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No. B8-2022/0040

22 June 2022

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022

To: Shareholders of Beryl 8 Plus Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2022 Annual General Meeting of Shareholders
 2. Information Memorandum of Beryl8 Plus Public Company Limited on the Acquisition of Assets (Schedule 1) and the Connected Transaction
 3. Information Memorandum of Beryl8 Plus Public Company Limited on the Acquisition of Assets (Schedule 2) and the Connected Transaction
 4. Capital Increase Report Form
 5. Information Memorandum on the Offering of Newly-Issued Ordinary Shares to a Specific Investor (Private Placement)
 6. Opinion of the independent financial advisor
 7. Proxy Forms - Type A, B (recommended) and C and profiles of the Independent Directors for proxy appointment
 8. The Company's Articles of Association Relating to the Shareholders' Meeting and Voting
 9. Submission of questions in advance for the Extraordinary General Meeting of Shareholders No. 1/2022
 10. Registration conditions and procedures for attending the Extraordinary General Meeting of Shareholders No. 1/2022 via electronic means (E-AGM), proxy appointment and question submission
 11. Registration Form for attending the meeting via electronic means

The Board of Directors' Meeting of Beryl 8 Plus Public Company Limited (the "Company") No. 2/2022 held on 12 May 2022, approved convening the Extraordinary General Meeting of Shareholders No. 1/2022 on Tuesday 7 July 2022 at 10:00 hrs. via electronic means (E-AGM) in compliance with the law on meetings held via electronic means in which the live streaming of the meeting will be conducted from the Company's Head Office located at 33/4, the 9th Tower Grand Rama9 Building (Tower B), 19th Floor, Rama 9 Road, Huai Khwang, Bangkok 10310. The Chief Executive Officer shall have the authority to consider a change to the meeting date, time and place, as well as agenda and details of the agenda for the Extraordinary General Meeting of Shareholders No. 1/2022 as appropriate. The details of the agenda are as follows:

Agenda 1 To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders held on 26 April 2022

Facts and rationale:

The Company has prepared the copy of the minutes of the 2022 Annual General Meeting of Shareholders held on 26 April 2022 and submitted to the Stock Exchange of Thailand (“SET”) within 14 days from the date of the meeting as required by law as well as published the mentioned minutes of the 2022 Annual General Meeting of Shareholders on the Company’s website to provide information to the shareholders as another option, which no party objected or proposed to amend the mentioned minutes, as detailed in **Enclosure 1**.

Opinion of the Board:

The Company’s Board of Directors considered that the said minutes of the 2022 Annual General Meeting of Shareholder, held on 26 April 2022 were correctly and completely recorded. Therefore, the Board of Directors deemed appropriate to propose it to the meeting of the shareholders for their consideration and certifying the mentioned minutes.

Voting requirements:

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

Agenda 2, agenda 3 and agenda 4 are related agendas, so if one of the agendas is not approved by the shareholders’ meeting, other agendas which have previously been approved by the shareholders’ meeting will be dismissed and the meeting will not consider in any further related agendas and assume that approval of the matters as shown in agenda 2, agenda 3 and agenda 4 are not approved by the shareholders’ meeting.

Agenda 2: To consider and approve the Company to invest in ordinary shares of Exclusive IT Resources Co., Ltd. (“X10”) in an amount of 799,999 shares with the total value 620,640,023.40 Baht which is deemed to be the acquisition of assets transaction and connected transaction of the Company

Facts and Rationale:

The Company wishes to invest in ordinary shares of Extend IT Resources Co., Ltd. (“X10”) 799,999 shares at total value of 620,640,023.40 Baht (the “Purchase of X10’s Ordinary Shares”).

By entering into the Purchase of X10’s Ordinary Shares, the Company will acquire the 799,999 ordinary shares in X10 company or equivalent to 100% of the registered capital of X10 by receiving the transfer from XR Resource Co., Ltd. (“XR Resource”) in the amount of 64,399 shares and from Extend Resource Holding Co., Ltd. (“Extend Resource Holding”) in the amount of 735,600 shares

under the entire business transfer process (EBT), and the Company will pay for the transfer of entire business with (1) cash amount 50,000,000 Baht to XR Resource and (2) the new ordinary shares of the Company at 14,594,374 Shares with par value of 0.50 Baht or equivalent to 6.8 percent of the Company's paid-up capital after the increase in paid-up capital of the Company to Extend Resource Holding. The price of newly issued ordinary shares of the Company is at 39.10 Baht per share or total value of 570,640,023.40 Baht, totaling 620,640,023.40 Baht.

The Purchase of X10's Ordinary Shares is deemed an asset acquisition transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset (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 Acquisition or Disposal of Asset B.E. 2547 (2004) (as amended) ("**Notifications on Acquisition or Disposal of Assets**") with a transaction value equivalent to 79.5 percent according to the total value of consideration criterion according to the Notifications on Acquisition or Disposal of Assets which is the criterion used for the calculation and results in the highest transaction value based on the Company's consolidated financial statements for the three-month period ended 31 March 2022 reviewed by the certified public accountant. Therefore, this transaction is considered as Class 1 transaction according to the Notifications on Acquisition or Disposal of Assets where the total value of the transaction is more than 50 percent.

Additionally, there are no other asset acquisition transactions that the Company has entered into in the six months prior to the date of entering into the Purchase of X10's Ordinary Shares. Accordingly, the Company is required to comply with the Notifications on Acquisition or Disposals of Assets which includes the following:

- 1) To disclose information related to the SET according to the account (1) at the end of the announcement of the acquisition or disposition of assets.
- 2) Appoint an independent financial advisor to perform various related functions, including providing opinions as defined in the announcement of the acquisition or disposition of assets by delivering the opinion report of the independent financial advisor to shareholders for consideration along with the delivery of the invitation to the shareholders' meeting.
- 3) Hold a shareholder meeting for approval to agree to the transaction and must be approved by a vote of at least three-quarters of the total number of votes of shareholders who come to the meeting and have the right to vote. Not counting equity attributable to shareholders.

In addition, the Purchase of X10's Ordinary Shares under an entire business transfer arrangement above is considered the purchase or acceptance of the transfer of business of a private company by the company under section 107(2) of the Public Limited Company Act, B.E. 2535 (1992) (including the amendments thereof). In this regard, the Company is required to obtain approval from its shareholders' meeting with votes of not less than three-quarters of the total votes of shareholders attending the meeting and eligible to vote.

Additionally, the Purchase of X10's Ordinary Shares is deemed a connected transaction as it is the entering into the transaction with XR Resource and Extend Resource Holding which are the juristic person whose major shareholder is to be appointed as the director of the Company which is considered as a connected person according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions (including the amendments thereof) 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) (including the amendments thereto) ("**Notifications on Connected Transactions**"). The size of the transaction will approximately equal to 620.6 million Baht or 99.2 percent of the net tangible assets (NTA) calculated from the Company's consolidated financial statements for the three-month period ended 31 March 2022 reviewed by a certified public accountant. Therefore it is a transaction with a value of more than or equivalent to Baht 20 million or more than or equivalent to 3 percent of the NTA of the Company, whichever is higher. The Company has not entered into any other connected transactions with XR Resource and Extend Resource Holding or any other persons related to XR Resource and Extend Resource Holding in the six months prior to the date of entering into the Purchase of X10's Ordinary Shares.

Accordingly, the Company is required to comply with the Notifications on Connected Transactions which includes the following:

- 1) Provide an Information Memorandum regarding the transaction to SET.
- 2) Appoint an independent financial advisor to be responsible for relevant duties including to provide an opinion as specified in the Notifications on Connected Transactions and deliver a report on such opinion to the shareholders to consider along with an invitation letter to attend the shareholders' meeting.
- 3) Convene a shareholders' meeting in order to obtain the approval to enter into such transaction with a vote of no less than three – fourths of the total votes of shareholders who attend and are entitled to vote, excluding the votes of interested shareholders.

Details of the Purchase of X10's Ordinary Shares are in Information Memorandum of Beryl8 Plus Public Company Limited on the Acquisition of Assets (Schedule 1) and the Connected Transaction in Enclosure 2 and Information Memorandum of Beryl8 Plus Public Company Limited on the Acquisition of Assets (Schedule 2) and the Connected Transaction in Enclosure 3.

In addition, the Board of Directors deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the authorization to the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Executive Committee and/or the Chief Executive Officer to negotiate for the achievement of the entering into the Purchase of X10's Ordinary Shares and to sign and execute the entire business transfer agreements and any other document relating to the entering into the Purchase of X10's Ordinary Shares, including the authority to complete any action involved in completing the sale of the entering into the Purchase of X10's Ordinary Shares.

Opinion of the Board:

The Company's Board of Directors considered and deemed appropriate to propose to the meeting of the shareholders to consider and approve the Company to invest in ordinary shares of Exclusive IT Resources Co., Ltd. in an amount of 799,999 shares with the total value 620,640,023.40 Baht and the authorization to the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Executive Committee and/or the Chief Executive Officer to take any action as mentioned above.

Voting requirements:

The resolution for this agenda item requires at least three-quarters (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

Agenda 3 To consider and approve the increase of the Company's registered capital by 7,297,187 Baht from 100,000,000 Baht to 107,297,187 Baht by issuing newly issued ordinary shares of 14,594,374 shares with a par value of 0.50 Baht to pay as part of the compensation for the Purchase of X10's Ordinary Shares and the amendments of the Memorandum of Association of the Company No. 4 to comply with the increase of the registered capital of the Company

Facts and rationale:

As the Company wishes to enter into the Purchase of X10's Ordinary Shares, whereby the Company will pay for the transfer of entire business with (1) cash amount 50,000,000 Baht to XR Resource and (2) the new ordinary shares of the Company at 14,594,374 Shares with par value of

0.50 Baht or equivalent to 6.8 percent of the Company's paid-up capital after the increase in paid-up capital of the Company to Extend Resource Holding. The price of newly issued ordinary shares of the Company is at 39.10 Baht per share or total value of 570,640,023.40 Baht.

The company is required to increase of the Company's registered capital by 7,297,187 Baht from 100,000,000 Baht to 107,297,187 Baht by issuing newly issued ordinary shares of 14,594,374 shares with a par value 0.50 Baht to pay as part of the payment for the Purchase of X10's Ordinary Shares.

Please consider the details according to the capital increase report form (F53-4) Enclosure 4.

In addition, to comply with the increase of the registered capital of the Company, the Company is required to amend the Memorandum of Association of the Company No. 4 using the following wordings instead.

“Clause 4.	Registered Capital	107,297,187	baht	(One hundred seven million, two hundred ninety-seven thousand one hundred eighty seven baht)
	Divided into	214,594,374	shares	(Two hundred fourteen million, five hundred ninety-four thousand three hundred seventy-four share)
	Par Value	0.50	baht	(Fifty Satang)
	Separated into			
	Ordinary Shares	214,594,374	shares	(Two hundred fourteen million, five hundred ninety-four thousand three hundred seventy-four)
	Preferred Shares	-0-	shares	(-)

In addition, the persons authorized by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce, shall be authorized to amend and include wordings as per orders of the registrar.

Opinion of the Board:

The Company's Board of Directors considered and deemed appropriate to propose to the meeting of the shareholders to consider and approve the increase of the Company's registered capital by 7,297,187 Baht from 100,000,000 Baht to 107,297,187 Baht by issuing newly issued ordinary shares of 14,594,374 shares with a par value of 0.50 Baht to pay as part of the compensation for the Purchase of X10's Ordinary Shares and the amendments of the Memorandum of Association of the Company No. 4 to comply with the increase of the registered capital of the Company as well as the relevant authorization as detailed above.

Voting requirements:

The resolution for this agenda item requires at least three-quarters (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

Agenda 4 To consider and approve the allocation of newly issued ordinary shares of the Company in the amount 14,594,374 shares with a par value of 0.50 Baht

Facts and rationale:

The Company wishes to allocate 14,594,374 newly issued ordinary shares of the Company with a par value at Baht 0.50 per share to Extend Resource Holding at the offering price of Baht 39.10 per share for the total value of Baht 570,640,023.40 as a payment of part of the consideration for the entering into the Purchase of X10's Ordinary Shares, where such offering price is considered the offering of the newly issued ordinary shares at the price with a discount not exceeding 10 percent of the market price according to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 (2015) Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (including the amendments thereof) (the "Notification No. TorChor. 72/2558").

In the offering of newly issued ordinary shares to Extend Resource Holding above is the issuance of newly issued ordinary shares of the Company to pay as part of the consideration for the Purchase of X10's Ordinary Shares and the investment in the entire assets of Extend Resource Holding under EBT. Therefore, 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.

Determination of the offering price of the newly issued ordinary shares at 39.1 Baht per share is considered an offering of the newly issued ordinary shares at the price with a discount not exceeding 10 percent of the market price according to the Notification No. TorChor. 72/2558 which is required to obtain the approval from the meeting of the shareholders of the Company with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote where votes from people who have vested interest will not be counted and is also required to obtain approval for offering of the newly issued ordinary shares to specific investors (Private Placement) from the Securities and Exchange Commission as prescribed in Notification No. TorChor. 72/2558 prior to the issuance of the newly issued ordinary shares as part of the payment of consideration for the Purchase of X10's Ordinary Shares.

The Market Price means the Company's weighted average share price over the last 7 trading consecutive days on the SET prior to the Board of Directors passed the resolution to propose this matter to 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 (according to the Company's stocks trading information as appeared on SETSMART on www.setsmart.com of the SET).

If the offering price for newly-issued ordinary shares falls lower than 90 percent of the market price in past 7-15 business days before the first day of offering the newly-issued ordinary shares to Extend Resource Holding (after receiving the shares of the Company through the EBT) Extend

Resource Holding and the Shareholders of Extend Resource Holding are not allowed to sell any of newly-issued ordinary shares received for a period of 1 year from the Company's shares' first trading date in the SET (Silent Period). After such newly-issued shares are traded in the SET for 6 months, Extend Resource Holding and the Shareholders of Extend Resource Holding can sell up to 25 percent of the shares being prohibited to sell.

Additionally, the offering of 14,594,374 newly issued ordinary shares, with a par value at 0.50 Baht per share, to the Extend Resource Holding is deemed a connected transaction as this is the entering into the transaction with Extend Resource Holding which has the major shareholder to be propose for an appointment of new director of the Company which is considered as a connected person according to the Notifications on Connected Transactions. The size of the transaction will approximately equal to 405.9 million Baht or 63.4 percent of the net tangible assets (NTA) calculated from the Company's consolidated financial statements for the three-month period ended 31 March 2022 reviewed by a certified public accountant. Therefore it is a transaction with a value of more than or equivalent to Baht 20 million or more than or equivalent to 3 percent of the NTA of the Company, whichever is higher.

Accordingly, the Company is required to comply with the Notifications on Connected Transactions which includes the following:

- 1) Provide an Information Memorandum regarding the transaction to SET;
- 2) Appoint an independent financial advisor to be responsible for relevant duties including to provide an opinion as specified in the Notifications on Connected Transactions and deliver a report on such opinion to the shareholders to consider along with an invitation letter to attend the shareholders' meeting.
- 3) Convene a shareholders' meeting in order to obtain the approval to enter into such transaction with a vote of no less than three – fourths of the total votes of shareholders who attend and are entitled to vote, excluding the votes of interested shareholders.

Details of the offering of the Company newly issued ordinary shares to the specific investors (Private Placement) are as appeared on the Information Memorandum on the Offering of Newly-Issued Ordinary Shares to a Specific Investor Enclosure 5.

Opinion of the Board:

The Company's Board of Directors considered and deemed appropriate to propose to the meeting of the shareholders to consider and approve the allocation of newly issued ordinary shares of the Company in the amount 14,594,374 shares with a par value of 0.50 Baht to Extend Resource

Holding at the offering price of 39.10 Baht per share for the total value of 570,640,023.40 Baht as a payment of part of the consideration for the entering into the Purchase of X10's Ordinary Shares as detailed above.

Voting requirements:

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

Agenda 5 To consider other matters (if any)

Facts 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 Extraordinary General Meeting of Shareholders No. 1/2022 on Friday 27 May 2022.

Shareholders are requested to fill out the information and vote in advance, or sign the proxy form and submit it together with supporting documents to the Company Secretary Department of Beryl 8 Plus Public Company Limited at 33/4, the 9th Tower Grand Rama 9 Building (Tower B,) 19th Floor, Rama 9 Road, Huai Khwang, Bangkok 10310 before 30 June 2022. The stamp duty on electronic instruments in accordance with the relevant rules of the Revenue Department will be paid by the Company.

Shareholders wishing to appoint other persons as proxies to attend the meeting and vote on behalf of the shareholders are required to prepare the proxy form together with supporting evidence, which are shown in Enclosure 7, and submit them to the Company in advance or upload such documents, the details of which are explained in the registration conditions and procedures for attending the Meeting of Shareholders via electronic means (E-AGM), proxies appointment and question submission, as shown in Enclosure 10, in order to maintain the rights and interests of the shareholders. In case that the shareholders appoint a financial institution, a mutual fund or a custodian, such shareholders may appoint the Independent Directors of the Company, whose name and profiles are shown in the Enclosure 7, as the proxy.

Therefore, we would like to invite all shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2022 via electronic means at the aforementioned date, time and place. The registration will start at 8:00 hrs. The Company reserves the right to refuse acceptance of any registration in case of incomplete and incorrect documents.

Yours faithfully,

Beryl 8 Plus Public Company Limited



(Mr. Chatchaval Jiaravanon)

Chairman of the Board of Directors

Corporate Secretary Department

Tel: 0-2116-5081

- Notes:
1. The Company has disclosed the invitation letter to the Extraordinary General Meeting of Shareholders No. 1/2022 together with the enclosures and the Proxy Forms on the Company's website: www.beryl8.com
 2. Recognizing the importance of the shareholders and aiming to promote the good corporate governance practices, the Company has put in place a question receiving system whereby shareholders can submit questions relating to the agenda of the Extraordinary General Meeting of Shareholders No. 1/2022 in advance.