

No. B8-2022-0051

Date 14 July 2022

RE: Notification of the Resolutions of the Board of Directors' Meeting No. 3/2022, Acquisition of assets
(Revised)

Dear President,
The Stock Exchange of Thailand

Beryl 8 Plus Public Company Limited (the "**Company**") would like to inform the material resolutions of the Board of Directors' meeting No. 3/2022 on 14 July 2022 to the Stock Exchange of Thailand (the "**SET**") as follows:

1. Resolved to approve the purchase of newly issued ordinary shares of Vanilla & Friends Company Limited ("**Vanilla**"), totaling 41-51 percent of the total issued shares of Vanilla after the capital increase of Vanilla, with the total value of not exceeding Baht 15,000,000 (the "**Purchase of Newly Issued Ordinary Shares of Vanilla**"). The transaction is expected to be completed within quarter 4 of the year 2022.

In this regard, Vanilla is a company incorporated in Thailand as a consulting company for branding, including advertising media, mainly focusing on digital media.

The determination of the value of consideration is derived from negotiations and agreements between the Company and Vanilla, as well as from fair value of Vanilla by considering the Price to Earnings Ratio (P/E Ratio) when comparing with business in the same industry, [valued by the management of the Company](#).

The Board of Directors' meeting resolved to approve the Purchase of Newly Issued Ordinary Shares of Vanilla, deeming that the Purchase of Newly Issued Ordinary Shares of Vanilla would benefit the Company since it will help support and build a competitive advantage and strengthen the Company, build ecosystem, connect and support digital transformation service and satisfy customer needs as well as support business operation of the Company to grow sustainably.

In this connection, this acquisition of investment in other company may result in such other company becoming a subsidiary of a listed company. Therefore, the Company is obliged to disclose information with details as follows:

- Date of Transaction : Within December 2022
- Targeted Company : Vanilla & Friends Company Limited
- Transaction Objective : the Purchase of Newly Issued Ordinary Shares of Vanilla would benefit the Company since it will help support and build a competitive advantage and strengthen the Company, build ecosystem, connect and support digital transformation service and satisfy customer needs as well as support business operation of the Company to grow sustainably.
- Registered Capital : Baht 1,000,000, divided into 100 ordinary shares with a par value of Baht 10,000 per share.

Shareholding Proportion :

Shareholder	Before transaction	After transaction
Existing shareholders and the group of the existing shareholders. The existing shareholders are as follows: 1. Mrs. Khwanta Siriwatchanangkul; 2. Mr. Thanonrat Phanthongprasoet; and 3. Miss Sikankaeo Phanthongprasoet.	96% 2% 2%	49%
Beryl 8 Plus Public Company Limited	-	41 – 51%
Other shareholders* At present, the Company cannot disclose the names of other shareholders since it is	-	0 – 10%

<p>still in the process of negotiation. Such other shareholders are those who have good knowledge and ability in the branding business and such persons are not connected persons of the Company.</p>		
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Nature of Business : Branding consultancy, including advertising media by mainly focusing on digital media and Vanilla has been conducting business and having commercial income already.

List of Board of Directors after the Capital Increase : 2 directors as representatives of the Company out of the total number of 3 directors as follows:

- : 1. Mr. Apisek Tewinpagti (representative of the Company)
- 2. A representative of the Company, which is under a selection process; and
- 3. A representative of the existing shareholders and the group of the existing shareholders, which is under a selection process.

Source of Fund : Cash flow of the Company

2. Resolved to approve the purchase of ordinary shares in Techsauce Media Company Limited (“Techsauce”) totaling 533,334 shares or equivalent to 20 percent of the registered capital of Techsauce, with the total value of not exceeding Baht 22,000,000 (the “Purchase of Ordinary Shares in Techsauce”). The transaction is expected to be completed within quarter 4 of the year 2022.

In this regard, Techsauce is a company incorporated in Thailand, engaging in the business of business news industry, owning a platform for business news, which focuses on technology and digital related.

The determination of the value of consideration is derived from negotiations and agreements between the Company and the Techsauce Shareholders as well as from fair value of Techsauce by considering the Price to Earnings Ratio (P/E Ratio) when comparing with business in the same industry, valued by the management of the Company.

The Board of Directors' meeting resolved to approve the Purchase of Ordinary Shares in Techsauce, deeming that the Purchase of Ordinary Shares in Techsauce would benefit the Company since it will help support and build a competitive advantage and strengthen the Company, build ecosystem, connect and support digital transformation service and satisfy customer needs as well as support business operation of the Company to grow sustainably the Purchase of Newly Issued Ordinary Shares of Vanilla and the Purchase of Ordinary Shares in Techsauce are considered as an asset acquisition transaction of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (as amended) and the Notification of The Board of Governors of The Stock Exchange of Thailand Re: Disclosure of information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Asset B.E. 2547 dated 29 October 2004 (as amended) (the "Notifications on Acquisition or Disposal of Assets"), by which the size of each transaction calculated from the consolidated financial statements of the Company which has been reviewed by the certified public accountant of the Company ended 31 March 2022 can be calculated in the highest transaction value as follows:

1. The highest transaction size of the Purchase of Newly Issued Ordinary Shares of Vanilla is 1.92 percent based on the total value of consideration criterion; and
2. The highest transaction size of the Purchase of Ordinary Shares in Techsauce is 2.82 percent based on the total value of consideration criterion.

by which the Company does not have any other asset acquisition transactions during six months prior to the entering into the Purchase of Newly Issued Ordinary Shares of Vanilla and the Purchase of Ordinary Shares in Techsauce, other than the transaction to invest in ordinary shares in Extend IT Resources Company Limited which has been approved by the Extraordinary General Meeting of the Shareholders No. 1/2022 on 7 July 2022, which is exempted from being included and calculated pursuant to the Notifications on Acquisition or Disposal of Assets. Therefore, the transaction size calculated equals to 4.74 percent based on the total value of consideration criterion, which is the criterion used for the calculation and results in the highest transaction value, which is not considered the transaction size that the Company is required to perform or disclose the transaction pursuant to the Notifications on Acquisition or Disposal of Assets.

In addition, the Purchase of Newly Issued Ordinary Shares of Vanilla and the Purchase of Ordinary Shares in Techsauce do not constitute a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction (as amended) and the

Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected transaction B.E. 2546.

Please be informed accordingly.

Sincerely yours,

(Mr. Apisek Tewinpagti)

Chief Executive Officer

Beryl 8 Plus Public Company Limited

Authorized Person to Disclose Information