

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

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**Chapter I  
General Provisions**

1. These Articles of Association shall be called “Articles of Association of The Brooker Group Public Company Limited.”
2. Unless otherwise provided, the term “Company” means The Brooker Group Public company Limited.
3. Unless otherwise provided in these Articles of Association, the provisions of the Public Companies Act shall be applied.
4. Any amendment to the Articles of Association or Memorandum of Association shall be made by resolution of a general meeting of the shareholders of the Company.

**Chapter 2  
Shares and Shareholders**

5. The shares of the Company shall be ordinary shares entered in named certificate and each share shall be equal in value to be fully paid up in money by one payment or deemed to be fully paid up in consideration of a person having rendered assets other than money. The Company may issue preference shares, debentures, convertible debentures or any other securities as permitted by the laws governing securities and exchange.

The subscribers or the purchasers of shares of the Company may not set-off the payment of shares with the Company.

6. The share certificates of the Company shall bear a signature of at least 1 director, signed or printed. The Company may appoint share registrar under the laws governing securities and exchange of the Company to sign or print its name on the share certificates of the Company on their behalf.

The Company may appoint a person or juristic person to be the share registrar. If the Company appoints Thailand Securities Depository Company Limited to be the share registrar of the Company, the procedures relating to the registration shall be in accordance with those prescribed by the registrar.

-company seal- sign -signature- -signature Directors  
(Mr. Chan Bulakul) (Mr. Anake Kamolnate)









24. The Chairman of the board shall be the chairman of shareholder meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.
25. The Chairman of the shareholder meeting may postpone the general meeting with the consent of the meeting provided that the meeting shall fix place, date and time for the next meeting. The Board of Director shall send notice calling for the meeting stating the place, date time and agenda 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 no later than 3 days before the date fixed for the meeting. In the postponed meeting, other matters apart from those derived from the previous meeting shall not be discussed.

#### **Chapter 4** **Directors and Auditor**

26. The Board of Directors shall be elected by the general meeting of shareholders to be responsible for managing all the Company's business and shall have the power and duty to carry on the business of the of Company within the scope of the laws, the Company's objectives and these Articles of Association as well as the resolutions of the shareholders' meeting, and shall also be authorised to carry on any activities as prescribed in the Memorandum or those related thereto.

Directors are not required to be a shareholder of the Company.

Directors shall not be personally liable to the Company for their action or omission except in the case of fraud or willful misconduct.

The Board of Directors may assign one or more person to carry out any activities on behalf of the Board of Directors.

The directors' authority requires two directors jointly sign and affix the Company's seal. The Board of Directors is authorized to fix the names of directors who are authorized to sign on behalf of the Company.

The directors' remuneration and consideration shall be fixed by the shareholders' meeting.

27. The Board of Directors shall consist of at least 5 and no more than 11 directors. Not less than a half of the directors shall have their domicile in the Kingdom of Thailand.

In a case where there is any vacancy in the Board of Directors for reasons other than a retirement by rotation, the Board of Directors shall elected a person who is qualified and not being a prohibited by the Public Company Law to fill the

-company seal- sign -signature- -signature Directors  
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**Chapter 6**  
**Dividends and Reserves**

40. At each distribution of dividend, the Company shall allocate to a reserve fund at least one-twentieth of the profits until the funds of such reserve represents at least one-tenth of the registered capital of the Company.
41. No dividend may be declared except by a resolution passed in the general meeting of shareholders.

Written notice of declaration of dividend shall be sent by registered mail to all shareholders registered in the register of shareholders of the Company.

The Board of Directors may declare an interim dividend to the shareholders from time to time when it appears that the profits of the Company justify such payment. After the distribution of dividend has been made, it must be reported to the meeting in the next meeting.

Distribution of dividend must be made within 1 month following the date the resolution was passed in the shareholders or Board of Directors meeting.

The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

**Chapter 7**  
**Increase and Reduction of Capital**

42. The Company may increase its registered capital by issuing new shares following the resolution of the general meeting of shareholders pursuant to the provision of the Public Limited Company Act, B.E. 2535.
43. The new shares as a result of the capital increase may be offered for sale in whole or in part, and may be offered to the shareholders in proportion to the number of shares held by each of them, or may be offered to public or other person either in whole or in part, in accordance with a resolution passed by the shareholder's meeting.
44. The Company may reduce its registered capital, by lowering the value of each share or by reducing the number of the shares, but the Company may not reduce its capital to less than one quarter of its total capital.

In case the company has accumulated losses, which have been compensated pursuant to Section 119 as amended by the Public Limited Company Act (No. 2) B.E. 2544 but the losses remain, the Company may reduce the capital to be less than one quarter of total capital.

