

- Translation -

The Minutes of the Extraordinary General Meeting of Shareholders No.1/2022

of

Beryl 8 Plus Public Company Limited

Beryl 8 Plus Public Company Limited (the “Company”) held the Extraordinary General Meeting of Shareholders No.1/2022 on July 7, 2022, at 10:00 hrs., via electronic means (E-EGM) in accordance with the law in relation to the meeting via electronic means which was broadcasted live from the Company's Head Office located at 33/4, the 9th Tower Grand Rama 9 Building (Tower B), 19th Floor, Rama 9 Road, Huai Khwang, Bangkok.

Mr. Chatchaval Jiaravanon, Chairman of the Board of Directors, acted as the chairman of the meeting (“Chairman”). The Chairman welcomed the shareholders and attendees of the Extraordinary General Meeting of Shareholders No.1/2022 conducted via electronic media (E-EGM) as an effective measure to prevent the spread of the coronavirus (COVID-19) and assigned Ms. Unchalee Inthamrong, Corporate Secretary, to act as the meeting moderator (“Meeting Moderator”).

The Meeting Moderator introduced the Board of Directors of the Company and attendees as follows:

Board of Directors

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|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Chatchaval Jiaravanon | Chairman of the Board of Directors |
| 2. Mr. Threekwan Bunnag | Independent Director / Vice Chairman of the Board of Directors / Chairman of the Audit Committee / Member of the Risk Management Committee |
| 3. Mr. Chatrapee Tantixalern | Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee |
| 4. Dr. Nithinart Sinthudeacha | Director / Chairman of the Executive Committee / Member of the Nomination and Remuneration Committee |
| 5. Mr. Karn Punyacharoensin | Director |
| 6. Mr. Apisek Tewinpagti | Director / Member of the Risk Management Committee / Member of the Executive Committee / Chief Executive Officer |

Directors attending the meeting via electronic means

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|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Udomsakdi Apichatthanapath | Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|

2. Mr. Vasin Srisukri Director / Member of the Executive Committee / Chief Solution Sales Officer
3. Mr. Sean Player Wolfman Director / Member of the Executive Committee / Chief Business Development Officer – International

Executive

1. Mrs. Supattra Simtharakaew Member of the Risk Management Committee / Member of the Executive Committee / Chief Financial and Accounting Officer

Consultant

1. Ms. Yaowarote Klinboon Legal consultant from Hunton Andrews Kurth (Thailand) Limited.
2. Ms. Phatomol Phisitbuntoon Legal consultant from Hunton Andrews Kurth (Thailand) Limited.
3. Mr. Badin Rittiboonchai Independent financial consultant from Welcap Advisory Company Limited

The Meeting Moderator informed the meeting that Thai Investors Association appointed Mr. Chalermkiat Piroonchinda as a volunteer to protect attending shareholders' rights and witness the vote counting in this meeting. In addition, Inventech Systems (Thailand) Company Limited is a certified service provider for its electronic conference control systems from Electronic Transactions Development Agency (ETDA), which is a system that follows the notification of the Ministry of Digital Economy and Society, Subject: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563.

In addition, the Meeting Moderator clarified that in order to comply with the law on personal data, the name and surname of the shareholder and proxies with inquiry and comment will appear in the minutes of the meeting and will be published on the Company's website.

Before the meeting started according to the agenda, the Meeting Moderator clarified the regulations, procedures of inquire, comment and procedures to vote along with the vote counting of the shareholders who vote on each agenda in order for all shareholders attending the meeting to be informed as follows:

Regulations and Procedures of voting and vote counting.

1. Casting votes on each agenda, shareholders have number of votes equal to the total number of shares they hold in which one share is considered one vote. Shareholders or their proxies are required to choose only one vote for either approval, disapproval and abstention and it is unable to divide the voting partially unless it's a Custodian's voting.
2. Casting votes via electronic means by shareholders is considered a binding vote equal to a traditional form of voting.

3. In the event that the shareholder has appointed a proxy to cast votes in the proxy form in advance, the system will record the votes of the shareholders on each agenda according to the wish of shareholder marked in the proxy form.
4. Shareholders or proxies who have been verified and entered the shareholder meeting program via electronic media (e-meeting) but have not voted and unable to attend the meeting until completion, can press the voting button and confirm the voting on the agenda that the Company has not yet been proposed to the meeting in advance. The Company will count the aforementioned votes when considering the agenda that the shareholders have voted.
5. If voting is closed in that agenda, shareholders who do not vote in the voting program or do not press the voting button in the system or choose "cancel the latest vote", the Company will be considered that such shareholders have voted "approval" as proposed to the meeting. Therefore, for the convenience of vote counting, the Company would deduct "disapproval" and "abstention" from the total votes and the rest will be regarded as "approval" votes.
6. The Company will announce the voting results of "approval", "disapproval" and "abstention" in each agenda by using the latest number of shareholders who attending the meeting, and when the voting results of any agenda have been announced, the Company will consider the votes in that agenda to be final.

Counting the results of the vote

The Company will use the vote counting criteria according to the laws and Company's Articles of Association which will divide the vote counting method into 2 types as follows:

1. **Section 1:** Agenda that requires the majority votes of the shareholders attending the meeting and casting their votes. (Agenda 1), the abstained votes of the shareholders are excluded from the calculation base.
2. **Section 2:** Agenda that requires a vote of not less than three-fourth of the total number of votes of shareholders attending at the meeting and entitled to vote (Agenda 2, 3, and 4), the Company will calculate vote by counting both "approval", "disapproval" and "abstention" as the base for the calculation, excluding shareholders who have interests.

In this regard, since the matters to be considered in 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.

Afterward, the Meeting Moderator informed the meeting that the Company has determined the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022 on 27

May 2022 (Record Date) in which in this meeting, there were 16 shareholders who attended the meeting in person holding a total of 109,181,969 shares, and 141 shareholders by proxy holding a total of 23,883,089 shares, representing a total of 157 shareholders by holding a total of 133,065,058 shares or equivalent to 66.53% of the total number of shares sold of the Company. Therefore, a quorum was constituted as stipulated according to the laws and in Article 32 of the Company's Articles of Association, which requires shareholders and proxies to attend the meeting not less than 25 people or not less than half of the total number of shareholders and must have shares in aggregate not less than one-third of the total number of shares sold, therefore a quorum will be constituted.

The Chairman then assigned the Meeting Moderator to propose to the meeting to consider various matters according to the meeting agendas as follows:

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

The Meeting Moderator reported to the meeting that 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 of the invitation letter.

In this regard, 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.

The Chairman gave the shareholders an opportunity to ask questions or express additional comments. However, no shareholder asked question or expressed any additional comments. Therefore, the Chairman proposed the meeting to cast votes on the agenda.

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

The Meeting Resolution The resolution was passed with the majority votes of the shareholders attending the meeting and casting their votes, certifying the minutes of the 2022 Annual General Meeting of Shareholders of Beryl 8 Plus Company Limited, held on 26 April 2022 with details as proposed in all respects, with the following voting result:

Resolution	Vote	Percent
Approval	132,555,058	100.0000
Disapproval	0	0.0000
Abstention	510,000	-
Voided Ballot	0	-

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

Agenda 2 To consider and approve the Company to invest in ordinary shares of Extend 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.

The Chairman assigned Ms. Phatomol Phisitbuntoon a legal consultant from Hunton Andrews Kurth (Thailand) Limited (the "Legal Consultant") and Mr. Apisek Tewinpagti a Director / Member of the Risk Management Committee / Member of the Executive Committee / Chief Executive Officer ("Mr. Apisek") to present details in this agenda to the meeting.

The Legal Consultant reported to the meeting that 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 with the ordinary share price of 775.747720772159 Baht or the value of 570,640,023.40 Baht, 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 Acquisitions 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, excluding the votes of shareholders with vested interest.

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-fourths 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 have 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 of the invitation letter.

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.

In this regard, 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.

Mr. Apisek reported to the meeting that the acquisition between the Company and X10 will create growth and enhance the capabilities of both the Company and X10 in many ways, whether increasing sales

volume, increasing tech talent or even increasing the customer base of both companies which are the benefits that can be recognized immediately. But more important benefit is the benefit that cannot be recognized in numerical data, which are a significant strategic strengthening that will allow the Company to an opportunity to grow significantly or even adding a competitive advantage to customers in providing services to customers as well as creating a success for customers in the field of Digital Transformation. In the acquisition process, there will be synergy as follows:

The availability of unlimited resources due to the Digital Transformation market has very high chance of further growth in the future, and those who will be able to access that opportunity are those who have a lot of tech talent and tech resources to work on. The Company's aforementioned limitations will be eliminated after the Company has acquired tech talent from X10 which has more than 400 people. In addition to that, the Company will receive a recruiting engine that has expertise in finding more tech talent for the Company in order to support the growth of the Company in the future.

The presence of market dominance, in other words, the synergy with X10 will enhance the Company's services to be more comprehensive, the Company will have wider deep tech expertise and expertise in new technologies, including various next generation technologies, which will enable the Company to create more business value for its customers and the Company will be able to accept bigger and more complex jobs, and also resulting in being able to compete better in Premium Segment Service as well.

To Increase Opportunity, means creating opportunities to expand customer base because, as can be perceived that both the Company and the X10 already have a diverse customer base. As such, adding services and products will enable the company to be able to cross sell and up sell between customers. Also, with the trend of Multi-Cloud, it can be seen that every organization today are increasingly using the cloud and using more than one cloud. Therefore, with consistent management and technology products, as well as strong brands of both the Company and X10, the Company believes that the Company will be able to exchange its customer base and open up new customer bases as well as be able to create doubly growth for the Company.

Also, in the matter of share management best practices that will help expanding margins and reducing costs, whether it is to adjust the strategic resource allocation to be able to accept the premium service that the Company operates based on the existing X10's strong technical foundation. By the Company will up-skills and re-skills resources to be able to support the work in the form of a more comprehensive digital transformation project in which the Company believe that it is possible and will not take long period of time. Therefore, the Company's having a wider business base will also help create better resource utilization and revenue per head. On the cost side, this merger will increase efficiency and reduce redundant tasks, by merging share service together, all of which are what makes the Company to be able to fully recognize the benefits of doing this M&A.

The Chairman, then, gave the shareholder an opportunity to ask questions or express comments or opinions and shareholders asked questions as follows:

Mr. Chairat Ngamboonant, a shareholder, asked questions as follows:

1. What are the advantages that X10 has against other competitors in MuleSoft?
2. What is the possibility that the revenues in the year 2025 and 2026 X10 will reach 1 billion baht?

Mr. Apisek answered to above questions as follows:

1. X10 is the company that operates the most MuleSoft projects in Thailand and also ASEAN which shows that X10 has the strongest track record and best MuleSoft expertise in ASEAN, including with the fact that X10 is also the strongest partner for MuleSoft in terms of experience and number of projects, and its personnel are specifically trained on MuleSoft.
2. The Company's personnel may be insufficient. However, there are many ways that a group can grow. By integration with the X10 will increase service and competitiveness capability and will open up new opportunities for exponential growth, such as accepting more diverse projects or even accepting larger and more complex projects. In terms of personnel, X10 has about 400 personnel, but X10 also has a recruiting machine that can be used to recruit more personnel. Such recruitment engine is an engine that has a database of more than 10,000 personnel, so the concern about insufficient personnel is likely to no longer be an issue for the Company in the future.

When there was no shareholder asking questions or expressing any additional comments made, the Chairman proposed the meeting to cast votes on the agenda.

The Meeting Moderator informed the meeting that 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.

The Meeting Resolution The resolution was passed with the votes not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote approving the Company to invest in ordinary shares of Extend IT Resources Co., Ltd. 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 with details as proposed in all respects, with the following voting result:

Resolution	Vote	Percent
Approval	132,555,058	99.6167
Disapproval	510,000	0.3832
Abstention	0	0.0000
Voided Ballot	0	-

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

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.

The Chairman assigned the Legal Consultant to present details in this agenda to the meeting.

The Legal Consultant reported to the meeting that, 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 of the invitation letter.

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.

In this regard, 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.

The Chairman gave the shareholders an opportunity to ask questions or express additional comments. However, no shareholder asked question or expressed any additional comments. Therefore, the Chairman proposed the meeting to cast votes on the agenda.

The Meeting Moderator informed the meeting that 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.

The Meeting Resolution The resolution was passed with the votes not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote approving 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 with details as proposed in all respects, with the following voting result:

Resolution	Vote	Percent
Approval	132,555,058	99.6167
Disapproval	510,000	0.3832
Abstention	0	0.0000
Voided Ballot	0	-

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

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.

The Chairman assigned the Legal Consultant to present details in this agenda to the meeting.

The Legal Consultant reported to the meeting that, 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 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 Baht 0.50 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 of the invitation letter.

In this regard, 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.

The Chairman gave the shareholders an opportunity to ask questions or express additional comments. However, no shareholder asked question or expressed any additional comments. Therefore, the Chairman proposed the meeting to cast votes on the agenda.

The Meeting Moderator informed the meeting that 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.

The Meeting Resolution The resolution was passed with the votes not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote approving 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 with details as proposed in all respects, with the following voting result:

Resolution	Vote	Percent
Approval	132,555,057	99.6167
Disapproval	510,001	0.3832
Abstention	0	0.0000
Voided Ballot	0	-

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

Agenda 5 To consider other matters (if any).

The Meeting Moderator reported to the meeting that in this agenda 5, 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.

Mr. Chairat Ngamboonant, a shareholder, asked questions as follows:

1. Can the BOI that have to be renewed be renewed?
2. Is an acquisition of X10 too expensive, from over 40 times of P/E value?

Mr. Apisek answered to above question as follows:

1. The BOI that the Company had to renew has been approved already and the Company has received tax benefits since May 2021.
2. The 2021 net profit of X10 is later adjusted by KPMG, the Company's advisor. The Net Profit was adjusted to 34.48 million baht, resulting in the P/E value being 18 times. Therefore, the acquisition of X10 is not expensive at all, due to an aforementioned reasons in relation to the synergy, whether in term of unlimited resource that will happen, cross sale or up sale in the customer based of the Company and X10, as well as market dominance that makes the Company able to accept more complex and larger projects. Finally, the matter of re-skills and up-skills in resources that will lead to a better resource utilization process. The Company will use the resources of X10 in the part of digital transformation, the Company's premium segment service. Therefore, the Company believes that there will be many more synergy that will happen and will make this M&A is fully beneficial.

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

How much are the current backlog of the Company and X10?

Mr. Apisek answered to above question as follows:

At the end of Q1 of 2022, the Company has a backlog of 564 million baht and a pipeline of about 500 million baht, and for X10, it has a backlog of almost 400 million baht and a pipeline of about 500 million baht as well.

Mr. Chairat Ngamboonanant, a shareholder, asked a question as follows:

What is the direction of operations and growth of the Company and X10 for this year?

Mr. Apisek answered to above question as follows:

This year, the Company also foresee that every organization and many business sectors have continued to invest in digital transformation and technology. Therefore, the Company believes that the readiness of the Company both in the part of the personnel that is increasing, expertise and experience in all dimensions of digital transformation will make customers to have confidence and choose the Company as a service provider. This assure that the Company that the Company will be able to grow well pursuant to the goals that the Company has set.

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

What are the different parts of X10's net profit adjusted by IFA?

Mr. Apisek answered to above question as follows:

The independent financial advisor has adjusted by including the profit based on the audited financial statements of the related companies. However, information that Company discloses includes adjustment of unusual items such as expenses that are not related to normal business operations, which is an adjustment by KPMG, a business consulting company, thus resulting in a different result.

Mr. Chairat Ngamboonanant, a shareholder, asked questions as follows:


How will the MOU work with PTT Digital come out, and has Company received any work from PTT?


Mr. Apisek answered to above questions as follows:

The Company has had the opportunity to work with PTT Group for a long time, thus PTT sees the potential and expertise in the digital transformation of the Company. Therefore, the level of cooperation has been elevated to become Collaboration Agreement and an MOU was signed. Through this cooperation, the Company will cooperate with PTT Digital in developing and providing services in the field of Data and in the field of CRM, including providing comprehensive Digital Transformation services for companies in the PTT Group and other companies which the Company's will receive income from these work from PTT Group as well.

When there was no additional question and suggestions made, the Chairman then gave a closing speech and thanked all shareholders and proxies for attending the meeting and expressing comments as well as witness the counting of the vote.

Meeting closed at 11:07 hrs.

Signature  _____ The Chairman of the Meeting
(Mr. Chatchaval Jiaravanon)



(Ms. Unchalee Inthamrong)
The Corporate Secretary
The minute taker