

Information Memorandum on the Offering of Newly-Issued Ordinary Shares to a Specific Investor  
(Private Placement)

12 May 2022

The Meeting of the Board of Directors of Beryl 8 Plus Public Company Limited (the “**Company**”) No. 2/2022 which was convened on 12 May 2022, has passed a resolution to approve the allocation of 14,594,374 newly-issued ordinary shares of the Company with a par value of 0.50 Baht per share or equivalent to 6.8 percent of the Company’s paid-up capital after the increase in the paid-up capital to Extend Resource Holding Co., Ltd. (“**Extend Resource Holding**”) at the offering price of 39.10 Baht per share, totaling 570,640,023.40 Baht, as part of the consideration for XR Resource Co., Ltd. (“**XR Resource**”) and Extend Resource Holding to transfer 799,999 ordinary shares in Extend IT Resource Company Limited (“**X10**”), or equivalent to 100 percent of the registered capital to the Company under the Entire Business Transfer procedure (the “**EBT**”) whereby 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, at the price of 39.10 Baht per share or equivalent to 570,640,023.40 Baht to Extend Resource Holding (the “**Purchase of X10’s Ordinary Shares**”). 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 offering of newly-issued ordinary shares of the Company is the offering of newly-issued ordinary shares at the price of 39.10 Baht per share, which is the offering of the newly-issued ordinary shares at the price with a discount not exceeding 10 percent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 re: Approval for a Listed Company to Offer Newly-Issued Shares to Specific Investor (Private Placement) (as amended) (“**Notification No. TorChor. 72/2558**”). Therefore, besides the approval from the Extraordinary General Meeting of the shareholders of the Company No.1/2018 with the votes of not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote that the Company is required to obtain, the Company is also required to obtain the approval for the offering of the newly-issued ordinary shares to a specific investor (Private Placement) from the Office of the Securities and Exchange Commission (the “**SEC**”) as specified in Notification No. TorChor. 72/2558.

Moreover, the offering of the newly-issued ordinary shares of the Company is considered a connected transaction of the Company as it is the transaction with the Extend Resource Holding, which Extend Resource Holding is a juristic person having the major 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 (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**”). The size of the transaction is approximately 405.9 million Baht or equivalent to 63.4 percent of the net tangible assets (NTA) calculated based on the consolidated financial statements of the Company ended as of 31 March 2022 reviewed by the certified public accountant. In this regard, the size of this transaction is higher than or equal to 20 million Baht or higher than or equal to 3 percent of the net tangible assets of the Company, whichever is higher. Please consider further details of the connected transaction in the Information Memorandum of Beryl8 Plus Public Company Limited on the Acquisition of Assets (Schedule 1) and the Connected Transaction (Enclosure 2).

The key information for the decision of the shareholders is as follows:

**1. Details of the offering of shares, the determination and appropriateness of the price, and the determination of the Market Price**

**1.1 Details of the offering of shares**

The Company will issue 14,594,374 newly-issued ordinary shares of which the par value is 0.50 Baht per share as a part of the consideration for the Purchase of X10’s Ordinary Shares to Extend Resource Holding. The offering price specified is 39.10 Baht per share, totaling 570,640,023.40 Baht and such offering price is an offering of newly-issued ordinary shares at the price a discount not exceeding 10 percent of the market price as specified in the Notification No. TorChor. 72/2558.

The offering of the newly-issued ordinary shares of the Company above is the issuing of newly-issued ordinary shares of the Company as part of the consideration for the Purchase of X10’s Ordinary Shares under EBT procedure. In the transaction, the Company will purchase and receive the transfer of entire business from Extend Resource Holding which includes all assets, debts, rights, obligations and responsibilities that Extend Resource Holding has at present or will have in the future at the date of business transfer. In this regard, Extend Resource Holding has no debts and has only the ordinary shares of X10 as of the date of business transfer. The Company will receive the transfer of the ordinary shares of X10 of which the total value is 620,640,023.40 Baht.

Nevertheless, after Extend Resource Holding transfers entire business of Extend Resource Holding, including the ordinary shares of X10 to the Company under EBT procedure, 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.

In addition, the allocation of 14,594,374 newly-issued ordinary shares of the Company of which the par value is 0.50 Baht per share to Extend Resource Holding is considered a connected transaction of the Company as it is the entering into the transaction with Extend Resource Holding, which 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 Notifications on Connected Transactions.

In this regard, although a shareholder of Extend Resource Holding which is Mr. Krisada Ketphupong will become one of the directors of the Company after entering into the Transaction of Purchasing the Ordinary Shares of X10, total number of current directors are 9 directors. Furthermore, the current management team of the Company, such as the Chief Executive Officer and Chief Financial Officer, is still the personnel of the Company and the current management team of the Company will continue to manage and control the operation of the Company after entering into the Purchase of X10's Ordinary Shares.

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](#)).

## 1.2 The determination and rationale of the price of the newly-issued shares

The Company determines the offering price for the 14,594,374 newly-issued ordinary shares at 39.10 Baht per share. Such price is negotiated and agreed between the Company and Extend Resource Holding. The method used for determining the prices is referenced to the market price.

In this regard, the determining of the price of the newly-issued shares of the Company at 39.10 Baht per share is an offering of newly-issued ordinary shares at the price a discount not exceeding 10 percent of the market price as specified in the Notification No. TorChor. 72/2558.

Market Price refers to the weighted average price of the Company's share 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).

### 1.3 Determination of market price

Market Price refers to the weighted average price of the Company's share 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 to approve the Company to offer newly-issued ordinary shares, covering the period from 29 April 2022 to 11 May 2022, which is equal to 43.35 Baht, according to Company's stocks trading information as appeared on SETSMART (www.setsmart.com) of the Stock Exchange of Thailand (the "SET"). Such offering price is the offering of the newly-issued ordinary shares at the price with a discount not exceeding 10 percent of the market price as specified in the Notification No. TorChor. 72/2558.

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 the 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.

## 2. Objective of the issuing of newly-issued ordinary shares, plan to utilize proceeds, and project detail:

### 2.1 Objective of the issuing of newly-issued ordinary shares and plan to utilize proceeds

The Company has an objective to issue the newly-issued share to Extend Resource Holding as a part of the consideration for entering into the Purchase of X10's Ordinary Shares and after the EBT, the shareholders of Extend Resource Holding to become the ally with the Company. The Company expects to collaborate with the shareholders of Extend Resource Holding to strengthen competitiveness in the industry from the capability and experiences of the shareholders of Extend Resource Holding.

In this regard, the fact that the Company is able to issue the ordinary shares of the Company instead of paying a part of the consideration for entering into the Purchase of X10's Ordinary Shares enables the Company to avoid spending cash of 570,640,023.40 Baht in entering into the Purchase of X10's Ordinary Shares all at once and it will not affect the working capital of the Company. Moreover, the offering price of the Company's shares is the price with a discount not exceeding 10 percent of the

market price as of the date that the Board of Directors passed a resolution to propose the Extraordinary General Meeting of Shareholders No.1/2022 to approve the offering of the newly-issued shares of the Company whereby the Company has considered that the entering into the Purchase of X10's Ordinary Shares will expand the business growth of the Company and be a risk diversification from current main business operation in order to support the proficiency of the Company in building the stability and stabilization for the business operation of the Company in a long run. In this regard, the Company expects to complete the transaction with the 3<sup>rd</sup> quarter of 2022.

## **2.2 Details of the projects that the Company and/or the subsidiary will utilize proceeds from the capital increase**

After the meeting of the shareholders of the Company resolves to approve such transaction, the Company will enter into the Purchase of X10's Ordinary Shares. The details of which can be found in Item 4 of the Information Memorandum of Beryl8 Plus Public Company Limited on the Acquisition of Assets (Schedule 1) and the Connected Transaction ([Enclosure 2](#)).

## **2.3 Opportunity to generate income to the Company and the expected effect from the unsuccessful operation of projects and risk relating to the operation of projects**

### **2.3.1 Opportunity to generate income to the Company**

X10 operates the information technology business mainly focusing on providing IT personnel outsource service (IT outsource) and digital transformation services which the Company can support and further on current business operation of the Company, such as more diverse groups of customers, cost reduction in overlapping organizations and the joint development of new products and services to sustain the growth of the Company.

### **2.3.2 The expected effect from unsuccessful operation of projects and risks relating to the operation of projects**

From entering into the Purchase of X10's Ordinary Shares, the Company may face the risks in case where the income and performance of X10 may not be as expected, which can happen from numerous causes, such as economic situation, technological change, change of customers' behaviors etc. In this regard, the Board of Directors of the Company has comprehensively taken into account such risks and put an effort to manage such risks as follows:

#### **1. Risk from unsteadiness of income**

Main business of X10 is to provide IT personnel outsource service (IT outsource) and digital transformation services of which the characteristics are project works and the operation period varies mainly upon the process, complexity and demand of customers. Therefore, if the economy becomes volatile in certain years or in case where the customers slow down the investment or

spending, as well as the case where the competitiveness in the market is higher, the customers may postpone the service or may not use the service, which may also affect the income and performance of X10.

Nonetheless, X10 also provides other services, such as technology services which generate income from the sale of computer program license, including the income from system maintenance services which is a recurring income. Thus, it can decrease the risk from income fluctuations. Moreover, X10 continually provides IT outsource services to leading companies in various industries, which demonstrates the confidence in the quality and services of X10, along with building the understanding in corporate culture of the customers and expertise in joint operation with other organizations in the customers' companies.

Accordingly, the Company will be able to provide comprehensive and full-range business after the investment and it makes the Company confident that the businesses of the Company and X10 will support and complement each other, and it will be reflected in the sustainable growth of performance.

2. Risk from technological change

Providing counsel on digital transformation is the service in the technology industrial sector which changes swiftly and currently, technology plays important roles in various businesses and in daily life. Therefore, if there is a change in relevant technology and X10 cannot adapt itself to the changed technologies, it may substantially affect the business operation of the Company.

In this regard, the Company and X10 are the allies with other platform service providers such as Salesforce, Google, Tableau and Mulesoft etc., which enables the Company and X10 to follow the news and information regarding the trend of technological change closely from business allies who are the leaders in global industry in one way, together with finding new business allies to support the Company and X10 to have more options in products. Besides, the Company has an agency which is responsible for following, studying and developing new products of the Company, along with continuously developing capacity of the staff to be equipped with knowledge and understandings in technological change in the other way.

3. Risk from the dependency of executive and personnel

The service providing business of X10 depends on knowledge and understandings in software, including the skills and experiences in providing services of installing the system to be able to connect with other systems to meet the needs of customers. The services also include the maintenance and coordination to provide support to the customers when there is a problem from

the use of the system. Therefore, human resources are essential and there is a risk if such human resources leave.

Hence, the Company will implement the policy on human resource development and management of the Company on X10, such as the succession plan policy for the high-level executives for the continuity of business, having a plan for staff capacity development, including paying reasonable remuneration which can compete in the market, so that the risk from losing human resources from the resignation can be reduced.

4. Risk from the change of customers' behaviors

Currently, businesses change rapidly, especially technological business which is always developed. If there is new release technology having features which can be popular among mass users, there may be a popular trend which affect the behavior of the customers. As a result, in case where X10 cannot adjust itself in time, it may significantly affect the ability to operate business.

The Company is aware of the risk in this matter and prepares to respond by assigning the staffs to follow new technologies, together with popular trend of customers and study to understand the change of new technologies and present to the high-level executives to prepare for the adaptation of business strategies to accommodate the change of trend and promptly respond to the need of the Company's customers.

5. Risk from the impact of the spread of Coronavirus disease (COVID-19)

From 2020 to present, numerous business owners in various industries are affected by the spread of Coronavirus disease (COVID-19), which has significant negative impact on overall economic circumstance and business sector.

Nevertheless, the Company has prepared to respond to such problem efficiently and will implement such measure on X10 after the investment, such as doing more marketing with the group of customers who are not affected or are slightly affected by COVID-19, e.g., logistics industrial sector, industrial sector and E-Commerce, along with coordinating more closely with the customers and the preparation of system and working approach to accommodate more working via online system.

Furthermore, the Company regards the importance of preventing the spread of the disease by encouraging the staffs to have social responsibility and strictly comply with the rules and regulations of relevant government agencies. The Company also stipulates working measures such as allowing staff to work from home or having online meetings etc. In addition, the Company

works through Cloud system which grants efficient access to the information and enables the Company to provide services to the customers continually.

However, if the Company fails to complete the project, the Company will have to bear the costs and expenses that the Company has incurred on the project such as due diligence costs, the fee of legal counsel, the fee of an independent financial advisor and other related expenses, etc., as of 16 June 2022 the Company has all project-related expenses, both occurred and expected to be occurred, of 3.95 million Baht.

#### 2.4 Total expected initial investment budget and total expected investment budget utilized for the projects to generate income to the Company

The Company will enter into the Purchase of X10's Ordinary Shares of which the total value is equal to (1) cash of 50,000,000 Baht will be paid to XR Resource and (2) 14,594,374 newly-issued ordinary shares of the Company of which a par value is 0.50 Baht per share, at the offering price of 39.10 Baht per share, totaling 570,640,023.40 Baht will be issued to Extend Resource Holding.

In this regard, it is still not necessary for X10 to use additional source of fund from the Company in X10's current business operation as X10 expects that X10 will have sufficient operating cashflow for business operation and will be able to generate stable income and profits to the Company in the future.

The source of fund of 50,000,000 Baht is from the proceeds from the capital increase and the offer for sale of newly issued shares to the public (IPO). When considering the sources of fund for the investment in such project, there will be no substantial impact on the Company's fund which will be used for the Company's business operation.

#### 3. Information in respect of expected effects from the capital increase or allocation of shares to specific investor (Private Placement)

The offering of shares as specified above may cause the following effects to the shareholders:

##### 3.1 Price Dilution

$$= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$$

$$= \frac{43.35 - 43.06}{43.35}$$

$$= 0.67 \text{ percent}$$

The market price before offering refers to the weighted average price of the Company's 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 to approve the Company to offer newly-issued ordinary shares, covering the period from 29 April 2022 to 11 May 2022, which is equal to 43.35 Baht, according to Company's stocks trading information as appeared on SETSMART (www.setsmart.com) of the SET.

The market price after offering is calculated from

Market price after offering

$$= \frac{(\text{No. of paid-up shares} \times \text{Market price before offering}) + (\text{No. of newly-issued shares} \times \text{offering price})}{(\text{No. of paid-up shares} + \text{No. of newly-issued shares})}$$

$$= \frac{(200,000,000 \times 43.35) + (14,594,374 \times 39.10)}{200,000,000 + 14,594,374}$$

$$= 43.06$$

After the offering of newly-issued ordinary shares, there will be a Price Dilution of 0.67 percent.

### 3.2 Control Dilution

$$= \frac{\text{No. of newly-issued shares}}{(\text{No. of paid-up shares} + \text{No. of newly-issued shares})}$$

$$= \frac{14,594,374}{200,000,000 + 14,594,374}$$

$$= 6.8 \text{ percent}$$

After the offering of newly-issued ordinary shares transaction, there will be a Control dilution of 6.8 percent.

### 3.3 Earnings per Share Dilution

$$= \frac{\text{Earnings Per Share before offering} - \text{Earnings Per Share after offering}}{\text{Earnings Per Share before offering}}$$

$$= \frac{0.44 - 0.41}{0.44}$$

$$= 6.8 \text{ percent}$$

After weighing the benefits that the shareholders will receive from the offering of newly-issued ordinary shares for supporting the Purchase of X10's Ordinary Shares and the Price Dilution, the Control Dilution

and the Earnings per Share Dilution as stipulated above, the Board of Directors is of the opinion that the benefits from the offering of newly-issued ordinary shares for the partial payment of the Purchase of X10's Ordinary Shares outweigh the unfavorable effects to the shareholders' right to vote because the entering into the Purchase of X10's Ordinary Shares will benefit the Company and the shareholders of the Company as specified in 3.4 below.

#### **3.4 Benefits for the Company and the shareholders of the Company**

Having the shareholders of Extend Resource Holding as the Company's new shareholders will provide benefits for the Company and the shareholders of the Company as follows:

1. The newly-issued ordinary shares of the Company which are issued and offered to the specific investor instead of the cash payment for shares are the investment management of the Company which will not affect the working capital of the Company. The Company expects that the Company will generate additional income from the Purchase of X10's Ordinary Shares aside from the main business and there is an opportunity to obtain good returns from the investment in asset.
2. The person who will become a new director of the Company is a person with suitable qualification, knowledge and skills which will contribute to the best interest of all shareholders.

The entering into the Transaction of Purchasing of Ordinary Shares of X10 will provide benefits for the Company and the shareholders of the Company as follows:

1. Gaining additional business allies with business expertise as X10 has experience in operating the business for more than 12 years, and such experience will help strengthen the capacity of the Company to be prepared for accommodating future projects.
2. Increasing more than 400 personnel with capabilities to support the growth of the future projects of the Company to be grow with suitability. In addition, X10 also has experience in IT outsourcing service which will support the many growths that may occur in the future,
3. As the Company and X10 have different products and services, this will Increase the opportunity to raise income and appropriate rate of remuneration, and will be able to accommodate more variety of customer groups including the building benefits from the existing customer bases of the Company and X10 which will support the Company to have stable financial position and increase the cashflow from operation of the Company in a long run.
4. Although the Company and X10 have different products and services but they deem to be in the same industry. Therefore, after the completion of the transaction, it will lead to Economies of Scale, which will reduce the fixed cost from the use of pooled personnel resource and office management cost, causing better rate of return in the long run.

4. **Opinions of the Board of Directors regarding matters specified in the Notification of the Capital Market Supervisory Board No. Tor Jor. 73/2558, Re: List of Information in the Notice of the Shareholders' Meeting of a Listed Company for Seeking Approval of the Issuance and Offering of Securities**

The Meeting of the Board of Directors of the Company resolved to propose the meeting of the shareholders consider and approve the Company to enter into the Purchase of X10's Ordinary Shares for which a part of consideration will be paid by not more than 14,594,374 newly-issued ordinary shares of which the offering price at the price of 39.10 Baht per share as it is considered and viewed that the entering into such transaction will provide benefits for the Company since the Purchase of X10's Ordinary Shares is beneficial for the Company and the shareholders of the Company as specified in Item 3.4 of this Information Memorandum. The transaction will benefit the business operation of the Company and subsidiary in the future and it will increase the stabilization of the competitive potential of the Company. In addition, the shareholders of Extend Resource Holding also have expertise and work track record which are beneficial to the future project and will increase the stabilization of the competitive potential of the Company.

4.1 **Reference of the determination of the offering price and appropriateness of the offering price of the newly-issued ordinary shares**

The determination of the consideration value in (1) cash of 50,000,000 Baht to XR Resource and (2) 14,594,374 newly-issued ordinary shares with a par value of 0.50 Baht per share at the offering price of 39.10 Baht per share to Extend Resource Holding which is the fair value of the Company prior to entering into the transaction. The Company sticks to the conservative basis in determining the price and the criteria used in determining the consideration value is according to the negotiation and joint agreement between the parties under the business transfer contract with reference to the financial position, performance and key financial figures of X10. Moreover, the Company also takes into account the opportunity to build the growth of such business in the future. (Please see detail in [Enclosure 2](#)).

In addition, the criteria used by the Company to determine the ordinary share price of the Company to accommodate the entering into the Purchase of X10's Ordinary Shares with a discount not exceeding 10 percent of the market price refers to the weighted average price of the Company's share 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 to approve the Company to offer newly-issued ordinary shares, covering the period from 29 April 2022 to 11 May 2022, which is equal to 43.35 Baht, according to Company's stocks trading information as appeared on SETSMART ([www.setsmart.com](http://www.setsmart.com)) of the SET.

#### 4.2 Reason and necessity for the capital increase and offering of newly-issued ordinary shares

The Board of Directors of the Company is of the opinion that the offering of newly-issued ordinary shares to specific investor is the offering of shares to Extend Resource Holding which eventually after the EBT the strategic investor i.e. shareholders of Extend Resource Holding will become the business ally with the Company. The experiences in the past of the shareholders of Extend Resource Holding will complement and strengthen the competitiveness of the Company in the industry which will benefit the Company in the future.

In addition, the Company can maintain cash flow to be used as working capital or used for the business operation of the Company and/or for debts repayment which will increase the liquidity of the Company. The ability to raise fund when comparing with the issuing of newly-issued shares to the public, the offering and allocation of newly-issued shares to specific investors is considered faster and the amount is in accordance with the need.

In this regard, the Board of Directors has considered other options for source of fund to pay the consideration for the Purchase of X10's Ordinary Shares such as the offering of newly-issued ordinary shares to the public or existing shareholders but has the opinion that such processes are required to follow more rules and consume more time including having higher cost of operation. In addition, the offering of newly-issued ordinary shares to the public or existing shareholders has an uncertainty that the Company will be able to raise fund in the full amount within the time required. Besides, the use of source of fund from loan to pay the consideration of the purchase of assets will have an impact on the financial ratio such as debt to equity ratio which may have an impact on financial status of the Company.

#### 4.3 Possibility of funding plan from the shares offering

Since the objective of the offering of newly-issued shares of the Company is for the payment of consideration for the Purchase of X10's Ordinary Shares, please consider the condition of entering into the transaction specified in Item 11 of the Information Memorandum of Bery8 Plus Public Company Limited on the Acquisition of Assets (Schedule 1) and the Connected Transaction ([Enclosure 2](#)).

#### 4.4 Rationale of capital increase and the fund sufficiency if the capital increase does not cover the entire investment budget required for the operation of projects

The Board of Directors of the Company views that the Company has studied the necessity of the capital increase for specific investor by issuing newly-issued ordinary shares to pay for a consideration of the Purchase of X10's Ordinary Shares in the amount of 570,640,023.40 and cash of 50,000,000 Baht, totaling 620,640,023.40 Baht which is sufficient for entering into the Purchase of X10's Ordinary Shares and it will not have any impact on the cashflow and liquidity of the Company in continuing the business operation.

In this regard, it is still not necessary for X10 to use additional source of fund from the Company in X10's current business operation as X10 expects that X10 will have sufficient operating cashflow for business operation and will be able to generate stable income and profits to the Company in the future.

**4.5 Impacts on company's business, financial stability and its performance from the capital increase and the operation according to funding plan.**

The Board of Directors of the Company is of the opinion that this issuing if the newly-issued ordinary shares will make the Company become a business ally with shareholders of Extend Resource Holding, which has experiences and work track record which will benefit and improve the performance of the Company in the future.

The Board of Directors of the Company views that the issuance of the newly-issued ordinary shares to the specific investor as a payment of consideration for the Purchase of X10's Ordinary Shares does neither change nor have any impact on the characteristics and policy of business operation of the Company. The Company will further operate main business according to the vision, mission and normal business plan of the Company.

Furthermore, the entering into the Purchase of X10's Ordinary Shares does not result in the transfer or change of controlling power in the Company and the Company does not change the management structure of the Company. Although Mr. Krisada Ketphupong will become one of the directors of the Company after entering into the Transaction of Purchasing the Ordinary Shares of X10, there are 9 directors of the Company in total currently. Besides, the current management team of the Company, such as the Chief Executive Officer and Chief Financial Officer, is still the personnel of the Company and the current management team will continue to manage and control the business operation of the Company after entering into the Purchase of X10's Ordinary Shares.

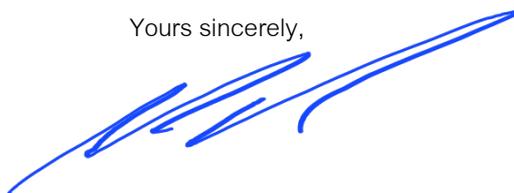
**5. The Board of Directors' statement of certification**

The Board of Directors of the Company hereby certifies that the Board of Directors performs the duty with good faith and protects the Company's benefit in respect of this capital increase. Nevertheless, if such performance causes damages to the Company, the shareholder is entitled to exercise the right to claim compensation from such director on behalf of the Company pursuant to Section 85 of the Securities and Exchange Act B.E. 2535 (as amended) and if the result of such performance is that the director or any other person obtains undue benefits, shareholder may bring an action to claim for such benefits back from the director on behalf of the Company in accordance with the Section 89/18 of the Public Limited Company Act B.E. 2535 (as amended). Furthermore, the Board of Directors hereby certifies that the Board of Directors considered and examined the Purchase of X10's Ordinary Shares with due care and is of the opinion that the Purchase of X10's Ordinary Shares will benefit the Company and the shareholders of the Company as specified above. In addition, the Board of Directors has

considered and examined the information with due care and is of the opinion that the specific investors to be allocated with the newly-issued shares in this transaction are the person with investment potential and are able to make an investment.

Please be informed accordingly.

Yours sincerely,

A handwritten signature in blue ink, consisting of several fluid, overlapping strokes that form a stylized, cursive name.

Beryl 8 Plus Public Company Limited

Mr. Apisek Tewinpagti

Chief Executive Officer