

-English Translation-

March 26, 2025

Subject Invitation to the 2025 Annual General Meeting of Shareholders (via electronic means)

To Shareholders of Beryl 8 Plus Public Company Limited

- Attachments
1. Annual Registration Statement / Annual Report for the year 2024 (Form 56-1 One Report) in QR Code (for Agenda No. 1, 2 and 3)
  2. Profiles of the nominated candidates for the election of the Directors in replacement of whose to be retired by rotation and the qualifications requirements of independent directors of the company (for Agenda No. 4)
  3. Profiles of the nominated auditors for the year 2025 (for Agenda No. 6)
  4. Advice on Required Documents for E-AGM Registration, Appointment of Proxy, Voting, and Vote Counting
  5. Guidelines for attending the Electronic Meeting by Inventech Connect
  6. Proxy Form A, Form B and Form C.
  7. Profiles of the Independent Directors to be the Proxy for Shareholders
  8. The Company's Articles of Association in relation to the Shareholders Meeting
  9. Personal data protection statement (PDPA)
  10. Question Proposal Form

The Board of Directors of Beryl 8 Plus Public Company Limited (the "**Company**") resolved to convene the 2025 Annual General Meeting of Shareholders (the "**Meeting**") on Thursday, April 24, 2025 at 10.00 hrs. via electronic means (E-AGM) only, in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations.

The Company provided the opportunity for the shareholders to propose agendas and to nominate qualified candidates for election as directors for the Meeting in advance during October 1, 2024 to December 31, 2024 pursuant to the Company's announcement on September 30, 2024 through the Company's website and the Stock Exchange of Thailand ("**SET**") disclosure system. However, none of shareholders proposed any agendas or nominated any candidates for election as directors in this Meeting.

The agendas for the Meeting are as follows:

**Agenda 1** To Acknowledge the Company's Operations for the Year 2024

**Objectives and rationale:**

The Company has summarized the operational results and major events of the fiscal year 2024 in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report), which is provided herewith via QR Code in Attachment No. 1.

**Opinion of the Board:**

The Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders to acknowledge the Company's Operations for the Year 2024.

**Resolution:**

This agenda is for shareholders' acknowledgment; therefore, voting is not required.

**Agenda 2** To consider and approve the Consolidated and Separate Financial Statements for the year ended December 31, 2024

**Objectives and rationale:**

Pursuant to Article 38-39 of the Company's Articles of Association, and Section 112 of the Public Limited Company Act B.E. 2535 (1992), the Company shall prepare the annual financial statements as of the last day of the accounting period of the Company which have been audited by the auditor prior to submission to the Annual General Meeting of Shareholders for consideration and approval.

**Opinion of the Audit Committee:**

The Audit Committee has reviewed the Company's financial statements for the fiscal year ended December 31, 2024, as duly audited and certified by the auditor from EY Office Limited and recommended the Board of Directors to propose the Company's financial statements year 2024 to the Meeting for approval. Details are available in the Annual Registration Statement / Annual Report for the year 2023 (Form 56-1 One Report), including financial statements and key financial information which is provided herewith via QR Code in Attachment No. 1.

**Opinion of the Board:**

The Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the financial statements of the Company and its Subsidiaries for the fiscal year ended December 31, 2024. These financial statements have been audited and certified by the certified public accountant and have been approved by the Audit Committee and the Board of Directors. The Company's financial status and performance during the year 2024 are summarized as follows:

The statements of financial position and income statements Unit: Baht

Items	Consolidated Financial Statements	Separate Financial Statements
Total Assets	4,001,770,507	2,883,967,046
Total Liabilities	1,122,718,860	258,784,319
Shareholder's Equity	2,862,842,799	2,625,182,727
Total Revenues	2,537,960,178	654,591,179
Net Profit	159,181,948	54,094,306
Earnings per share (Baht/Share)	0.58	0.20

**Resolution:**

A resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda 3** To consider and approve the dividend payment for the operating results of the year 2024 and the appropriation of a legal reserve

**Objectives and rationale:**

According to Article 45 of the Company's Articles of Association and Section 116 of the Public Limited Company Act B.E. 2535 (1992), the Company shall appropriate a portion of the annual net profit as the legal reserve not less than five percent (5%) of its annual net profit, after deducting any carried forward accumulated losses (if any) until such legal reserve fund reaches not less than ten percent (10%) of the registered capital.

For the fiscal year 2024, the Separate Financial Statements of the Company for the year ended December 31, 2024, showed the annual net profits of 54,094,306 Baht. The Company's registered capital as of this date is 138,972,368 Baht, and the legal reserve in accordance with the Separate Financial Statements amounts to 13,240,000 Baht. Therefore, for the year 2024, the Company proposed the Annual General Meeting of Shareholders to consider appropriating the proportion of the annual net profit as the legal reserve of 660,000 Baht. As a result, the legal reserve will increase to 13,900,000 Baht, which represents ten percent (10%) of the Company's registered capital.

For the year 2024, the separate financial statements showed net profits of 54,094,306 Baht corresponding to earnings of 0.20 Baht per share. After the appropriation of the legal reserve, the Company retains sufficient retained earnings and cash flow to declare dividends.

Thus, the Company proposes to pay dividends from the operating results of the year 2024 at the rate of 0.24 Baht per share, based on a total of 264,709,131 shares. The total dividend payment will amount to 63,530,191.44 Baht. The proposed dividend is to be paid from the accumulated profits of the investment promoted business subject to the Board of Investment (BOI) at 0.22 Baht per share and from non-investment promoted business (Non-BOI) at 0.02 Baht per share.

The comparison of dividend distribution between 2023 and 2024 is as follows:

Items		2023	2024
1.	Net income (Million Baht)	106.9	54.1
2.	Number of ordinary shares (Million shares)	264.7	264.7
3.	Earnings per share (Baht per share)	0.40	0.20
4.	Dividend payment per share (Baht per share)	0.23	0.24
5.	Total dividend payment (Million Baht)	60.9	63.5

**Notes:** Annual net profit is the net profit in separate financial statements.

The record date for determining shareholders' entitlement to receive the dividend will be May 6, 2025, with the dividend payment to be made on May 22, 2025. However, the entitlement to receive the dividend remains uncertain subject to resolution of the 2025 Annual General Meeting of Shareholders.

**Opinion of the Board:**

The Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders to approve the appropriation of 660,000 Baht as the legal reserve, and the payment of dividends from the operating results of the year 2024 at a rate of 0.24 Baht per share, for a total shares of 264,709,131 shares, amounting to 63,530,191.44 Baht, representing 117.4% of the net profit as reported in the separate financial statements. The proposed dividend is to be paid from the accumulated profits of the investment promoted business subject to the Board of Investment (BOI) at 0.22 Baht per share and from non-investment promoted business (Non-BOI) at 0.02 Baht per share.

**Resolution:**

A resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

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

**Objectives and rationale:**

According to Article 17 of the Company's Articles of Association and Section 71 of the Public Limited Company Act B.E. 2535 (1992), one-third (1/3) of the directors would have to retire from the Company in the Annual General Meeting of Shareholders. If the number of directors cannot be divided exactly into three, the number closest to one-third shall be retired. The directors who must retire from the Company in the first and second year after being registered as the Company shall be drawn by lottery. In following years, the director who has been in the position for the longest time shall retire. The directors who have retired may be re-elected to take up a position again.

The 2025 Annual General Meeting of Shareholders, three directors to be retired by rotation in this Meeting are as follows:

Name	Position
1. Associate Professor Dr. Chaoyuth Padungsaksawasdi	- Director / Independent Director - Chairman of the Audit Committee - Member of Sustainability and Risk Management Committee

Name	Position
2. Dr. Nithinart Sinthudeacha	<ul style="list-style-type: none"> <li>- Director</li> <li>- Member of the Nomination and Remuneration Committee</li> <li>- Chairwoman of the Executive Committee - Domestic</li> <li>- Chairwoman of the Executive Committee - International</li> </ul>
3. Mr. Karn Punyacharoensin	- Director

To comply with the policy to promote good governance and demonstrate the fair and equitable treatment of all shareholders, the Company notified shareholders the opportunity to nominate a qualified person to be elected, as the Company's directors in the Meeting in advance from October 1, 2024 to December 31, 2024, through the SET news release and the Company's website. As a result, there was no shareholder nominating qualified candidates to be elected as directors of the Company at this Annual General Meeting of Shareholders.

**Opinion of the Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee (excluding the directors who must retire by rotation at the Meeting), has carried out the nomination process in accordance with the Company's Criteria for the Nomination of Directors by considering the qualifications and appropriateness required by the Public Limited Company Act B.E. 2535 (1992) (including amendments), the proportion and qualification of Independent Directors as defined by the Company's Independent Director policy and the Notification of the Capital Market Supervisory Board. Each individual director's qualifications were carefully and meticulously reviewed, taking into account the diversity of the board structure, as well as the qualifications, knowledge, and expertise of the board members (Board Skills Matrix) to ensure alignment with the company's business strategy. Additionally, the performance of each director during their term was considered. The committee unanimously resolved to propose to the Board of Directors to consider proposing to the Annual General Meeting of Shareholders to consider the re-election of three (3) retiring directors, namely Associate Professor Dr. Chaiyuth Padungsaksawasdi, Dr. Nithinart Sinthudeacha and Mr. Karn Punyacharoensin to be the directors for another term.

**Opinion of the Board:**

The Board of Directors (excluding directors who must retire by rotation at the Meeting) has carefully and thoroughly reviewed the qualifications of each individual director in accordance with the Company's established process. It is deemed appropriate to propose the re-election of the incumbent directors who are qualified in accordance with relevant laws and the Company's Articles of Association, and who have not committed any dishonest acts or criminal offenses

related to property. Furthermore, the directors have the necessary knowledge, skills, and expertise that are consistent with the Board Skills Matrix, demonstrate leadership, vision, strong morals, and ethical principles. Their professional history is transparent, and their qualifications are well suited to the Company's business. Throughout their tenure as directors of the Company, they have demonstrated a strong commitment to performing their duties and have done so with excellence. In addition, the Board of Directors has reviewed the qualifications of the person nominated as independent director and is of the opinion that the person nominated as independent director has a qualification in accordance with the laws and criteria related to the requirements for being an independent director and able to provide opinions on an independent basis. The Board, therefore, unanimously resolved to propose the re-election of the three (3) incumbent directors to serve as directors of the Company for another term as follows:

Name	Type of director
1. Associate Professor Dr. Chaiyuth Padungsaksawasdi	Independent Director
2. Dr. Nithinart Sinthudeacha	Director
3. Mr. Karn Punyacharoensin	Director

Details of each director's age, percentage of shareholdings, educational background, work experience, and board-meeting attendance are provided in [Attachment No. 2](#).

**Note:** Clause 16 of the Articles of Association of the Company stipulates voting procedures for the election of the directors as follows:

1. One shareholder has total votes equivalent to one vote per one share held.
2. Each shareholder shall vote all his rights as specified in 1) to elect one or more directors but each shareholder's total votes cannot be multiplied by the number of directors to be elected for voting purposes.
3. Persons having the most votes respectively shall be elected to be the directors equivalent to the number of directors required; in case the persons to be elected have equivalent votes, the election of the directors shall be decided by the Chairman.

In compliance with the Good Corporate Governance Principles, the Company provides opportunities for shareholders to vote on individual nominee by proposing the shareholders meeting to cast the vote on an individual basis.

**Resolution:**

A resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda 5** To consider and approve the remuneration to the Board of Directors for the year 2025

**Objectives and rationale:**

According to Article 22 of the Company's Articles of Association and Section 90 of the Public Limited Company Act B.E. 2535 (1992), 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.

**Opinion of the Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee has considered the appropriateness of remuneration of the directors in accordance with the Director Compensation Best Practices issued by Thai Institute of Directors (IOD) and has adopted it to align with the Company by taking into account various factors: the Company's performances, responsibilities and performance of each director together with comparable to the same market and industry. The Committee agreed to propose the 2025 remuneration of the Board of Directors at the budget not exceeding 4,000,000 Baht (Four Million Baht) which is at the same rate as 2024, the details of which are as follows:

Directors' Remuneration		Year 2024 Baht/person/Meeting	Year 2025 (Proposed Year) Baht/person/Meeting
1.	Monetary Compensation		
	1.1 Monthly Remuneration	- None -	- None -
	1.2 Meeting allowance		
	• Board of Directors		
	Chairman	50,000	50,000
	Director	30,000	30,000
	• Audit Committee		
	Chairman	40,000	40,000
	Committee member	30,000	30,000
	• Sustainability and Risk Management Committee		
	Chairman	20,000	20,000
	Committee member	10,000	10,000
	• Nomination and Remuneration Committee		
	Chairman	20,000	20,000
	Committee member	10,000	10,000
	• Executive Committee		
	Chairman	15,000	15,000
	Committee member	10,000	10,000

	1.3 Bonus	The Company will calculate and pay bonuses from the remaining director's compensation budget as approved by the shareholders. The Board of Directors will determine the terms, details, and rates of the bonus payments as deemed appropriate, based on the Company's performance. The bonuses will be paid to directors based on their performance and participation in meetings. However, directors who are executives of the Company and its subsidiaries will not receive a director's bonus.	
2.	Non-Monetary Remuneration and Other Benefits	- None -	- None -

**Remark:**

1. Meeting allowances shall be paid to directors who do not receive a salary, including audit committee members, independent directors, and members of various sub-committees who do not receive a salary. They will receive a meeting allowance for each meeting they attend.
2. Directors who are executives of the Company, its subsidiaries, or affiliates shall not receive a meeting allowance.
3. Executives or employees of the Company shall not receive any compensation for holding a directorship in the Company, subsidiary boards, or affiliate boards (as applicable).

**Opinion of the Board:**

The Board of Directors agree with the Nomination and Remuneration Committee's recommendations and deems it appropriate to propose the Annual General Meeting of Shareholders for approval of the remuneration of the Board of Directors for the year 2025 at the budget not exceeding 4,000,000 Baht (Four Million Baht).

**Resolution:**

A resolution of the shareholders meeting shall be passed by a vote of not less than two-thirds (2/3) of the total voting rights of the shareholders who attend the Meeting and are eligible to vote.

**Agenda 6** To consider and approve the appointment of the Auditor and the audit fees for the year 2025

**Objectives and rationale:**

In compliance with Article 36 of the Company's Articles of Association and Section 120 of the Public Limited Company Act B.E. 2535 (1992), 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.



According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 75/2561 regarding rules, conditions and procedures for disclosure of information about the financial position and results of operations of the issuing Company (Issue Code) shall come into force from January 1, 2019 onwards, requiring the securities issuing companies whose shares are listed on the Stock Exchange of Thailand to arrange for rotation of the auditor. In the event of any act and auditors express an opinion on the financial statements of the Company for the past seven fiscal years, whether consecutive or not. The Company will appoint such an auditor as the Company's auditor after the period of at least five consecutive fiscal years.

**Opinion of the Audit Committee:**

The Audit Committee resolved to select EY Office Limited (EY) to be the audit firm for the Company and its subsidiaries for the years 2025 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.

**Opinion of the Board:**

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

1. Mrs. Ponnard Paچارoen                      Certified Public Accountant Registration No. 5238  
(Never being a signature on the Company's financial statements)                      and/or
2. Mr. Vorapoj Amnauypanit                      Certified Public Accountant Registration No. 4640  
(Never being a signature on the Company's financial statements)                      and/or
3. Ms. Sineenart Jirachaikhuan Khan                      Certified Public Accountant Registration No. 6287  
(Never being a signature on the Company's financial statements)

Profiles of the proposed auditors appear in Attachment No. 4.

In case 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 audit fees for the 2025 financial statements of the group, including its quarterly financial statements will be fixed at 5,150,000 Baht (Five Million One Hundred and Fifty Thousand Baht), the details of which are as follows:

Audit Fee

Description	Year 2024 Approved Amount (Baht)	Year 2024 Actual Payment (Baht)	Year 2025 (Proposed Year) (Baht)
• Annual Audit Fee	3,475,000	3,635,000	3,845,000
• Fee for the audit of the interim financial statements	1,125,000	1,215,000	1,305,000
Total	4,600,000	4,850,000	5,150,000

*Remark: The audit fee for the year 2024 has increased from the amount approved by the Annual General Meeting of Shareholders in 2024 due to the addition of the audit of the financial statements of the subsidiary, Reconix Company Limited, resulting in an additional audit fee of 250,000 Baht.*

Non – Audit Fee

Description	Year 2024 (Baht)	Year 2025 (Baht)
• Audit fee for tax deduction eligibility for the Board of Investment Promotion (BOI) (per certificate)	80,000	80,000

The increase in the audit fees from the previous year is 6.19% due to the inclusion of the audit fee for the subsidiary, Vanilla & Friends Company Limited, which was previously not within the scope of the audit by EY Office Limited.

The audit fee mentioned above includes the subsidiary's audit fees as follows:

1. Extend IT Resource Company Limited
2. Bay Computing Public Company Limited
3. E-C.O.P (Thailand) Company Limited
4. Reconix Company Limited
5. Vanilla & Friends 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.

**Resolution:**

A resolution of the shareholders meeting shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda 7 Any other matter (if any)**

**Objectives and rationale:**

The Company provides the shareholders with an opportunity to ask questions and/or give their opinions to the Board of Directors (if any) and/or the Board of Directors to clarify and answer shareholders' questions. There will be no other matter to be proposed to the Meeting for approval and no voting on this agenda.

**Important information for shareholders**

The Board of Directors has set March 14, 2025, as the Record Date for determining shareholders eligible to attend the Meeting.

The invitation letter, along with relevant attachments and Proxy Forms, has been published on the Company's website at <https://www.beryl8.com>

The Meeting will be conducted exclusively by electronic means (E-AGM) using the "Inventech Connect" system. There will be no physical meeting location.

Shareholders/proxies wishing to attend the E-AGM should review the "Advice on Required Documents for E-AGM Registration, Appointment of Proxy, Voting, and Vote Counting" and "Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-AGM)" found in [Attachment No. 4](#) and [Attachment No. 5](#).

The Meeting attendance request form and other required documents may be submitted via E-Request from Thursday, April 17, 2025, at 08:30 hours until the Meeting is adjourned. Following verification and approval, registered shareholders/proxies will receive an email with login credentials and a meeting link. The Meeting will take place on April 24, 2025, from 08:00 hours until adjourned. Please note that incomplete or incorrect registration documents may result in refusal of attendance.

Proceed with the E-Request at:

<https://serv.inventech.co.th/BE8701033R/#/homepage>

or scan QR Code



Please be informed that shareholders who wish to appoint a proxy to attend and vote on their behalf at the Meeting must complete one of the following proxy forms: Proxy Form A (general appointment), Proxy Form B (for proxy vote by agenda), or Proxy Form C (for foreign shareholders with a custodian in Thailand). These forms can be found in [Attachment No. 6](#).

Shareholders who are unable to attend the Meeting may authorize the Company's independent director to attend and vote on their behalf. Details of the independent director are available in [Attachment No. 7](#). Please

mail your completed proxy form to the Corporate Secretary Department at the address below, to be received by April 18, 2025:

Corporate Secretary Department  
Beryl 8 Plus Public Company Limited  
33/4, the 9<sup>th</sup> Tower Grand Rama9 Building (Tower B), 19<sup>th</sup> Floor,  
Rama 9 Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310

For your convenience, we encourage shareholders and proxies to submit questions in advance of the Meeting by April 18, 2025. Please use the Form for Submission of Questions in Advance provided in [Attachment No. 10](#). Questions related to agenda items requiring a vote will be addressed during the meeting. Other questions and suggestions will be summarized and attached to the Meeting minutes, which will be disclosed on the SET Portal and the Company's website within 14 days of the Meeting.

The Meeting will be conducted in accordance with the Company's Articles of Association, as provided in [Attachment No. 8](#).

Please note that the Company will collect, process, and disclose shareholders' personal data for purposes related to the Meeting. Details can be found in the Privacy Notice for the Annual General Meeting of Shareholders for the Year 2025 ([Attachment No. 9](#)).

All shareholders are cordially invited to attend the Meeting via electronic media (E-AGM) on the date, time, and procedures previously mentioned.

Yours faithfully,  
Beryl 8 Plus Public Company Limited



(Mr. Chatchaval Jiaravanon)  
Chairman of the Board of Directors

Corporate Secretary Department  
Tel: 02-116-5081