resolutions of Meeting of the Board of Directors No. 2/2022 held on 12 May 2022 in respect of an increase of the registered capital and shares allocation as follows:

**1. Capital Increase**

The Meeting of the Board of Directors of the Company resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the increase of the registered capital of the Company of 7,297,187 Baht, from existing registered capital of 100,000,000 Baht to 107,297,187 Baht, by issuing the newly-issued ordinary shares in the total number of 14,594,374 shares, with a par value of 0.50 Baht per share to pay as a part of the consideration for investing in the ordinary shares of Extend IT Resource Company Limited (“X10”). Details of the capital increase are as follows:

Type of Capital Increase	Type of shares	Number of shares (shares)	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	14,594,374	0.50	7,297,187
	Preferred	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

**2. Allocation of newly-issued shares**

**2.1 Specifying the purpose of utilizing proceeds**

**A. Details of allocation**

Allocated to	Number of shares (shares)	Ratio (Old : New)	Offering price (Baht/share)	Date & time of subscription and share payment	Remarks
Extend Resource Holding which is a Private Placement to pay consideration for the purchase of ordinary shares of X10	14,594,374	Please see Remark No. 2	Please see Remark No. 2	Please see Remark No. 1	Please see Remark No. 1 and No.2

Allocated to	Number of shares (shares)	Ratio (Old : New)	Offering price (Baht/share)	Date & time of subscription and share payment	Remarks
Please see Remark No. 2					

Remarks:

1. The Chairman of Executive Committee or the authorized directors of the Company and/or the persons who are authorized by such person have the authority to consider and take all actions necessary to, relating to and/or in connection with the capital increase and the allocation of such newly-issued ordinary shares, including but not limited to the following actions:
  - (1) To specify conditions and details which relate to the allocation of newly-issued ordinary shares, including but not limited to: whether the newly-issued ordinary shares shall be allocated on one occasion, the offering period, offering price, subscription for shares, share payment method, along with determining any other conditions or details with respect to the allocation of the newly-issued ordinary shares.
  - (2) To negotiate, enter into, execute and rectify relevant documents and agreements relating to and/or in connection with the capital increase of the Company and the allocation of the newly-issued ordinary shares of the Company, along with considering and appointing financial advisors, legal advisors and other service providers to undertake any action in relation to the capital increase and the allocation method of the newly-issued ordinary shares of the Company.
  - (3) To sign application forms, waiver application, notice, or any instruments or documents relating to the capital increase of the Company and the allocation of the newly-issued ordinary shares, including with certifying any relevant documents, contacting, filing and/or receiving documents to/from officers or representatives of any relevant organizations, and to list the newly-issued ordinary shares of the Company on the Market for Alternative Investment (mai).
  - (4) To rectify or amend the details of the allocation of the newly-issued ordinary shares of the Company, including any documents relating to such allocation of the newly-issued ordinary shares of the Company.
  - (5) To undertake other necessary actions relating to and/or in connection with the capital increase and the allocation of the newly-issued ordinary shares of the Company in order to be in compliance with the laws and/or relevant regulations.
  
2. As part of consideration for XR Resource Co., Ltd. ("**XR Resource**") and Extend Resource Holding Co., Ltd. ("**Extend Resource Holding**") to transfer 799,999 ordinary shares in X10, or equivalent to 100 percent of the registered capital of X10 to the Company under Entire Business Transfer procedure (the "**EBT**"),

the Company will pay the consideration for the business transfer, totaling 620,640,023.40 Baht with (1) cash of 50,000,000 Baht to XR Resource and (2) 14,594,374 newly-issued ordinary shares, of which the par value is 0.50 Baht per share, or equivalent to 39.10 Baht, totaling 570,640,023.40 Baht to Extend Resource Holding (the “Purchase of X10’s Ordinary Shares”).

Although the person that the Company will issue 14,594,374 newly-issued ordinary shares of the Company with a par value of 0.50 Baht is Extend Resource Holding, under an EBT arrangement, Extend Resource Holding shall proceed with registration of its dissolution within the same fiscal year of the EBT. After such dissolution registration and during the liquidation of Extend Resource Holding, all existing assets at such time of Extend Resource Holding shall be transferred back to the shareholders of Extend Resource Holding and/or those whose names are listed as the shareholders of Extend Resource Holding as of the date of the liquidation completion in proportion to their shareholding percentages. Therefore, during the liquidation of Extend Resource Holding, the Company’s newly issued ordinary shares issued and allocated to Extend Resource Holding as payment for the Purchase of X10’s Ordinary Shares shall be transferred back to the shareholders of Extend Resource Holding and/or those whose names are listed as shareholders of Extend Resource Holding as of the date of the liquidation completion in proportion to their shareholding percentages.

In this regard, the shareholders of Extend Resource Holding i.e. Mr. Krisada Ketphupong, Miss Thamonwan Phumphuang, Miss Chutima Chaiyanon, Mr. Tonson Thumsermsuk, Miss Ramida Tanakulapharat, Miss Sirinapa Lunphut, Mr. Chirapat Lathong and Mr. Virat Anurakutti will become the shareholders of the Company, holding 14,594,374 shares in aggregate, with a par value of 0.50 Baht per share or equivalent to 6.8 percent of the paid-up capital of the Company after the capital increase this time.

Please consider further details of the Purchase of X10’s Ordinary Shares in the Information Memorandum of Beryl8 Plus Public Company Limited on the Acquisition of Assets (Schedule 1) and the Connected Transaction ([Enclosure 2](#)).

The allocation of newly-issued ordinary shares to pay a part of the consideration for the Purchase of X10’s Ordinary Shares is considered a Private Placement to Extend Resource Holding, which is an offering newly-issued shares to specific investor that the specified offering price was clearly resolved by the Meeting of the Shareholders pursuant to the Notification of the Capital Market Supervisory Board Tor Jor. 72/2558 re: Approval for a Listed Company to Offer Newly-Issued Shares to Specific Investor (Private Placement) dated 28 October 2015 (as amended) (the “**Notification No. TorChor. 72/2558**”). Therefore, besides obtaining the approval from the meeting of the shareholders of the Company for offering the newly-issued ordinary shares of the Company to specific investor with the votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote, the Company

is also required to obtain the approval from the Office of the Securities and Exchange Commission (the “SEC”) according to the Notification No. TorChor. 72/2558.

Such allocation and offering of the newly-issued ordinary shares of the Company to specific investor (Private Placement) is an offering of newly-issued ordinary shares at 39.10 Baht per share, which is considered the offering of newly-issued ordinary shares at the price with a discount not exceeding 10 percent of the market price.

In this regard, the market price refers to the weighted average price of the Company’s ordinary share in the SET dating back 7 consecutive business days prior to the Board of Directors passed the resolution to propose the Extraordinary General Meeting of Shareholders No. 1/2022, covering the period from 29 April 2022 to 11 May 2022, which is equal to 43.35 Baht, (information from SETSMART (www.setsmart.com) of the Stock Exchange of Thailand (the “SET”).

If the offering price of the newly-issued ordinary shares is less than 90 percent of the market price dating back 7 – 15 days prior to the first date of offering the newly-issued ordinary shares to Extend Resource Holding (after receiving the newly-issued ordinary shares of the Company from the EBT) Extend Resource Holding and the shareholders of Extend Resource Holding will not sell all of the newly-issued ordinary shares received, within 1 year from that date that the shares of the Company start to be traded in the SET (Silent Period). After 6 months of the first trading day of such newly-issued shares in the SET, Extend Resource Holding and the shareholders of Extend Resource Holding will be able to sell up to 25 percent of the locked up shares.

Moreover, the offering of the newly-issued ordinary shares of the Company is considered a connected transaction of the Company as it is the entering into the transaction with Extend Resource Holding, which Extend Resource Holding is a juristic person having the majority shareholder who will be appointed as director of the Company. Therefore, it is considered a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) (“**Notifications on Connected Transactions**”).

Please consider the details of such specific investor, relationship with the Company and basis for determining offering price in the Information Memorandum on the Offering of Newly-Issued Ordinary Shares to a Specific Investor (Private Placement) (Enclosure 5).

**B. Procedure of the Company regarding Fractions of Shares**

Since the capital increase and this offering of newly-issued ordinary shares are a Private Placement, there will not be fraction.

## 2.2 General Mandate

Allocated to	Type of Shares	Number of Shares	Percentage of paid-up capital <sup>1/</sup>	Remarks
Rights Offering To support the exercise of transferable subscription rights / To reserve for the exercise of right of the TSR	Ordinary	-	-	-
	Preferred	-	-	-
Public Offering	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	-	-	-
	Preferred	-	-	-

<sup>1/</sup> Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a General Mandate.

### 3. Scheduling of the Extraordinary General Meeting of Shareholders No. 1/2022 for the approval for the capital increase and the allocation of the newly-issued shares

The Extraordinary General Meeting of Shareholders No. 1/2022 is scheduled to be held on 7 July 2022 at 10 a.m. via electronic means (E – EGM) in compliance with the Emergency Decree on Meetings held via Electronic Means and will be broadcast live from the Company's Head Office located at 33/4 The 9<sup>th</sup> Tower Grand Rama9 Building (Tower B) Floor 19, Rama 9 Road, Huai Khwang, Bangkok 10310 by

- Determining the book closing date that the share register will be closed to share transfers in order to determine the right to attend this meeting from \_\_\_\_\_ until the meeting has been duly convened.
- Determining the shareholders having right to attend the meeting (Record Date) on 27 May 2022.

### 4. Approval for the capital increase and the allocation of newly-issued shares by relevant governmental agency and conditions thereto (if any)

- 4.1 Registration of the increase of registered capital, amendment to the Memorandum of Association, and amendment to the paid-up capital to the Department of Business Development, Ministry of Commerce.
- 4.2 Application to the SEC for the approval for the offering and allocation of the newly-issued ordinary shares to a specific investor (Private Placement) to Extend Resource Holding that the specified offering price was clearly resolved by the Meeting of the Shareholders according to the Notification No. TorChor. 72/2558.
- 4.3 The Company will file the application to the SET for the approval for the listing of the newly-issued ordinary shares as listed securities and trade in the mai.

**5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

Please consider the details in Item 2.1 Objectives of the capital increase and plans for utilizing proceeds received from the capital increase of the Information Memorandum on the Offering of Newly-Issued Ordinary Shares to a Specific Investor (Private Placement) ([Enclosure 5](#)).

**6. Benefits which the Company will obtain from the capital increase and allocation of newly-issued shares**

The allocation of the newly-issued ordinary shares to the specific investor (Private Placement) as part of the consideration for the Transaction of Purchasing Ordinary Shares of X10 will enable the Company to extend its boundary of investment to the new business and X10 will become the subsidiary of the Company whereby the financial liquidity of the Company is not substantially affected. Please consider further details in Item 10 of the Information Memorandum of Beryl8 Plus Public Company Limited on the Acquisition of Assets (Schedule 1) and the Connected Transaction ([Enclosure 2](#)) and the Information Memorandum on the Offering of Newly-Issued Ordinary Shares to a Specific Investor (Private Placement) ([Enclosure 5](#)).

**7. Benefits which shareholders will obtain from the capital increase and allocation of newly-issued shares**

**7.1 Dividend Policy**

Paying dividend at the rate not less than 40.00 percent of net profit from the separate financial statement after deducting income tax and all statutory reserves as specified by law and the Articles of Association of the Company.

Nevertheless, the dividend payment may change upon the necessity and suitability as the Board of Directors of the Company deems appropriate. In this regard, the annual dividend payment must be approved by the Meeting of the Shareholders except for the interim dividend payment where the Board of Directors of the Company may approve the interim dividend payment at time when the Board of Directors views that the Company and subsidiary have sufficient profits to do so, and such interim dividend payment shall be reported to the next Meeting of the Shareholders.

7.2 The subscriber for the newly-issued ordinary shares will become a shareholder of the Company from the date the share registrar of the Company registers the name of such subscriber as the shareholder in the shareholders' registration book of the Company and the Company completes the registration of the increase of the paid-up capital with the Department of Business Development. In case where the Company pays the dividend, such shareholder will have right to receive the dividend as a shareholder of the Company.

7.3 Other

-none-

8. Other details necessary for shareholders to consider for approving the capital increase/allocation of newly-issued shares

The Company will list the newly-issued shares as listed securities in the mai.

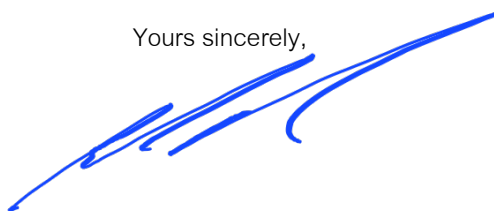
9. Schedule of action if the Board of Directors passes a resolution approving the capital increase/allocation of newly-issued shares

No.	Procedures	Date / Month / Year
1.	The meeting of the Board of Directors of the Company No. 2/2022	12 May 2022
2.	Determining the shareholders having right to attend the Extraordinary General Meeting of Shareholders No. 1/ 2022 (Record Date)	27 May 2022
3.	The Extraordinary General Meeting of Shareholders No. 1/2022	7 July 2022
4.	Registering the resolution of the shareholders' meeting regarding the capital increase and other relevant matters with the Ministry of Commerce	Within 14 days from the date of approval by shareholders
5.	The offering and allotment of newly-issued ordinary shares to specific investor (Private Placement)	After obtaining the approval from the SEC and within 3 months from the date of approval by shareholders
6.	Registering the increase of paid-up capital from the specific investor and other relevant matters with the Ministry of Commerce	Within 14 days from the date the Company receives the payment for newly-issued ordinary shares

No.	Procedures	Date / Month / Year
7.	Filing the application to the SET for the approval for the listing of the newly-issued ordinary shares as listed securities	Within 30 days from the date the Company receives the payment for newly-issued ordinary shares

The Company hereby certifies that the information contained in this report form is accurate and complete in all respects.

Yours sincerely,



Beryl 8 Plus Public Company Limited

Mr. Apisek Tewinpagti

Chief Executive Officer