



Beryl 8 Plus Public Company Limited (Head Office)
The 9th Tower Grand Rama 9 Building (Tower B), Floor 19,
33/4 Rama 9 Road, Huai Khwang, Bangkok 10310
Tel : 02-116-5081 Fax : 02-116-5082

No. B8-2024-0088

May 8, 2024

Re: Minutes of the 2024 Annual General Meeting of Shareholders

To: Shareholders

Attachment: Copy of the Minutes of the 2024 Annual General Meeting of Shareholders

With reference to the 2024 Annual General Meeting of Shareholders held by Beryl 8 Plus Public Company Limited (the "Company") on April 25, 2024 enclosed herewith are the Minutes of the meeting. If you wish to submit any amendments to these Minutes, please contact Company at be8_corpsec@beryl8.com or fax at +662-116-5082 no later than June 30, 2024 in order for Company to have sufficient time to collect all such amendments (if any) for further processing. If no such input is received, it shall be deemed that all shareholders approve these Minutes as written.

Please be informed accordingly.

Sincerely yours,

Beryl 8 Plus Public Company Limited

- Translation -

The Minutes of the 2024 Annual General Meeting of Shareholders
Beryl 8 Plus Public Company Limited

Date, time, and venue of the Meeting

The 2024 Annual General Meeting of Shareholders of Beryl 8 Plus Public Company Limited (the "Company") was convened on Thursday, April 25, 2024 at 10.00 hrs. via electronic means (E-AGM) only in compliance with the Emergency Decree on Meetings held via Electronic Means B.E. 2563 (2020) and other related regulations and livestreamed from Galleria 2-3, S31 Sukhumvit Hotel on 5th floor, located at 545 Sukhumvit Road, Klongtoey Nua, Wattana, Bangkok 10110

Prior to proceedings, the Company presented an introduction video, explaining attendance of the meeting via electronics means, as well as the voting methods via e-Voting system and the process for asking questions via electronic means.

Commencement of the Meeting

Mr. Chatchaval Jiaravanon, Chairman of the Board of Directors, acted as the chairman of the meeting ("Chairman").

The Chairman welcomed the shareholders to the 2024 Annual General Meeting of Shareholders via electronic means, then assigned Ms. Unchalee Inthamrong, Corporate Secretary, to act as the meeting moderator ("Meeting Moderator")

The Meeting Moderator informed the meeting that the Company has determined the Record Date for shareholders who are eligible to attend the 2024 Annual General Meeting of Shareholders on March 28, 2024. There were 17 shareholders attending the meeting via electronic media in person, holding 128,665,090 shares, and 40 shareholders attending the meeting by proxy, holding 33,793,592 shares,

in total 57 shareholders and proxies attended the meeting, holding a total of 162,458,682 shares, equivalent to 61.3725 % of the total 264,709,131 issued shares of the Company. It can be deemed that the number of the shareholders who attended the meeting in person and by proxy exceeded 25 shareholders and the number of shares of the shareholders was more than one-third of the total number of issued shares of the Company. A quorum was thus constituted in accordance with the Company's Articles of Association.

The Meeting Moderator then introduced the Directors, Management members and auditors. The attendance was as detailed below:

Directors attending the Meeting: 7 directors out of 8 directors (equivalent to 87.5% of the total Board members) as follows:

- | | |
|-----------------------------------|--|
| 1. Mr. Chatchaval Jiaravanon | Chairman of the Board of Directors |
| 2. Mr. Udomsakdi Apichatthanapath | Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee |
| 3. Dr. Nithinart Sinthudeacha | Director / Chairlady of the Executive Committee / Member of the Nomination and Remuneration Committee |
| 4. Mr. Karn Punyacharoensin | Director |
| 5. Mr. Apisek Tewinpagti | Director / Member of the Risk Management Committee / Member of the Executive Committee / Chief Executive Officer / Chief Solution Delivery Officer |
| 6. Mr. Krisada Ketphupong | Director / Member of the Risk Management Committee / Member of the Executive Committee |
| 7. Mr. Supachai Buristrakul | Director / Member of the Risk Management Committee / Member of the Executive Committee |

Directors absent from the Meeting:

- | | |
|------------------------------|--|
| 1. Mr. Chatrapee Tantixalerm | Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee |
|------------------------------|--|

In this regard, as Mr. Threekwan Bunnag, an independent director, announced his resignation from directorship on February 29, 2024, the Company is in the process of appointing an independent director to fill the vacant position.

Executives in attendance:

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

Auditors:

- | | |
|--------------------------------|---|
| 1. Mr. Vatcharin Pasarapongkul | Auditor from EY Office Limited |
| 2. Mr. Thanrawe Pattarawinit | Representatives from EY Office Limited, who being witnesses during the voting process |

The Meeting Moderator informed the meeting that Thai Investors Association appointed Miss Chanatip Wittayakul as a volunteer to protect attending shareholders' rights and to act as a witness of the vote counting with the auditor representative. The meeting was conducted using an e-meeting system operated by a third party, Inventech Systems (Thailand) Company Limited, a provider of electronic shareholder meeting systems that meet the e-meeting standards of the Electronic Transactions Development Agency.

In order to promote good corporate governance and equitable treatment of its shareholders, the Company had informed shareholders via the Stock Exchange of Thailand and published an announcement on its own website to invite shareholders to propose matters to be included in the meeting agenda of the 2024 Annual General Meeting of Shareholders and to nominate individuals whose qualifications were appropriate and met the criteria prescribed by the Company to be elected as directors during the period from October 1, 2023 to December 31, 2023. However, no shareholders proposed any agenda item, nor did they nominate any person in accordance with the prescribed criteria.

Prior to proceeding with the Meeting in accordance with the agenda, the Meeting Moderator clarified the procedures for the E-AGM, and vote counting on each agenda item of this meeting to all shareholders. In addition, the Meeting was informed of the inquiry submission procedure and the e-voting procedure through a video presentation, which could be summarized as follows:

Meeting methods and criteria

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. For Agenda 4 regarding the election of directors to replace those who are retired by rotation, the Company will use individual election methods in order to be consistent with the principles of good corporate governance.
3. Casting votes via electronic means by shareholders is considered a binding vote equal to a traditional form of voting.
4. 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.
5. 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.

6. 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.
7. 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.

Procedures of voting

1. The meeting will consider the matters in order of the agenda specified in the meeting invitation letter by presenting information in each agenda and giving shareholders an opportunity to ask questions before voting and will notify the result of the vote to the meeting when the votes are counted in that agenda finish in order.
2. The shareholder is able to cast their vote on each agenda item, with three options, voting for approval, disapproval, or abstention by selecting the voting function on the screen and clicking "Submit Vote". The shareholders can revise their votes within the given time frame. The Company will provide 1 minute for vote casting. If the shareholder or the proxy does not cast any votes within the specified time, it will be considered a vote of approval for the proposed agenda item.
3. For shareholders or multiple proxies, the system will display all names of all proxies. Voting will be done separately for each person.

The shareholders holding proxies from several shareholders and use the same e-mail and telephone number for identity verification, the system will combine the names of those granting proxies in the same user account. Except using different email addresses and phone numbers for identity verification, the system will not include the names of the proxies and it will be used as a separate user account. To access other accounts, select menu "User Account" and press the "Change Account" button to access the accounts of other proxies and the system will not remove votes from the meeting base.

In the event that shareholders register and leave the quorum before closing voting on any agenda, the votes of shareholders will not be counted as a quorum for the said agenda and votes will not be counted for the remaining agenda items. However, leaving the quorum in any agenda item shall not disqualify the rights of shareholders or proxies to return to attend the meeting. and vote on agenda items that have not yet been processed in the system.

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 3 types as follows:

Section 1: Agenda that requires the majority votes of the shareholders attending the meeting and casting their votes (Agenda 1, 3, 4, 6, 7), the Company will not calculate the "abstention" votes as the base for the calculation.

Section 2: Agenda that requires a vote of not less than two-thirds of the total number of votes of shareholders attending at the meeting and entitled to vote (Agenda 5), the Company will calculate vote by counting both "approval", "disapproval" and "abstention" as the base for the calculation.

Section 3: 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 8, 9, 10), the Company will calculate vote by counting both "approval", "disapproval" and "abstention" as the base for the calculation.

For Agenda 10, there must be no shareholder holding more than 10% of the total votes of the shareholders who attend the meeting and cast their votes.

Inquiries raised during the Meeting

Before voting on each agenda, the meeting chairman or assigned person will give meeting participants an opportunity to ask questions or express opinions on issues related to that agenda as appropriate. The methods for asking and expressing opinions are as follows:

1. The shareholders or proxies who wish to ask questions or express their opinions may do so by selecting the question function, clicking "Send Question", choosing the agenda item they want to ask a question about, or typing the question in advance, then clicking "Send Question".

The Company will allow 1 minute for sending questions into the system for each agenda item.

2. The Company will answer questions in the meeting room for the agenda related to that question. In the event that a large number of questions are submitted, the Company reserves the right to select questions as appropriate and related to each agenda. In the case that the question cannot be answered completely within time, the Company will summarize it as an attached document to the minutes of the general meeting of shareholders as appropriate.

In addition, the meeting moderator explained that the Company will collect, use and disclose personal information, including recording the meeting tape for the preparation of minutes and meeting management. The names-surnames of the shareholders and proxies placing inquiries and comments would appear in the minutes of the meeting and will be published on the Company's website.

The Meeting Moderator also informed the Meeting that any shareholders and proxies who experienced issues or had inquiries about the meeting system during the meeting could contact the call center, whose

number was given in the Notice to the Annual General Meeting of Shareholders Tel: 02-931-9137 and Line official shown on the screen.

After the Meeting acknowledged and had no further inquiries regarding the voting procedures, vote counting, announcement of the voting results, and meeting protocols as described above, then proceeded to conduct the meeting in accordance with the agenda items listed below.

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

The Meeting Moderator reported to the meeting that the Company has prepared of the minutes of the 2023 Annual General Meeting of Shareholders held on April 27, 2023 and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the date of the meeting as required by law as well as published on the Company's website, as detailed in Enclosure 1 of the invitation letter.

In this regard, the Company's Board of Directors considered that the minutes of the 2023 Annual General Meeting of Shareholders have been recorded correctly, it is deemed appropriate to propose the minutes of the 2023 Annual General Meeting of Shareholders, held on April 27, 2023 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 questions or expressed any additional comments. Therefore, the Chairman proposed the meeting to cast votes on the agenda.

The Meeting Moderator informed the meeting that a resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

The Meeting Resolution The resolution was passed unanimously with the majority votes of the shareholders attending the meeting and casting their votes for the certifying of the minutes of the 2023 Annual General Meeting of Shareholders, held on 27 April 2023 with details as proposed in all respects, with the following voting result:

Resolution	Number of Votes	Equivalent to
Approved	162,460,382	100.0000
Disapproved	0	0.0000
Abstain	0	-
Total	162,460,382	100.0000

Remarks: In this agenda, there were 2 additional shareholders or proxies attending the meeting, accounting for 1,700 shares, totaling 59 attendees and 162,460,382 shares.

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

The Chairman assigned Mr. Apisek Tewinpagti, Chief Executive Officer, ("Chief Executive Officer"), to act as a spokesperson on this agenda.

Chief Executive Officer provided an overview of the operational results and significant events of the fiscal year 2023 which is outlined in the 2023 Annual Registration Statement (Form 56-1 One Report). The 2023 Annual Registration Statement is delivered to the shareholders in the form of QR code with the Notice of this Meeting, enclosed hereto as Enclosure 2, which could be concluded as follows:

Beryl 8 Plus Public Company Limited (the "**Company**") specializes a digital transformation consulting services, offering comprehensive solutions that prioritize business development, collaborating closely with clients to leverage innovations and cutting-edge technology to maximize benefits and enhance competitiveness. The Company operates both independently and through its subsidiaries and associated companies, collectively referred to as the "**Corporate Group**."

The Company has achieved several significant milestones, summarized as follows:

- In 2009, Beryl 8 Plus Company Limited was registered to conducting a digital transformation consulting business, specializing in end-to-end solutions on customer relationship management ("CRM") and initiated a partnership with Salesforce.
- In 2015, the Company was appointed as a supplier of Salesforce software (Reseller).
- In 2019, the Company expanded its business to Vietnam by established Beryl 8 Plus - Vietnam Company Limited and being appointed as the first supplier of Salesforce software in Vietnam.
- Subsequently, the Company enhanced its technological capabilities and broadened its service offerings to include Data Analysis and Artificial Intelligence (AI). In addition, the Company evolved into a software supplier and established partnerships with industry-leading companies such as Salesforce, Google, MuleSoft, Tableau, and Snowflake.

Over the preceding period, the Company has experienced substantial growth across multi facets of its operations. This includes the products and services diversification, new world-class digital technology adoption, as well as its international expansion. As a result, the number of consultants and system developers has continued to notably increase. In anticipation of future expansion, the Company is actively preparing to scale its operations further. Additionally, in 2021, the Company successfully listed on the mai market.

With 14 years of industry expertise, the Company has garnered deep insights into the complexity of digital transformation and recognizing the pivotal role in empowering customers to excel in their respective industries through digital transformation. The Company is committed to increasing its capabilities to provide comprehensive services catering to all dimensions of business requirements. The year 2023 marks a significant

milestone characterized by growth and success, particularly in the collaborative endeavors of the Digital Transformation Ecosystem. This initiative is geared towards facilitating complete digital transformation through a variety of services, each highlighting with potential across various dimensions, and together offering holistic solutions to customers. The Corporate Group consists of companies and business partners with diverse technological expertise, each contributing unique strengths to the collaborative effort. This synergy forms a team comprising 6 companies as follows:

1. Extend IT Resource Company Limited, ("X10"), Thailand's leading technology company, has unapparelled expertise and extensive experiences in structuring Technology Integration Platform. X10 is a regional leader in implementation services with the MuleSoft, which the Company has acquired and holds 100% of shares.
2. Bay Computing Company Limited (currently transformed into Bay Computing Public Company Limited) ("Baycom"), is one of the country's top leaders in cyber security and providing one-stop solutions, which the Company has acquired and holds 100% of shares.
3. E-C.O.P (Thailand) Company Limited, a managed security service provider and provides professional security consulting services. Currently, Bay Computing Company Limited (BAYCOMS) holds 100% shares.
4. Reconix Company Limited ("Reconix"), is a provider of cyber security services with expertise in vulnerability testing and smart contract auditing. The Company has acquired and now holds 70% of shares. (Presently, its shareholding structure has been adjusted. The Company has sold Reconix shares to BAYCOMS to adjust the structure of the cyber security business group.)
5. Vanilla & Friends Company Limited, is a branding & digital marketing consultant. The Company has acquired and holds 51% of shares.
6. Techsauce Media Company Limited, is a technology medium and online business that provides content for the tech industry in the business world and serves as a tech conference organizer. The Company has acquired and holds 20% of shares.

An overview of business operations and joint operating results of group synergy in 2023 can be summarized as follows:

1. Finance:
 - In 2023, the Corporate Group achieved a total revenue of 2,427 million Baht, marking a six-folded growth compared to the Company's total revenue in 2021, the year of its Initial Public Offering (IPO), during which the Company generated of 384 million Baht in revenue.
 - The Corporate Group collectively improved the efficiency in managing financial costs.

2. Sales:

- In 2023, the Corporate Group had a customer base of 500 top-tier clients, spanning across multi-industries both domestically and internationally. This growth resulted in three-fold increase compared to 2021, which consisted of 150 customers base in both domestic and international markets.
- Evidence of Growth from upsell and cross sell between group of companies is apparent. (Growth from Synergy)
- The combination of backlog and pipeline contributed to a total value exceeding 900 million Baht for the Corporate Group.

3. Business:

- In 2023, the Corporate Group successfully delivered more than 800 projects, three-fold increase when compared to 2021, which had over 250 projects delivered.
- The Corporate Group has entered contractual partnerships with over 60 world-class technology companies, marking a substantial growth of six-fold compared to 2021 when the Company had partnerships with only 10 technology companies.
- International expansion has started with Vietnam, Australia, and Singapore markets.

4. Human resources:

- In 2023, the Corporate Group reached approximately 1,000 employees, mostly consultants and developers, marking an incredible growth in resources of six-fold compared to 2021 when the Company had approximately 180 employees.
- In 2023, the Corporate Group achieved over 400 certificates from world-class technology partners, representing a double growth from 2021 when the Company held a total of 180 certificates.
- Alongside the rise in employee numbers, there was a notable augmentation of the experienced management team. Comprising individuals with expertise, competence, and a forward-looking vision, this bolstered leadership plays a pivotal role in facilitating the expansion of business operations and strengthen the Corporate Group as a Digital Transformation Ecosystem.
- Implementation of shared services within the Corporate Group aimed to streamline operations and reduce overall expenses.

The products and services offered by the Corporate Group operate within a value chain framework, embodying end-to-end expertise in digital transformation. These comprehensive services can be summarized as follows:

1. Strategy Consulting
2. Technology Consulting
3. Data & AI
4. Experience Design

5. Digital Agency
6. Digital Capability Building
7. Cyber Security & Risk
8. Staff Augmentation

Moreover, the Company has been an active member of Thai Private Sector Collective Action Against Corruption or CAC since 2020. The Company reaffirmed its certificate as a member of CAC no. 1 on October 5, 2022. The Company's directors and executives have integrated anti-corruption policies into its overarching framework, disseminating these guidelines through various communication channels to executives, employees, and stakeholders. Consequently, the Company has instilled a culture of strict adherence to anti-bribery and anti-corruption protocols at all organizational levels. The Company conducted orientation sessions regarding these policies for new employees and continuous monitoring, evaluation, and assessment mechanisms have been established to mitigate corruption risks, complemented by the establishment of a whistleblowing channel on the Company's website. In 2023, the Company received no complaints or indications of inappropriate behavior or operational violations related to the policies.

Following this, the Chairman provided shareholders with an opportunity to pose questions or share additional comments. However, no questions or further comments was provided.

The meeting facilitator informed the meeting that this agenda item was for acknowledgment and did not require to vote.

The Meeting Resolution The meeting acknowledged the Company's Operations for the fiscal year 2023

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

The Chairman assigned Mrs. Supattra Simtharakaew, Chief Financial and Accounting Officer ("Chief Financial and Accounting Officer"), to act as a reporter on this agenda.

Chief Financial and Accounting Officer reported to the meeting that, pursuant of the Public Company Limited Act B.E. 2535, Section 112 and the Company's Articles of Association, Articles 38 and 39, a company shall prepare the balance sheet and profit and loss account ended as at the end of each accounting year, which is audited by the auditor to the Annual General Meeting of Shareholders' approval. And the Board of Directors shall appoint an auditor to complete audit the balance sheet and profit and loss account before proposes to the shareholders' meeting.

The Company, therefore, proposes the statement of financial position and statement of comprehensive income for the year ended December 31, 2023 which has been audited and certified by Mr. Vatcharin Pasarapongkul, Certified Public Accountant Registration No. 6660 from EY Office Limited. The details appearing in the Annual Registration Statement for the year 2023 (Form 56-1 One Report) as delivered to the shareholders

in the form of QR code with the Notice of this Meeting, enclosed hereto as Enclosure 2, which could be concluded as follows:

(Unit : Baht)

Details	Consolidated Financial Statements		Separate Financial Statements	
	Year 2023	Year 2022	Year 2023	Year 2022
Total Assets	3,988,631,280	3,922,780,697	2,878,655,608	2,770,841,388
Total Liabilities	1,188,976,008	1,369,725,424	238,617,605	236,546,714
Shareholder's Equity	2,784,721,765	2,553,055,273	2,640,038,003	2,534,294,674
Total Revenues	2,427,494,089	810,978,215	660,883,398	569,296,192
Net Profit	250,243,477	138,623,458	106,946,597	115,394,394
Earnings per share	0.92	0.61	0.40	0.51

In 2023, the Company recorded accounting adjustments according to accounting standards, which has no impact on the Company's cash flow, 2 items amounting to 28 million baht, with details as follows:

1. Adjustments from the purchase price allocation from the acquisition of a subsidiary company in terms of intangible assets from commercial contracts with terms ranging from 3 - 9 years, customer base and deferred income taxes. Based on the valuation of assets acquired from business combinations in the amount of 17.81 million baht.

2. Adjusting the fair value of the project contract assets using the current interest rate which increased by 2.3 percent resulted in a difference between the fair value and the contract asset value of 10.11 million baht.

The Board of Directors deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve separate financial statements and consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2023, which were audited and certified by the certified public accountant of EY Office Limited and have been approved by the Audit Committee and the Board of Directors.

Therefore proposed the general meeting of shareholders to consider and approve separate financial statements and consolidated financial statements for the year ended December 31, 2023

The Chairman gave the shareholders an opportunity to ask questions or express additional comments. However, no shareholder asked questions or expressed any additional comments. Therefore, the Chairman proposed the meeting to cast votes on this agenda to consider and approve separate financial statements and consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2023.

The Meeting Moderator informed the meeting that a resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

The Meeting Resolution The resolution was passed unanimously with the majority votes of the shareholders attending the meeting and casting their votes for the approval of the Financial Statements for the year ended December 31, 2023 with the following voting result:

Resolution	Number of Votes	Equivalent to
Approved	162,663,584	100.0000
Disapproved	0	0.0000
Abstain	0	-
Total	162,663,584	100.0000

Remarks: In this agenda, there were 3 additional shareholders or proxies attending the meeting, accounting for 203,202 shares, totaling 62 attendees and 162,663,584 shares.

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

The Meeting Moderator informed the meeting that on agenda 4, there were 3 directors who would be retiring by rotation, namely 1. Mr. Chatchaval Jiaravanon 2. Mr. Chatrapee Tantixalerm 3. Mr. Krisada Ketphupong. Therefore, to comply with good corporate governance, the directors would leave the meeting until the consideration is made.

When directors whose terms have expired and nominated to be appointed by shareholders as directors, has already left the meeting The Board of Directors has assigned the meeting moderator who as an secretary of the Nomination and Remuneration Committee is the reporter on this agenda.

The Meeting Moderator informed the meeting that according to the Public Limited Company Act B.E. 2535 (1992), Section 71 and Article 17 of the Company's Articles of Association, one-third (1/3) of the directors would have to retire from the office in the Annual General Meeting. In this general meeting of shareholders, there were 3 directors who would be retiring by rotation, namely:

1. Mr. Chatchaval Jiaravanon
2. Mr. Chatrapee Tantixalerm
3. Mr. Krisada Ketphupong

The process of directors' nomination of the Company, the Company has complied with the good corporate governance policy to demonstrate the fair and equitable treatment of all shareholders, the Company therefore offered an opportunity for shareholders to nominate persons deemed qualified, knowledgeable, competent, and suitable to represent them as directors in the 2024 Annual General Meeting of Shareholder in advance from October 1, 2023 until December 31, 2023, by publishing the specified rules and guidelines that

the Company has set through the electronic channels of the Stock Exchange of Thailand and on the Company's website. As a result, no shareholder proposed an agenda and nominated any person for election as director.

The Nomination and Remuneration Committee (excluding the directors who must retire from the office by rotation at the Meeting), has performed the nomination process under the Criteria on the Nomination of the Company's Directors by considering and screening the qualifications and appropriateness as required by the Public Limited Company Act B.E. 2535 (1992) (including which has been amended), proportion of the number of directors and independent directors, qualifications of independent directors which is consistent with the criteria and in accordance with the announcement of the Securities and Exchange Commission and the Stock Exchange of Thailand. The qualifications of the nominees have been carefully considered and took into account of the diversity of the Board of Directors, and the composition of qualification, knowledge, particular professional skills and the Board Skill Matrix to be in line with the business strategies and performance throughout the period of service as a director of the Company.

The Board of Directors, excluding the directors who must retire from the office by rotation at the 2024 Annual General Meeting of Shareholders, has carefully considered through the qualification of each candidate who is qualified and resolved to approved as proposed by the Nomination and Remuneration Committee. And present it to the general meeting of shareholders to consider electing persons to be directors in place of those whose terms have expired. Therefore propose the re-election of 3 directors for another term as follows:

- Mr. Chatchaval Jiaravanon to be reappointed as a Director for another term
- Mr. Chatrapee Tantixalerm to be reappointed as an Independent Director for another term
- Mr. Krisada Ketphupong to be reappointed as a Director for another term

All 3 persons are fully qualified in accordance with relevant laws and the Company's Articles of Association, has experience, knowledge, abilities, expertise in pursuant to the Company's Board Skills Matrix, including considering the performance of duties of the directors according to the director selection policy, which all retiring directors' high performance during the term of office. The Board of Directors considered the independence of the candidate nominated as independent directors, Mr. Chatrapee Tantixalerm can give opinions independently and qualified to be independent director according to the relevant regulations and laws.

The detailed profile of each director was sent to all shareholders along with the meeting invitation letter.

The Board of Directors 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 this agenda to consider and approve the nomination of persons to be elected as directors to replace those retiring by rotation.

The Meeting Moderator informed the meeting that a resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

The Meeting Resolution The resolution was passed unanimously with the majority votes of the shareholders attending the meeting and casting their votes for approve the election of directors to replace those who are retired by rotation of 3 directors for another term and nominated another qualified person as a director, with the following voting result:

1) Mr. Chatchaval Jiaravanon, Director (Hold office for another term)

Resolution	Number of Votes	Equivalent to
Approved	162,544,784	99.9269
Disapproved	118,800	0.0730
Abstain	0	-
Total	162,663,584	99.9999

2) Mr. Chatrapee Tantixalerm, Independent Director (Hold office for another term)

Resolution	Number of Votes	Equivalent to
Approved	162,663,584	100.0000
Disapproved	0	0.0000
Abstain	0	-
Total	162,663,584	100.0000

3) Mr. Krisada Ketphupong, Director (Hold office for another term)

Resolution	Number of Votes	Equivalent to
Approved	162,663,584	100.0000
Disapproved	0	0.0000
Abstain	0	-
Total	162,663,584	100.0000

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

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

The Chairman has assigned the meeting moderator who as an secretary of the Nomination and Remuneration Committee is the reporter on this agenda.

The Meeting Moderator reported to the meeting that, pursuant of the Public Limited Company Act B.E. 2535, Section 90 and the Articles of Association of the Company, Article 22, Directors shall be entitled to receive remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms according to the approval of the shareholder's meeting.

In considering remuneration of the Board of Directors, the Nomination and Remuneration Committee relied on the Director Compensation Best Practices issued by Thai Institute of Directors (IOD) and the Company's performances, scope of duties and responsibilities and performance of each director as well as comparative information with companies on the Stock Exchange and the same market and industry, which appropriate and comparable. The Committee agrees to proposed the 2024 remuneration of the Board of Directors at the budget not exceeding Baht 4,000,000 (Four Million Baht) which is at the same rate as 2023.

Board of Directors is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the remuneration to the Board of Directors for the year 2024 within the budget of not exceed 4,000,000 Baht (Four Million Baht) per year, until further change to be made by the resolution of shareholders meeting. The details of which are as follows:

1. Meeting allowance:

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

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

2. **Bonus** : The bonus (calculated from the remaining amount of approved remuneration budget) will be allocated to directors by which the Board of Directors is authorized to determine the conditions, the details, and the rate of bonus payment as appropriate together with consideration of the Company's performance outcomes. In addition, the amount of bonus being allocated to each director is depended on the accountability, performance and the participation in the meeting. The Executive Director will not receive any director's bonus.

3. **Other Remuneration and Benefits** : None

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 this agenda to consider and approve the determination of directors' remuneration for the year 2024.

The Meeting Moderator informed the meeting that the resolution for this agenda item required at least two-thirds (2/3) of the total votes of the shareholders attending the meeting and entitled to vote.

The Meeting Resolution The resolution was passed unanimously with more than two-thirds (2/3) of the total votes of the shareholders attending the meeting and entitled to vote, to approve the remuneration to the Board of Directors for the year 2024 as proposed, with the following voting result:

Resolution	Number of Votes	Equivalent to
Approved	162,662,484	99.9993
Disapproved	0	0.0000
Abstain	1,100	0.0006
Total	162,663,584	100.0000

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

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

The Chairman assigned Chief Financial and Accounting Officer to act as a reporter on this agenda.

The Chief Financial and Accounting Officer reported to the meeting that, pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) and Article 36 of the Company's Articles of Association, which specify that the Annual General Meeting of Shareholders shall appoint the auditor and fix the auditor's remuneration annually. In appointing the auditor, the former auditor may be re-appointed. And the Notification of the Capital Market Supervisory Board stipulates a listed company must rotate the auditor every 7 fiscal years, whether consecutive or not. The Company will appoint such auditor as the Company's auditor after the period at least five consecutive fiscal years. However, the Company can appoint new auditor from the same audit firm as the previous auditor.

The Audit Committee resolved to select EY Office Limited, (EY) to be the audit firm for the Company and its subsidiaries for the years 2024 due to the readiness in both quality standards and the audit fee, along with an understanding of the company's business. EY is able to provide guidance and offer in-depth insights derived from audits to create value added as well as continuously provide beneficial knowledge on various matters to the company, and they also have been independent and have had no relationship or conflict of interest with the Company, its subsidiaries, managements, major shareholders, or related persons of the said persons, so they are independent to audit and express their opinions for the group's financial statements.

The Board of Directors considered the Audit Committee's recommendations and deemed it appropriate to propose to the shareholders' meeting for approval of the appointment of one of the following auditors from EY Office Limited as the group's auditor for the year 2024, namely:

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

In case that the auditors whose names appear above are not able to perform their duties, EY Office Limited shall nominate other auditors from EY Office Limited to replace the auditors mentioned above and perform the audit and express their opinions on the group's financial statements.

The details of the auditors' profile and work experience has delivered to the shareholders with the Notice of this Meeting, enclosed hereto as Enclosure 5.

The audit fees for the 2024 financial statements of the group including its quarterly financial statements will be fixed at 4,600,000 Baht, the details of which are as follows:

Audit Fee

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

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

Non – Audit Fee

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

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

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

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

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 this agenda to consider and approve the appointment of the Auditor and the audit fees of the group for the year 2024.

The Meeting Moderator informed the meeting that a resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

The Meeting Resolution The resolution was passed unanimously with the majority votes of the shareholders attending the meeting and casting their votes for the appointment of the Auditor and the audit fees of the group for the year 2024, in the amount of 4,600,000 Baht, with the following voting result:

Resolution	Number of Votes	Equivalent to
Approved	162,663,584	100.0000
Disapproved	0	0.0000
Abstain	0	-
Total	162,663,584	100.0000

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

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

The Chairman assigned Chief Financial and Accounting Officer to act as a reporter on this agenda.

The Chief Financial and Accounting Officer reported to the meeting that, pursuant to Section 116 of the Public Limited Company Act B.E. 2535 and Article 45 of the Company's Articles of Association, the Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital. Presently, the Company has its registered capital of 132,354,565.50 Baht and has a legal reserve amounted as per the Separate Financial Statement of 12,100,000 Baht. Therefore, for the year 2024, the Company shall appropriate the portion of annual net profit as a legal reserve in the amount of 1,140,000 Baht. As a result, the Company shall have legal reserve in the amount of 13,240,000 Baht, which is 10 percent of the registered capital of the Company.

The Company has the policy to pay dividends to shareholders at the rate of not less than 40 percent of net profit from separate financial statements after deduction of corporate income tax, legal reserves and all the Company's reserve funds (if set forth herein and if any). However, in considering the annual dividend payment, the Board of Directors take into consideration the Company's operating results, necessity of having adequate working capital for its business administration, investment plans for future business expansion and changes in marketing conditions or economic situation.

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

Therefore, the Company considers proposing the payment of dividends from the operation result during 1 January - 31 December 2023, at the rate of 0.23 Baht per share, with the total number of shares at 264,709,131 shares. Total dividend payment amount is Baht 60,883,100.13 or equivalent to 57% of net profit of the separate financial statement, which is in accordance with the Company's dividend payment policy. The proposed dividend payment is the net profit from the Company's operations which has been promoted by the Board of Investment in the amount of 60,883,100.13 Baht or equivalent to 0.23 Baht per share.

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

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

Items		2023	2022
1.	Net income (Million Baht)	106.9	121.3
2.	Number of shares (Million shares)	264.7	225.6
3.	Earnings per share (Baht per share)	0.40	0.51
4.	Dividend per share (Baht per share)	0.23	0.055

Items		2023	2022
5.	Total dividend payment (Million Baht)	60.9	13.2
6.	Payout ratio (as a percentage)	56.9	10.8

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

The Board of Directors deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the allocation of profit from the operating results of the Company during 1 January to 31 December 2023 for legal reserves and the dividend payment. The details are as follows:

1. allocate the net profit for 2023 in the amount of 1,140,000 Baht to the legal reserve. As a result, the legal reserve is equal to 13,240,000 Baht, which is 10% of the Company's paid-up capital;
2. pay dividends in cash at the rate of 0.23 Baht per share and in the total amount of up to 60,883,100.13 Baht or equivalent to 57% of net profit of the separate financial statement after deduction of statutory reserves which is in accordance with the Company's dividend payment policy. The proposed dividend payment is the net profit from the Company's operations which has been promoted by the Board of Investment.

The Chairman gave the shareholders an opportunity to ask questions or express comments or opinions. However, there was no shareholder asking or expressing any additional opinions. Therefore, it suggested the meeting to cast votes on this agenda to consider and approve the allocation of profit from the operating results of the Company for the year ended December 31, 2023, and the dividend payment.

The Meeting Moderator informed the meeting that a resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

The Meeting Resolution The resolution was passed unanimously with the majority votes of the shareholders attending the meeting and casting their votes for approve the allocation of profit from the operating results of the Company for the year ended December 31, 2023, and the dividend payment, with the following voting result:



Resolution	Number of Votes	Equivalent to
Approved	162,663,584	100.0000
Disapproved	0	0.0000
Abstain	0	-
Total	162,663,584	100.0000

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

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

The Chairman has assigned the meeting moderator is the reporter on this agenda.

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

Existing Company's seal	New Company's seal
	

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

The Board of Directors deems it appropriate propose to the 2024 Annual General Meeting of Shareholders to consider and approve the amendment to the Company seal as detailed above.

The Chairman gave the shareholders an opportunity to ask questions or express comments or opinions. However, there was no shareholder asking or expressing any additional opinions. Therefore, it suggested the meeting to cast votes on this agenda to consider and approve the amendment of the Company seal.

The Meeting Moderator informed the meeting that this agenda requires a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

The Meeting Resolution The resolution was passed unanimously with more than three-fourth (3/4) of the total voting rights of the shareholders who attend the Meeting and are eligible to vote to approve the amendment of the Company seal as proposed, Including approve to authorize any director and/or assigned person by the director to be authorized in taking necessary actions in order to comply with the Registrar's order to complete the registration of the amendment of the Company seal with Ministry of Commerce, with the following voting result:

Resolution	Number of Votes	Equivalent to
Approved	162,675,884	100.0000
Disapproved	0	0.0000
Abstain	0	0.0000
Total	162,675,884	100.0000

Remarks: In this agenda, there were 1 additional shareholders or proxies attending the meeting, accounting for 12,300 shares, totaling 63 attendees and 162,675,884 shares.

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



The Chairman has assigned the meeting moderator is the reporter on this agenda.

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

Existing version	Proposed amendment
<p>Article 25. As for the invitation, the chairman or the one assigned by the chairman must send invitation letters to all directors at least seven (7) days before the meeting day, except a case of emergency where rights or advantages of the Company have to be protected. The chairman or any other person designated will notify of the meeting can be given through any other mean and the meeting day can be determined to be earlier. However, if the meeting at that time is a meeting via electronic media. The company can send the meeting invitation by electronic mail.</p>	<p>Article 25. As for the invitation, the chairman or the one assigned by the chairman must send invitation letters to all directors <u>at least three (3) days</u> before the meeting day, except a case of emergency where rights or advantages of the Company have to be protected. The chairman or any other person designated will notify of the meeting can be given through any other mean and the meeting day can be determined to be earlier. However, if the meeting at that time is a meeting via electronic media. The company can send the meeting invitation by electronic mail.</p> <p><u>When there is reasonable cause or where the rights or benefits of the Company have to be protected. Two or more directors will jointly request that the Chairman convene a meeting of the Board, provided that the agendas and</u></p>

Existing version	Proposed amendment
	<p><u>reasons to be proposed to the meeting are also specified. In such circumstance, the Chairman shall call and fix the date of the meeting within fourteen (14) days from the date of receipt of such request. If the chairman of the board fails to act according to paragraph two, the requesting director or directors may call and fix the date of the board meeting to consider the matter requested within fourteen (14) days from the expiration of period according to paragraph two.</u></p>
<p>Article 28. The board of directors has to hold at least three (3) months per a meeting at the province where the Company's head office is located or at any adjacent provinces or any other places. The determination of the date, time and place is at the discretion of the Chairman of the Board.</p>	<p>Article 28. The board of directors has to hold <u>at least one (1) time every three (3) months</u> at the province where the Company's head office is located or at any adjacent provinces or any other places. <u>Or may be conducted via electronic means as prescribed by the laws governing electronic meetings. In such case, the head office of the Company shall be deemed to be the meeting venue.</u> The determination of the date, time and place is at the discretion of the Chairman of the Board.</p>
<p>Article 31. In an invitation letter for a shareholder meeting, the board must clearly indicate the place, date, time and agenda of the meeting, and issues to be reported to the quorum of the meeting with appropriate details by clearly indicating whether each of the reported issues is for acknowledgment, approval, or consideration, as the case may be, together with the board's opinions towards such matters. The invitation letters must be sent to all shareholders</p>	<p>Article 31. In an invitation letter for a shareholder meeting, the board must clearly indicate the place, date, time and agenda of the meeting, and issues to be reported to the quorum of the meeting with appropriate details by clearly indicating whether each of the reported issues is for acknowledgment, approval, or consideration, as the case may be, together with the board's opinions towards such matters. The invitation letters must be sent to all shareholders</p>

Existing version	Proposed amendment
<p>and the registrar at least seven (7) days before the meeting day and advertising the meeting on a newspaper for at least three (3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days.</p> <p>The shareholder meeting shall be held in the province where the company's head office is located. or nearby provinces as determined by the committee. Or held a shareholder meeting through electronic media. As the committee deems appropriate</p> <p>In the case of a shareholder meeting via electronic media, proceed in accordance with any relevant criteria, procedures, rules and/or orders that are effective on the date of that shareholder meeting.</p>	<p>and the registrar at least seven (7) days before the meeting day and advertising the meeting on a newspaper <u>or via electronic media</u> for at least three (3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days <u>in accordance with the rules prescribed by the Registrar.</u></p> <p>The shareholder meeting shall be held in the province where the company's head office is located. or nearby provinces as determined by the committee. Or held a shareholder meeting through electronic media. As the committee deems appropriate</p> <p>In the case of a shareholder meeting via electronic media, proceed in accordance with any relevant criteria, procedures, rules and/or orders that are effective on the date of that shareholder meeting.</p>
<p>Article 44. Dividends shall not be paid out of any type of funds other than out of profit. In case the Company still has accumulated loss, no dividends shall be paid.</p> <p>Dividends shall be distributed according to the number of shares on an equal basis, except in the case where the company issues preferred shares and specifies that preferred shares receive different dividends from ordinary shares. Dividends shall be allocated as specified. The payment of dividends shall be approved by the shareholders meeting.</p> <p>The board of directors may pay interim dividends to shareholders from time to</p>	<p>Article 44. Dividends shall not be paid out of any type of funds other than out of profit. In case the Company still has accumulated loss, no dividends shall be paid.</p> <p>Dividends shall be distributed according to the number of shares on an equal basis, except in the case where the company issues preferred shares and specifies that preferred shares receive different dividends from ordinary shares. Dividends shall be allocated as specified. The payment of dividends shall be approved by the shareholders meeting.</p>

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

Including approve to authorize any director and/or assigned person by the director to be authorized in taking necessary actions in order to comply with the Public Company Registrar's order without affecting the

essence of the amendment of the Articles of Association as approved by the Meeting to complete the registration of the amendment of the Articles of Association with Ministry of Commerce.

The Board of Directors deems it appropriate propose to the 2024 Annual General Meeting of Shareholders to consider and approve the amendment to the Company's Articles of Association. The details are as presented above.

The Chairman gave the shareholders an opportunity to ask questions or express comments or opinions. However, there was no shareholder asking or expressing any additional opinions. Therefore, it suggested the meeting to cast votes on this agenda to consider and approve the amendment to the Company's Articles of Association.

The Meeting Moderator informed the meeting that this agenda requires a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

The Meeting Resolution The resolution was passed unanimously with more than three-fourth (3/4) of the total voting rights of the shareholders who attend the Meeting and are eligible to vote to approve the amendment to the Company's Articles of Association as proposed, Including approve to authorize any director and/or assigned person by the director to be authorized in taking necessary actions in order to comply with the Public Company Registrar's order without affecting the essence of the amendment of the Articles of Association as approved by the Meeting to complete the registration of the amendment of the Articles of Association with Ministry of Commerce, with the following voting result:

Resolution	Number of Votes	Equivalent to
Approved	162,675,884	100.0000
Disapproved	0	0.0000
Abstain	0	0.0000
Total	162,675,884	100.0000

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

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

The Meeting Moderator informed the meeting that on agenda 10, there are 3 interested directors, namely 1. Mr. Apisek Tewinpagti 2. Mr. Supachai Buristrakul and 3. Mr. Krisada Ketphupong, to comply with the principles of good corporate governance and transparency. Therefore, the directors would leave the meeting until the consideration is made.

When all 3 directors had already left the meeting, the Chairman assigned Ms. Wisara Harnchonboth, legal advisor to Bay Computing Public Company Limited from Tilleke & Gibbins International Company Limited, to present the meeting (“**Legal Advisor**”), who attended the meeting via electronic media, is the reporter on this agenda.

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

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

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

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

Name	Position	Number of allocated shares	Percentage of allocated shares
7. Ms. Sineenart Khamwongpin	Director	100,000	2.04%
8. Mr. Noppadon Sotanakun	Director	100,000	2.04%
9. Mr. Krisada Ketphupong	Director	100,000	2.04%

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

The Board of Directors deems it appropriate propose to the 2024 Annual General Meeting of Shareholders to consider and approve the Offering of the New Ordinary Shares of Bay Computing Public Company Limited to Directors, Executives and Employees of Bay Computing Public Company Limited. The details are as presented above.

The Chairman gave the shareholders an opportunity to ask questions or express comments or opinions. However, there was no shareholder asking or expressing any additional opinions. Therefore, it suggested the meeting to cast votes on this agenda to consider and approve the Offering of the New Ordinary Shares of Bay Computing Public Company Limited to Directors, Executives and Employees of Bay Computing Public Company Limited.

The Meeting Moderator informed the meeting that this agenda requires a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote. And there is no shareholder holding more than 10% of the total votes of the shareholders who attend the meeting and cast their votes.

The Meeting Resolution The resolution was passed unanimously with more than three-fourth (3/4) of the total voting rights of the shareholders who attend the Meeting and are eligible to vote and there is no shareholder holding more than 10% of the total votes of the shareholders who attend the meeting and cast their votes to approve the Offering of the New Ordinary Shares of Bay Computing Public Company Limited to Directors, Executives and Employees of Bay Computing Public Company Limited.

Resolution	Number of Votes	Equivalent to
Approved	81,442,002	99.7125
Disapproved	234,800	0.2874
Abstain	0	0.0000
Total	81,676,802	100.0000

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

Agenda 11 Any other matter (if any)

The Meeting Moderator reported to the meeting that during the agenda 11, the Company allowed shareholders to ask question and/or express opinion (if any) to which the Board of Director would respond. without new matter nor vote casting required for this agenda.

The Meeting Moderator reported that the Company had given an opportunity to shareholders to submit their questions in advance from March 27, 2024 to April 18, 2024. It appeared that no question was submitted to the Company.

The Chairman, then, gave the shareholders an opportunity to ask questions or express comments or opinions. a few shareholders asked questions or gave suggestions as follows:

1. Mr. Atthaphon Bhunthurat, a shareholder, asked questions as follows:

How was the operational plan for JV M&A both internationally and domestically and was it going as planned? Would there be any transactions with (-Company A-) that would enhance our ecosystem and benefit both parties?

The Chairman assigned the Chief Executive Officer to answer questions.

Mr. Apisek Tewinpagti, Chief Executive Officer, answered to above questions as follows:

Answer The Company had been continuously looking for business opportunities in joint ventures (JV) and mergers and acquisitions (M&A), and was still in the process of studying and conducting due diligence, where the Company saw fit, such as considering and analyzing interesting joint venture projects. For mergers or acquisitions, the Company is focusing mainly on international businesses. If there are progresses that can be disclosed, the Company will announce to shareholders immediately.

2. Ms. Chanatip Wittayakul, proxy from the Thai Investors Association, advised as follows.

The Thai Investors Association's policy proposes that listed companies should hold annual/extraordinary shareholders meetings in a hybrid format (on-site and online) to facilitate interaction, communication, and inquiries among shareholders, executives, and the Company's Board of Directors, as per the SEC's Circular Notice No. SEC. Nor Ror. (Wor) 2/2567 dated January 10, 2024 Re: Request for Cooperation in Organizing the Annual General Meeting of Shareholders. Therefore, we kindly propose that the Company consider holding meetings in hybrid format in accordance with the aforementioned policy of the Thai Investors Association.

Mr. Apisek Tewinpagti, Chief Executive Officer, answered to above questions as follows:

Answer By holding this meeting in online format, The Company has considered:

- (1) Shareholders' ability to exercise their rights
- (2) Compliance to the laws and regulations of the Company

- (3) Usage of tools and system that meets standards required by law
- (4) Sufficient communication on processes and procedures sufficient time windows to ensure that shareholders are able to exercise their rights

However, the Company will consider holding next shareholder meeting in a hybrid format with the safety of shareholders and other related factors at high priority.

There were no further inquiries. The Meeting Moderator then informed that the 2024 Annual General Meeting was video recorded to comply with the relevant laws regarding e-meetings. After the Meeting, the minutes of the meeting both in Thai and English would be published on the Company's website as well as on the SET Portal within 14 days. Any inquiries or comments on the minutes should be submitted to the Company Secretary within one month from the date of the meeting.

On behalf of the Board of Directors, the Chairman expressed his appreciation to the shareholders for their presence at the meeting, then declared the meeting adjourned.

The meeting was adjourned at 12.00 hrs.

- Signed -

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

- Signed -

(Ms. Unchalee Inthamrong)
Corporate Secretary
The minute taker