



# THE BROOKER GROUP PUBLIC COMPANY LIMITED

16<sup>th</sup> Floor, Harindhorn Building, 54 North Sathorn Road, Silom, Bangrak, Bangkok 10500

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<http://www.brookergroup.com>

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No. AGM 1/2007

29<sup>th</sup> March 2007

**Subject:** Notice of the Annual General Meeting of Shareholders No. 1/2007

**To:** The Shareholders of the Company

**Enclosed:**

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2006
2. Proxy Form B and Independent Directors' Information in case of proxy
3. Annual Report 2006 and the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> December 2006
4. Details of Cash Balance Utilization (Attachment 4)
5. Map of Meeting Venue
6. Articles of Association of the Company regarding shareholders' meeting

By the resolution of the Board of Directors of the Brooker Group Public Company Limited, notice is hereby given to call the Annual General Meeting of Shareholders No. 1/2007 on 11<sup>th</sup> April 2007 at 10.30 A.M., at the Evergreen Laurel Hotel, 88 North Sathorn Road Soi 6, Bangrak, Bangkok.

The following business shall be transacted at the meeting:

**Agenda 1 :** To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2006 held on 17th May 2006.

**Board's opinion:** The Board of Directors recommends that such Minutes should be adopted.

**Agenda 2 :** To consider and acknowledge the operating results and approve the audited financial statements for fiscal year 2006.

**Board's opinion:** The Board of Directors recommends that the shareholders acknowledge the operating results and approve the audited financial statements for fiscal year 2006 as proposed.

**Agenda 3 :** To consider and ratify of the use of Baht 28,397,546 premium on shares to offset discount on shares of Baht 67,118,444, resulting in Baht 38,720,898 discount on shares remaining for 2006 financial statement presenting.

**Board's opinion:** The Board of Directors recommends that the shareholders ratify the use of the Baht 28,397,546 premium on shares to offset discount on shares of Baht 67,118,444, resulting in Baht 38,720,898 discount on shares remaining for 2006 financial statement presenting.

**Agenda 4 :** To consider and approve appropriation of annual net profits as legal reserve and for payment of dividend for the year 2006.

**Board's opinion:** The Board of Directors recommends that the shareholders approve the appropriation of Baht 2,962,181 of annual net profit as legal reserve as required by law and approve payment of annual dividend of operating results for accounting period from 1 January 2006 to 31 December 2006 of Baht 0.02 per share, totaling approximately Baht 14.5 million or 11.58% of net profit. The dividend payment will be paid within one month from date of receipt of approval from the Annual General Meeting of Shareholders. This will be the first time the Company will pay a dividend.

**Agenda 5 :** To consider and appoint the auditors and approve the auditor's fee for fiscal year 2006.

**Audit Committee's opinion:** The Audit Committee recommends to the Board of Directors that the auditors of the company and its subsidiaries auditors be changed from Ms. Thipawan Nananuwat, Certified Public Accountant No. 3459 of Ernst and Young Office to A.M.T. & Associates since the company had used Ernst and Young's services for the past six years from 2001 and the price quoted by A.M.T. & Associates is reasonable.

**Board's opinion:** The Board of Directors recommends that the shareholders appoint Professor Kasiree Narongdej, Certified Public Accountant No. 76 or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No. 4563 of A.M.T. & Associates, who have no relationships and/or any interests with the Company and its subsidiaries, the management team, major shareholders or any connected person, as new auditors of the Company and its subsidiaries for the year 2007 and to fix the auditor's fee at a maximum of Baht 1,130,000 (one million and one hundred thirty thousand Baht). The following is a comparison of auditors' fee of the years 2007 and 2006.

( Unit : Baht )

	2007	2006
Auditor's fee - the company and its subsidiaries	1,130,000	995,629
Non-Audit fee - the company and its subsidiaries	N/A	N/A

**Agenda 6 :** To consider and elect directors in replacement of those who are due to retire by rotation and fix the remuneration of the Company's Board of Directors of the Company for the period of 1 January 2007–31 December 2007, as well as approve the allocation of a special bonus for 2006 for the Company's Board of Directors.

6.1 To consider and elect directors in replacement of those who are due to retire by rotation.

The selection of the directors in replacement of those who are due to retire was not made by the Nominating Committee, which was only established by the Board of Directors' Meeting No.1/2007 held on 27 February 2007. However, selection of the Directors were made by the Board of Directors based on their qualification, experience, expertise from various careers and performance in the past as directors.

**Board's opinion:** The Board of Directors recommends that the shareholders reappoint the retiring Directors, namely, Mr. Robert William McMillen, Mr. Brian Cahill and Mr. Chan Bulakul as Directors of the Company. The table below details the years of service of these three directors:

Name/Surname	Position	Terms/ Years as	Attendance Record in	Appointment Date	
		Director	2006	First	Last
Mr. Robert William McMillen	Director	2	4/7	August 2000	April 2001
Mr. Brian Cahill	Director	1	7/7	May 2003	April 2004
Mr. Chan Bulakul	Director	1	7/7	October 2003	April 2004

**Remark:** The profiles of these Directors, including their holdings of the Company and directorships/management positions held in other institutions, are detailed in the "Details of Directors and Executive Management" section of the Company's 2006 Annual Report.

6.2 To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2007–31 December 2007.

**Compensation Committee's opinion:** The Compensation Committee has carefully considered the proposed remuneration for the Company's Board of Directors in comparison to other companies within the same industry, as well as taking into consideration the Company's own size, performance, and business expansion. It was resolved to fix the Board of Directors' remuneration for the period of 1 January 2007 to 31 December 2007 at a maximum amount of Baht 2,000,000 (two million Baht), which is the same amount as last year.

The details of the proposed remuneration for the Company's Board of Directors for year 2007 are as follows:

	Baht per person
Monthly remuneration for Chairman of the Board of Directors	15,000
Quarterly meeting attendance fee for the Board of Directors	
- Chairman of the Board of Directors	25,000
- Independent Director	15,000
- Authorized Director	15,000
Quarterly meeting attendance fee for the Chairman and Members of the Audit Committee	10,000
Monthly remuneration for Vice Chairman of the Executive Committee	51,000
Monthly meeting attendance fee for Members of the Executive Committee	10,000

Note: Directors who are the Company's employees are not entitled to receive any directors' fees.

**Board's opinion:** The Board of Directors recommends that the shareholders approve to fix the remuneration of the Company's Board of Directors for the period of 1 January 2007 to 31 December 2007 at a maximum amount of Baht 2,000,000 (two million Baht).

**Remark:** Total remuneration in 2006, both by cash and ESOP warrants, to each of the Director are detailed in the "Directors' Remuneration and Details of Allotment of ESOP Warrants" section of the 2006 Annual Report. The "Management Structure" section of the 2006 Annual Report also provides a listing of the Company's other committees, together with their duties and power.

6.3 To consider and approve the allocation of a special bonus for 2005 for the Company's Board of Directors.

**Compensation Committee's opinion:** The Compensation Committee recommended to the Board of Directors to pay a special bonus for 2006 in a maximum amount of Baht 2,500,000 (two million and five hundred thousand Baht) to the Board of Directors in recognition of their assistance in introducing clients with executable deals that has generated income for Brooker and to authorize the Board of Directors to allocate such remuneration as it may deem appropriate.

**Board's opinion:** The Board of Directors recommends that the shareholders approve payment of a special bonus for 2006 in a maximum amount of Baht 2,500,000 (two million and five hundred thousand Baht) to the Board of Directors and to authorize the Board of Directors to allocate such remuneration as it may deem appropriate.

**Agenda 7 :** To consider and approve the amendment to the amount of ESOP warrants (BROOK-W3) offered to the Directors of the Company (which was approved by the EGM no.1/2006, held on 17<sup>th</sup> May 2006), by increasing the number of ESOP warrants offered to Dr. Phillip Braun from 300,000 units to 600,000 units. Such incremental portion of 300,000 units are the re-allotment by the Board of Directors of units returned by a Director who has resigned.

**Remuneration Committee's opinion:** The Remuneration Committee, which consists of Mrs. Punnee Worawuthichongsathit, Mr. Chaipatr Srivisarvacha and Mr. Brian Cahill, had considered the reasons, necessity and benefits to be derived by the Company from the additional allotment of Warrants (BROOK-W3) offered to Dr. Phillip Braun as follows:

1. Dr. Phillip Bruan is a Director and member of the Executive Committee who provides a lot of suggestion and assistance on the Company's operation and expansion.
2. In order to induce the Directors of the Company to continue working for the Company.

It should be noted that the members of the Remuneration Committee each holds less than 5% of the amount of the warrants (BROOK-W3) issued.

**Board's opinion:** The Board of Directors agreed with the Remuneration Committee's opinion regarding the reasons, necessity and benefits to be derived by the Company from the additional allotment of warrants (BROOK-W3) to be offered to Dr. Phillip Braun. The Board of Directors recommends that the shareholders approve the amendment to the amount of warrants (BROOK-W3) offered to Dr. Phillip Braun as proposed.

The EGM No. 1/2006 held on 17<sup>th</sup> May 2006 resolved to offer 300,000 units or 1% of the total 30,000,000 units of warrants (BROOK-W3) to Dr. Phillip Braun. The portion of warrants (BROOK-W3) allotted for offer to Dr. Phillip Braun will total 600,000 units, representing 2% of the total units of warrants.

**Agenda 8 :** To consider and approve the utilization of the Company's cash balance as of 31 December 2006 as detailed in Attachment 4.

**Board's opinion:** The Board of Directors recommends that the shareholders approve the utilization of the company's cash balance as of 31 December 2006 as detailed in Attachment 4.

**Agenda 9 :** Consideration on other business (if any).

The share registered book will be closed from 12.00 noon of 21<sup>st</sup> March 2007 until the meeting adjourns in order to determine the rights of the shareholders to attend the meeting at the above date, time and place.


Please bring your identification card, government officer identification card, passport or driving license as evidence of your right to attend the meeting.

If you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the enclosed proxy form. The completed and executed proxy form with duty stamp duly affixed must be deposited with the Chairman of the Meeting and/or the person entrusted by the Chairman prior to the proxy entering the meeting, provided that the proxy bring the following documents to show his or her right to attend the meeting:

- In case the principle is a natural person (individual), a copy of the identification card, government identification card, passport or driving license of the principle, certified true and correct by the principle, shall be presented.
- In case the principle is a juristic person, a copy of the Certification Document of the principle, certified true and correct by authorized person(s) of that juristic person(s) shall be presented.

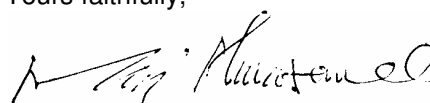
The proxy shall also be required to present his or her own identification card, government officer identification card, passport or driving license.

Certified by:



Mr. Chan Bulakul  
Chief Executive Officer  
Chairman, Executive Committee

Yours faithfully,



Dr. Narongchai Akrasanee  
Chairman



# THE BROOKER GROUP PUBLIC COMPANY LIMITED

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Attachment no. 1

## Minutes of the Extraordinary General Meeting of Shareholders No. 1/2006 The Brooker Group Public Company Limited

**Time and Place:** The Meeting was held on 17<sup>th</sup> May 2006 at 10.40 a.m. at the Evergreen Laural Hotel, 88 North Sathorn Road, Soi 6, Bangrak, Bangkok 10500

**Preliminary proceeding:** Dr. Narongchai Akrasanee the Chairman of the Board of Directors acted as the Chairman of the Meeting. There were 31 Shareholders presented, either personally or by proxy holding together a total of 421,839,059 shares equal to 75.89 % of the total number of shares sold of the company, thereby constituting a quorum. The chairman declared the Meeting to be duly convened for the transaction of business, according to the agenda as follows

**Agenda 1. To consider and certify the Minutes of the Annual General Meeting of Shareholders No. 1/2006 held on 26<sup>th</sup> April 2006.**

The Chairman presented the minutes of the previous Annual General Meeting of Shareholders No. 1/2006, which was held on 26<sup>th</sup> April 2006 to the Meeting for adoption.

**Resolution of the EGM:**

The Meeting duly considered and unanimous resolved to approve the said Minutes.

**Agenda 2. To consider and approve on the Company to issue and offer warrants to buy ordinary shares (“BROOK-W3”) to the Directors and the Employees of the Company, and including the issuance and offering to Directors and Employees of the Company who will be entitled to receive the said warrant more than 5 percent of the warrants to be issued in this occasion.**

**2.1) Consideration on details of the warrant (BROOK-W3) issuance and offering.**

The Chairman informed the Meeting regarding the objectives and necessities in issuing and offering warrants (BROOK-W3) to the Directors and the Employees of the Company in total 30,000,000 units.

**Resolution of the EGM:**

The Meeting duly considered and unanimously resolved to approve the Company to issue and offer warrants to buy ordinary shares (“BROOK-W3”) to the Directors and the Employees of the Company in total 30,000,000 units as proposed by the Chairman as follows:

2.1.1) Names of the Directors and the Employee being entitled to receive Warrants in this occasion and the number of Warrants entitled by each person to receive are as follows:

1.	Dr. Narongchai Akrasanee	for	1,500,000	units	5.00 %
2.	Mr. Chan Bulakul	for	6,000,000	units	20.00 %
3.	Mr. Brian Cahill	for	300,000	units	1.00 %
4.	Dr. Phillip Braun	for	300,000	units	1.00 %
5.	Mrs. Punnee Worawuthichongsathit	for	600,000	units	2.00 %
6.	Mr. Robert McMillen	for	1,500,000	units	5.00 %
7.	Dr. Peter Weldon	for	700,000	units	2.33 %
8.	Mr. Chaipatr Srivisarvacha	for	600,000	units	2.00 %
9.	Mr. Jeremy King	for	300,000	units	1.00 %
	Total		11,800,000	units	39.33 %

2.1.2) The Board of Director shall authorize the Executive Committee of the Company (EXCO) at its discretion to consider and allot the remain 18,200,000 Warrants to other employees of the Company provided the warrant allotted to each employee shall not exceed 5% of the amount of the Warrants issued in this occasion, and that the total number of persons being allotted the warrants shall not exceed 35 persons.

The details of the Warrants to be issued and offered in this occasion are as follows:

(1) Objectives and necessities in issuing and offering Warrants (BROOK-W3) to the Directors and the Employees of the Company:

- 1.1 Brooker is an international financial business consulting and research company, our future growth and going concern are depend on the knowledgeable and capable employees, therefore, if the Company fails to maintain and lose the said knowledgeable and capable employees, it may be effected the Company's growth in the long-run.
- 1.2 ESOP Scheme is to motivate and reward the staff for their contribution to the Company and continue loyalty. ESOP Scheme will result in the contribution of employees to the Company and to retain knowledgeable and capable personnel over the long term.
- 1.3 Due to the tough competition in services business, therefore, we have a necessity to maintain our staff to work with the Company in the long-term.

(2) Particulars of Warrants.

Category of Warrants: Warrants to buy ordinary shares of The Brooker Group Plc with named holders, to be issued to the Directors and the Employees of the Company (BROOK-W3) and transferable to third parties with the approval of the Board of Directors, provided that warrant holders shall be responsible for the expenses and taxes concerned. The Company will not list said Warrants as listed securities on the Market for Alternative Investment (MAI).

Life of Warrants: 5 years from the date of first issue and offer to the Directors and the Employees.

Amount of issue and offer: 30,000,000 units.

Offering Price per unit : 0 Baht.

Procedures of allotment : To be allotted to the Directors and the Employees of the Company provided that the number of persons to be allotted shall not exceeding 35 persons in each 12 months period.

- Directors in the amount of 4,200,000 units
- EXCO member and audit committee member in the amount of 3,600,000 units
- Executive Management in the amount of 4,000,000 units

Total Directors 11,800,000 units

Total Staffs at the amount of 18,200,000 units

Grand Total 30,000,000 units

Exercise Ratio : 1 Warrant entitled to buy 1 Ordinary Share  
(subject to further adjustments under the adjustment conditions).

Exercise Price : 0.80 Baht per share \*

\* Weighted average market price during the last 15 trading days (March 14, 2006- April 3, 2006) prior to the date of Board of Directors' resolution (April 4, 2006).

Remarks : Current Weighted Average Share Price is 0.80 Baht

Determination of Exercise Price : The BOD determines the warrant's Exercise Price using the weighted average market price during the last 15 trading days prior to the Board of Directors Meeting date bases on current company shares market price.

Amount of Ordinary Shares reserved to accommodate the exercise : 30,000,000 shares. (Such amount of shares has proposed to EGM No. 1/2006 for further approval)

(3) Rules, Conditions and Procedures of Offer.  
The Company will issue and offer 30,000,000 Warrants BROOK-W3 to the Directors and the Employees of the Company with the status of directorship and permanent employee as at 4 April 2006 under the consideration of the Board of Directors as shown on item 2.1 and 2.2.

(4) Criteria, Conditions and Procedures of Exercise.

4.1 Exercise Period. The holders of warrants issued in this occasion can exercise their right on any Exercise Date during five years from the date of first issue and offer.

4.2 Exercise of the rights to buy ordinary shares. In exercising the rights to buy ordinary shares of the Company in each occasion, the Warrants holders can exercise the right to buy ordinary shares in whole or in part, provided that in exercising the right in each occasion, the amount shall be equal to the number of board lots of shares trading on the Stock Exchange of Thailand, except for the last exercise of the right.

4.3 Limitation of Exercise.

- between twelve to twenty-four months from the date of being allotted, the exercise can be made not more than one-third of the number of the Warrants allotted.
- between twenty-four to thirty-six months from the date of being allotted, the exercise can be made not more than two-third of the number of the Warrants allotted.
- between thirty-six months from the date of being allotted the exercise can be made without limitation throughout the life of the Warrants.

4.4 Time of Exercise.

Warrants holders may exercise the right to buy ordinary shares during 9.00 to 16.00 hrs. on 15th of March, June, September and December of each year through the maturity date by expressing their intention to exercise the right to buy ordinary shares of the Company not less than 15 days before the date of exercise. The Board of Directors of the Company shall lay down the details, conditions and procedures of the exercise, and further inform the Warrants holders in writing.

4.5 Conditions of Exercise.

A. In case any Director or Employee as Warrants holder resigns or is relieved as director or employee of the Company within the Exercise Period, said person may exercise the right to buy ordinary shares once within the next maturity date following the date in which said Director or Employee resigns or is relieved of the directorship or employee of the Company. And thereafter, the remaining Warrants, if any, shall be transferred to a person who shall be designed by the Board of Directors. In case, however, the cause of relief of the directorship or employee results from an offense committed by said person, all remaining Warrants shall be transferred to a person who shall be designed by the Board of Directors on the date of such relief of said Director or Employee, whereupon the Board of Directors is empowered to determine the cause of relief of the

directorship or employee resulting from an offense aforesaid, and the decision of the Board of Directors shall be final.

B. In case the Warrants holder being relieved of directorship or employee of the Company and his/her exercise period under A. above ends, the Board of Directors is empowered to allot Warrants which are recovered aforesaid to the other Directors and Employees of the Company.

**2.2) Consideration on each Director or Employee who will be entitled to receive the said warrants more than 5% of the amount of the warrants to be issued in this occasion.**

The Chairman presented that in order to comply with the SEC's notice, the issuance and offering of the warrants BROOK-W3 to the Directors and the Employees of the Company who will be entitled to receive the said warrants more than 5% of the amount of the warrants to be issued in this occasion requires the approval from the Shareholder Meeting for each person as follows:

	<i>Name</i>	<i>Number of units received</i>	
1.	Dr. Narongchai Akrasanee	1,500,000	units
2.	Mr. Chan Bulakul	6,000,000	units
3.	Mr. Robert McMillen	1,500,000	units
	Total	9,000,000	units

**Resolution of the EGM:**

The Meeting duly considered and the issuance and offering of the warrants BROOK-W3 to the Directors and the Employees of the Company for each person as follows:

1. Unanimously resolved to approve and the issuance and offering of the warrants to Dr. Narongchai Akrasanee for an amount of 1,500,000 units.
2. Unanimously resolved to approve and the issuance and offering of the warrants to Mr. Chan Bulakul for an amount of 6,000,000 units.
3. Unanimously resolved to approve and the issuance and offering of the warrants to Mr. Robert McMillen for an amount of 1,500,000 units.

**Agenda 3. To consider and approve the increase of the registered capital of the Company from Baht 365,665,505 to Baht 380,665,505 by issuing new 30,000,000 ordinary shares at the par value of Baht 0.50 and to amend Clause 4. of the Memorandum of Association of the Company to be as follows:**

The Chairman informed the meeting to consider and approve the increase of registered capital of the Company from Baht 365,665,505 to Baht 380,665,505 by issuing new 30,000,000 ordinary shares at the par value of Baht 0.50 in order to strengthen the Company's capital base. The Company will have sufficient capital for working capital for future expansion resulting in higher profit

potential. If company's operations improve and the Company experiences profits, shareholders may benefit from the dividend payments and the Company's share price may increase. Clause 4 of the Memorandum of Association of the Company shall be amended in accordance with the capital increase to be as follows:

“Clause 4. The registered capital is Baht 380,665,505 (Three hundred eighty million six hundred sixty five thousand five hundred and five Baht)

Divided into 761,331,010 shares (Seven hundred sixty one million three hundred thirty one thousand and ten Shares)

At the par value of Baht 0.50 per share (Fifty Satang)

Divided into

761,331,010 ordinary shares (Seven hundred sixty one million three hundred thirty one thousand and ten Shares)

- preference shares”

#### **Resolution of the EGM**

The meeting duly considered and unanimously resolved to approve the increase of the registered capital of the Company and the amendment to Clause 4 of the Company's Memorandum of Association as the Chairman proposed.

#### **Agenda 4. To consider and approve the allocation of new 30,000,000 ordinary shares reserved for the exercise of ESOP Warrants offering to the Company's Directors and employees**

The Chairman asked the meeting to consider and approve the allocation of new 30,000,000 ordinary shares reserved for the exercise of ESOP Warrants offering to the Company's Directors and employees (BROOK-W3).

#### **Resolution of the EGM**

The meeting duly considered and unanimously resolved to approve the share allotment to be as proposed by the Chairman.

#### **Agenda 5 To consider other business (if any).**

There was no further business. The Chairman then allowed the shareholder to question or suggest the Company's business.

The shareholder suggested that the consulting unit approach the government agencies for a big scale projects. In addition, the publication unit is recommended to publish books for other industrial sectors such as food & beverages.

The shareholder appreciated the ESOP warrants scheme (BROOK-W3) in the sense that the exercise price is reasonable and fair as it is based on the weighted average market price. As such, the ESOP scheme ( BROOK-W3) is acceptable.

The Meeting adjourned at 11.10 a.m.



Signature \_\_\_\_\_ Chairman of the Meeting  
( Dr. Narongchai Akrasanee )

**PROXY( Form B )**

**Attachment no. 2  
( Duty Stamp of Baht 20 is required )**

Written at .....  
Date.....Month.....2007

(1) I / We.....Nationality.....Residing at No.....  
Road.....Sub District..... District .....  
Province.....Postal Code.....

(2) I / We am /are a shareholder of The Brooker Group Public Company Limited, holding the shares in the total amount of .....shares and the total number of votes for which I/ we am /are entitled to cast is .....votes as described below :

- ordinary shares in the amount of .....shares and the number of votes for which I/ we am /are entitled to cast is .....votes.

(3) I / We hereby appoint

(1) .....Age ..... years, residing at no .....  
Road ..... Sub district ..... District .....  
Province .....Postal Code.....or

(2) .....Age ..... years, residing at no .....  
Road ..... Sub district ..... District .....  
Province .....Postal Code.....or

(3) .....Age ..... years, residing at no .....  
Road ..... Sub district ..... District .....  
Province .....Postal Code.....

**Only one of them act as my/our Proxy** to attend and vote on my/ our behalf at the Annual General Meeting of the Shareholders No. 1/2007 to be held on Wednesday April 11, 2007 at 10.30 a.m. at The Ever Green Laurel Hotel, 88 North Sathorn Road, Soi 6, Bangrak, Bangkok 10500 or on such other date and at such other place as may be adjourned or changed.

(4) I/ we hereby authorize the Proxy to vote on my /our behalf in this morning as follows:

**Agenda 1** To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/ 2007 held on 17<sup>th</sup> May 2006.

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s)  Disapprove..... vote (s)  Abstain..... vote(s)

**Agenda 2** To Acknowledge of the operating result and to approve of the audited financial statements for the fiscal year 2006.

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s)  Disapprove..... vote (s)  Abstain..... vote(s)

**Agenda 3** To ratify by using 28,397,546 Baht premium on shares to offset discount on shares of 67,118,444 Baht, resulting in 38,720,898 Baht discount on shares remaining for 2006 financial statement presenting.

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s)  Disapprove..... vote (s)  Abstain..... vote(s)

**Agenda 4** To consider and approve the appropriation of annual net profit as legal reserve and the payment of dividend for the year 2006.

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s)  Disapprove..... vote (s)  Abstain..... vote(s)

**Agenda 5** To consider and approve the appointment of the auditors and the auditor's fee for fiscal year 2007

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s)  Disapprove..... vote (s)  Abstain..... vote(s)

**Agenda 6** To consider and approve the election of directors in place of those who retires by rotation and the remuneration of the Board of Directors of the Company for the period of January 1, 2007 – December 31, 2007. And allocation of 2006 special bonus to the Board of Directors of the Company.

6.1 Consideration on the election of directors in place of those who retires by rotation

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve the appointment of certain directors as follows:

1. Mr. Robert William McMillen

Approve.....vote(s)  Disapprove..... vote (s)  Abstain..... vote(s)

2. Mr. Brian George Cahill

Approve.....vote(s)  Disapprove.....vote (s)  Abstain.....vote(s)

3. Mr.Chan Bulakul

Approve.....vote(s)  Disapprove.....vote (s)  Abstain.....vote(s)

6.2 Consideration on the remuneration of the Board of Directors of the Company for the period of January 1, 2007 – December 31, 2007.

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s)  Disapprove.....vote (s)  Abstain.....vote(s)

6.3 Consideration on the allocation of 2006 special bonus to the Board of Directors of the Company.

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s)  Disapprove.....vote (s)  Abstain.....vote(s)

**Agenda 7** To consider and approve the amendment to the amount of ESOP warrants (BROOK-W3) offered to the Directors of the Company (which was approved by the EGM no.1/2006, held on 17 May 2006), by adding the number of ESOP warrants offered to Dr. Phillip Braun from 300,000 units to 600,000 units. Such incremental portion 300,000 units the board of directors allots from returned units from a director resigned.

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s)  Disapprove.....vote (s)  Abstain.....vote(s)

**Agenda 8** To consider and approve the company's cash balance utilization as of December 31, 2006. (Attachment 1)

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s)  Disapprove.....vote (s)  Abstain.....vote(s)

**Agenda 9** To consider other business (if any).

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Subject.....

Approve.....vote(s)  Disapprove..... vote (s)  Abstain..... vote(s)

Subject.....

Approve.....vote(s)  Disapprove..... vote (s)  Abstain..... vote(s)

(5) In case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(6) In case I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in every respects.

Signed Grantor  
( )

Signed Proxy  
( )

Signed Proxy  
( )

Notes :

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. For Agenda electing directors, the whole Board of Directors or certain directors can be elected.
3. In case the meeting considers or passes resolutions in any matters over those specified above, it can be specified in the attached along of the proxy form.

**Annex to the Form of Proxy**

Grant of proxy as a shareholder of The Brooker Group Public Company Limited.

At the Annual General Meeting of Shareholders No. 1/2550 on April 11, 2007 at 10.30 a.m. at The Evergreen Laurel Hotel, 88 North Sathorn Road, Soi 6, Bangrak , Bangkok 10500 or at any adjournment thereof to any other date time and venue.

.....  
 Agenda \_\_\_\_\_ subject \_\_\_\_\_  
 (A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.  
 (B) The Proxy may consider the matters and vote on my /our behalf as follows :  
 Approve .....vote(s)  Disapprove ..... vote (s)  Abstain ..... vote(s)

Agenda \_\_\_\_\_ subject \_\_\_\_\_  
 (A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.  
 (B) The Proxy may consider the matters and vote on my /our behalf as follows :  
 Approve .....vote(s)  Disapprove ..... vote (s)  Abstain ..... vote(s)

Agenda \_\_\_\_\_ subject \_\_\_\_\_  
 (A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.  
 (B) The Proxy may consider the matters and vote on my /our behalf as follows :  
 Approve .....vote(s)  Disapprove ..... vote (s)  Abstain ..... vote(s)

I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

Singed ..... Grantor  
( ..... )  
Date / /

Singed ..... Proxy  
( ..... )  
Date / /

## Independent Directors' Information in case of proxy

### 1. Dr. Narongchai Akrasanee

Age 62 years  
Address: 32<sup>nd</sup> Floor, PS Tower  
36/103-104, Sukhumvit 21 (Asoke)  
Klongtoey Nue, Wattana  
Bangkok 10110

To have interests on Agenda 6 as the following;

6.2 Consideration on the remuneration of the Board of Directors of the Company for the period of January 1, 2007 – December 31, 2007

6.3 Consideration on the allocation of 2006 special bonus to the Board of Directors of the Company.

### 2. Mr. Chipatr Srivisarvacha

Age 48 years  
Address: Room no. 1805, Two Pacific Place Building  
142 Sukhumvit Road,  
Bangkok 10110

To have interests on Agenda 6 as the following;

6.2 Consideration on the remuneration of the Board of Directors of the Company for the period of January 1, 2007 – December 31, 2007

6.3 Consideration on the allocation of 2006 special bonus to the Board of Directors of the Company.

### 3. Mrs. Punnee Worawuthichongsathit

Age 55 years  
Address: 612 Thanurat Road, Thungwatdown Sub-district,  
Sathorn District, Bangkok 10120

To have interests on Agenda 6 as the following;

6.2 Consideration on the remuneration of the Board of Directors of the Company for the period of January 1, 2007 – December 31, 2007

6.3 Consideration on the allocation of 2006 special bonus to the Board of Directors of the Company.

**PROXY**

Written at .....  
Date.....Month.....2007

I/We.....Nationality.....Residing at No.....  
Road.....Sub District.....District .....

Province.....Postal Code.....  
I/We am /are a shareholder of The Brooker Group Public Company Limited, holding the shares in the total amount of .....shares.

I/We hereby appoint

(1) .....Age .....years, residing at no.....  
Road .....Sub district .....District.....  
Province .....Postal Code.....or

(2) .....Age .....years, residing at no.....  
Road .....Sub district .....District.....  
Province .....Postal Code.....or

(3) .....Age .....years, residing at no.....  
Road .....Sub district .....District.....  
Province .....Postal Code.....

anyone of the above as my / our proxy to attend and vote on my/our behalf at the Annual General Meeting of the Shareholders No. 1/2007 to be held on Wednesday April 11, 2007 at 10.30 a.m. at The Ever Green Laurel Hotel, 88 North Sathorn Road, Soi 6, Bangrak, Bangkok 10500 or at any adjournment thereof.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

Duty Stamp  
20 Baht

Signed.....Grantor  
(.....)

Signed.....Proxy  
(.....)

**Note**

- 1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
- 2. The Shareholder shall grant proxy of the total shares holding and cannot grant partial shares.

#### **Cash Balance Utilization (Attachment no.4)**

To maximize the benefits to the company and its shareholders, the Board resolved to revise its resolution of 9 August 2006 on the allocation of 337.10 million baht cash balance as at 31 December 2006, which consisted of:

- 105.78 million baht remaining balance from capital increase rights issue to existing shareholders in September 2005, which had the following objectives:
  - 50 million baht for establishment of a Venture Capital fund for investment in small and medium-sized enterprises (SMEs) with high growth potential. The fund's policy would be to invest in small and medium-sized enterprises listed on the Market for Alternative Investment (MAI) and those not listed on the Thai stock exchange, in support of the government's policy to promote investment in such enterprises and with the aim to creating a balance between growth and liquidity of the business. The fund will invest in no more than 20% of each enterprise's registered capital but not exceeding 20 million baht for terms of 1-5 years.
  - 50 million baht for expansion of the company's existing businesses of Investment Banking, Business Advisory and Research, and Publications and On-line Services, as well as for future joint ventures and acquisitions.
  - 38 million baht for Brooker's working capital.
- 56.58 million baht remaining balance from the last exercise of BROOK-W1 warrants, which was to be used as working capital.
- 174.74 million baht from net cash from operating and investing.

The Board of Directors resolved to propose a revision of the allocation of funds to the Annual General Meeting of Shareholders (AGM) for approval as follows:

1. 50 million baht reserve for Brooker's working capital, which can be in cash or invested in financial instruments equivalent to cash.
2. Up to 55 million baht for the purchase and decoration of new office premises as follows:
  - Up to 42 million baht for purchase of one floor with 828 sq m space in an Office Condominium Building. Selling price per square meter is approximately 50,000 baht, which is in line with existing market price.
  - Up to 13 million baht for interior design and decoration of Brooker's new premises.

Seller is not related person as per the definition of connected person of the Stock Exchange of Thailand. Brooker will move into its new premises at around June 2007. This investment will help Brooker to save 4.9 million baht per year in expenses and 9.6 million baht per year in cash. This will also allow the company

to fix its annual rental rate and limit its exposure to the price volatility in the office space rental market.

3. Up to 150 million baht for investment in securities listed on the Stock Exchange of Thailand (SET) and the Market for Alternative Investment (MAI).
  - 75 million baht for investment through Brooker Capital Co Ltd, as part of an increase in the wholly-owned subsidiary's paid-up capital from 25 million baht to 100 million baht. (Total capital increase of BCL is 100 million baht).

Source of fund for Brooker Capital Co., Ltd. 's capital increase is funding of The Brooker Group.

- 75 million baht for investment directly by Brooker or through its subsidiaries as of 27 February 2007, or through investment units of any fund management companies.

Brooker's policy for investment in equity securities is:

- To invest in only small and medium-sized enterprises (SMEs) listed on the Thai stock exchange. Selection will be based on company-specific valuation and fundamental analysis.
- To invest not more than 3% of the Brooker's paid-up capital in 10-20 listed companies based on their fundamentals with investment per company not exceeding 30 million baht.
- Investment will be medium to long-term of 6-12 months based on each security's share price and operating results.

Brooker's policy for investment in investment units of fund management companies or specific funds are:

- Investments will be based on the performance of such fund and the fund management company, as well as the quality of the fund manager.
- The policy for investment in funds is the same as the policy for investment in equity securities.

Risk Hedging

- a. There will be no hedging of risks.
  - b. If the Thai stock exchange is volatile with certain securities susceptible to exogenous risks, the company will consider immediate divestment of such securities to be repurchased at a later date on a case by case basis.
4. Up to 100 million baht for short-term investments of not more than 1 year, such as the provision of bridging loans and purchase of customers' securities by private placement or during a public offering, in order to enhance the company's Investment Banking division's capabilities to service its clients.

5. Up to 100 million baht for investments in private and publicly listed companies by the Brooker or its subsidiaries as of 27 February 2007 in the form of private equity investment and venture capital investment, as well as special situation investment.

Execution of items 1, 2 and 3 will be given priority while execution of items 4 and 5 will be dependent on availability of funds. The Executive Committee (EXCO) or any persons designated by EXCO shall be responsible for executing items 1-5 and must report to the Board of Directors for their acknowledgement all transactions that occurs. In addition, the company must disclose to its shareholders via RSIM SET online news every six months within 30<sup>th</sup> January and 30<sup>th</sup> July of every year by summary of the usage of funds as per items 1-5.

**Board's opinion:** The Board of Directors proposed that the shareholders should approve on cash balance utilization as of December 31, 2006 as proposed.

Map of Meeting Venue

Evergreen Laurel Hotel, 88 North Sathorn Road Soi 6, Bangrak, Bangkok.



**Articles of Association  
of  
The Brooker Group Public Company Limited**

-etc-

**Charter 3  
General Meetings**

- 16 The Board of Directors shall convene an annual general meeting of shareholders within four months following to the end of the fiscal year of the Company.

All other meetings of shareholders are called “extraordinary general meetings of shareholders.” The Board of Directors may summon an extraordinary general meeting whenever deemed necessary. Shareholders holding not less than one-fifth of the shares or not less than 25 shareholders holding not less than one-tenth of the sold shares may request in writing the Board of Directors to summon an extraordinary general meeting, provided that such requested specifies the purposes of which the meeting shall be summoned. The Board of Directors shall convene such meeting within one month from the date of receipt of such written request from the shareholders.

- 17 All shareholders meetings shall be held at the registered office of the Company or any other place as agreed upon by the directors and as stated in the notice calling the shareholders meeting.

To convene a general meeting of shareholders, the Board of Directors shall issue a notice to the shareholders of the Company specifying the place, the day and the time of the meeting together with the agenda and the matters to be proposed to the meeting. Sufficient details together with the directors’ opinion on each matter, clearly stating which matter is for acknowledgement, approval or consideration of the shareholders shall accompany such notice. The notice shall be sent to the shareholders not less than 7 days prior to the meeting and additionally shall be advertised in a local newspaper for three days consecutively not less than 3 days prior to the meeting.

- 18 The purpose of an annual general meeting of shareholders is
- (1) to consider the report and review the performance of the board of directors and suggestions for the future operation;
  - (2) to consider and approve the balance sheet and profit and loss statement for the last fiscal year;
  - (3) to consider the remuneration for the board of directors and distribution of dividends and the allocation of capital reserves of the Company;
  - (4) to appoint directors replacing those retiring by rotation;
  - (5) to appoint the Company’s auditors and fix their remuneration; and
  - (6) to consider other business.

- 19 At any shareholders meeting, a quorum is required of at least 25 of the shareholders present in person or by proxy or of not less than half of all shareholders present either in person or by proxy representing at least on-third of the share capital of the company.
- 20 Each shareholder is entitled to one vote for each share he holds in the Company. Any resolution shall be passed by majority vote except a resolutions according to Clause 21 herein below.
- 21 The Following important businesses shall be passed by a majority vote of not less than sixty percent of the shares issued by Company.
- 22 A resolution of the shareholders' meeting shall require
  - 22.1 in and ordinary event, a majority of votes of the shareholders who attend the meeting and cast their votes. In the case of tied votes, the chairman of the meeting shall have a second and casting vote.
  - 22.2 in following events, votes of not less than three-fourth of the total member of votes of shareholders who attend the meeting and have the rights to vote:
    - (a) a sales or transfer of the whole or a vital part of the business of the Company to other person;
    - (b) a purchase or acceptance of a transfer of business from other companies;
    - (c) the executing, amending or terminating of contracts with respect to leasing out the whole or a vital part of the business of the Company; the assignment of the management of the business of the Company to any other persons.
23. Any shareholder may give authority to a person to attend the meeting and vote for the shareholder. The proxy shall be made in writing, executed by the shareholder and specify the details in relation to name of the authorized person, the number of shares which are hold by the shareholders, and meeting number, which the proxy has been made for attending and voting. In case the proxy wishes to vote in a meeting, he shall present the proxy form to the Chairman of the meeting prior to the meeting.
24. In any general meeting, only a shareholder, who has been registered and has paid up its share capital has the right to vote in any matters either directly or by proxy.
25. In the general meeting of shareholders, the Chairman of the Board of Directors shall preside as Chairman of meeting. If the Chairman is absent or unable to perform his duties, the meeting may elect any shareholder as Chairman of the meeting.
26. The Chairman of the shareholder meeting may adjourn general meeting with the consent of the meeting. The meeting shall fix place, date and time for the next meeting. The Board of Director shall send notice calling for meeting stating the place, date time and agendas to the shareholders not later than 7 days before the date fixed for the meeting. Said notice shall be published in newspaper for consecutive 3 days later than 3 days before the date fixed for the meeting. In the adjourned meeting, other matters apart from those derived from the previous meeting shall not be discussed.