



**THE BROOKER GROUP PUBLIC COMPANY LIMITED**  
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Date February 21, 2019

Subject: Notification on the Resolution of the Board of Directors Meeting No.1/2019  
To: The Manager of the Stock Exchange of Thailand

- Enclosures
1. Capital Increase Report Form (F53-4)
  2. Key Summary of the Warrants to Purchase Newly Issued Ordinary Shares of The Brooker Group Public Company Limited No. 5 (BROOK-W5)
  3. Information Memorandum on the Offering and Allocation of Newly Issued Ordinary Shares of The Brooker Group Public Company Limited
  4. Details of amendment of the Company's Articles of Association

The Brooker Group Public Company Limited hereby reported the resolution of the Board of Directors Meeting No.1/2019 which was held on February 21, 2019 at 17.00 hours at Brooker Group Plc. Office as follows:

1. It was resolved to adopt the Minutes of the Board of Directors Meeting No. 5/2018.
2. It was resolved to adopt the Company operating report and audited financial statement for the year 2018 for the Shareholders meeting to consider and approve.
3. It was resolved to propose to the Annual General Meeting of Shareholders to approve the allocation of profit ending 31 December 2018 for distribution of dividend to shareholders at 0.04 Baht per share, with an interim dividend of 0.02 Baht per share already paid on 7 September 2018 and the final payment of 0.02 Baht per share to be paid on 23 May 2019.

The Company will determine the list of shareholders for the right to receive dividend on 2 May 2019.

4. It was resolved to adopt the appointment of Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885 of A.M.T. & Associates or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No. 4563 of A.M.T. & Associates or Miss Daranee Somkamnerd, Certified Public Accountant No. 5007 of A.M.T. & Associates or Miss Jarunee Nuammae, Certified Public Accountant No. 5596 of A.M.T. & Associates as the company auditors and its subsidiaries for the year 2019, and to fix the auditor's fee of a maximum of 1,760,000 Baht for the shareholders meeting to consider and approve.
5. It was resolved to adopt four retire directors by means of rotation, Mr. Chan Bulakul, Mr. Anake Kamolnate, Mr. Sompong Phaoenchoke and Mrs. Punnee Worawuthichongsathit, to be re-elected as the company directors.
6. It was resolved to adopt the allocation of a maximum amount of Baht 5,300,000 (Five million and Three Hundred Thousand Baht) for the remuneration of the directors during

period January 1<sup>st</sup>, 2019 – December 31<sup>st</sup>, 2019 for the shareholders meeting to consider and approve.

7. It was resolved to propose the amendment of Article 16 of the Company's Articles of Association to align it with the Public Limited Companies Act B.E. 2535 (1992) , section 100 (amendment) by Order No. 21/2017 of the Head of the National Council for Peace (Enclosure 4).
8. It was resolved to reduce the company's registered capital from Baht 705,918,641 to Baht 704,700,608.25, by cancelling 9,744,262 unissued ordinary shares at the par value of Baht 0.125 per share. The Board also resolved to amend Clause 4 of the Memorandum of Association of the company to reflect to capital reduction. The capital reduction and the amendment to the Memorandum of Association shall be proposed to the Shareholders Meeting for approval. (Enclosure 1)
9. It was resolved to grant approval to propose the Annual General Meeting of Shareholders No.1/2019 to consider and approve the issuance and allocation of the warrants to purchase the Company's newly issued ordinary shares No.5 (BROOKER-W5) to the Company's existing shareholders according to their shareholding percentages (Right Offering) (the "Warrants") in the amount of not exceeding 1,409,401,217 units free of charge, at the ratio of 4 existing ordinary shares to 1 unit of the Warrants (any fraction thereof shall be disregarded), for a term 3 years from the issuance date of the Warrants, with the exercise ratio of 1 unit to 1 newly issued ordinary share, and with the exercise price of THB 0.25 per share, whereby the Company will consider allocating not exceeding 1,409,401,217 newly issued ordinary shares of the Company at the par value of THB 0.125 per share to accommodate the exercise of the warrants. (Enclosure 2 and 3)
10. It was resolved to increase the company's registered capital from Baht 704,700,608.25 to Baht 880,875,760.375 by issuing new 1,409,401,217 ordinary shares at the par value of Baht 0.125 per share, totaling Baht 176,175,152.125 and has resolved to amend Clause 4 of the Memorandum of Association of the company to reflect to capital increase. The capital increase and the amendment to the Memorandum of Association shall be proposed to the Shareholders Meeting for approval.
11. It was resolved to allot 1,409,401,217 shares as reserve for the exercise of ordinary share warrant issued to existing shareholders ("BROOK-W5"). The shares allotment shall be proposed to the Shareholders Meeting for approval. (Enclosure 1)
12. It was resolved to call for the Annual General Meeting of Shareholders No. 1/2019 to be held on Wednesday **24 April 2019 at 10.00 a.m.**, at Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Sukhumvit Soi 13 -15, Klongtoey Nua, Wattana, Bangkok 10110.

To consider the following agendas:

- 1.1 Approval of the minutes of the Annual General Meeting of Shareholders No. 1/2018 held on April 25, 2018.
- 1.2 Reporting of the operating results of the Company and approval of the audited Financial Statements for the Fiscal year 2018.
- 1.3 Approval the allocation of profit for the year 2018 for distribution of dividend to shareholders.

- 1.4 Consideration and approve on the appointment of the auditors and the auditor's fee for fiscal year 2019.
  - 1.5 Consideration and approve the election of directors to replace the retiring directors by rotation.
  - 1.6 Consideration and approve the remuneration of the directors of the Company for the fiscal year ended December 31, 2019.
  - 1.7 Consideration of the amendment of the Company's Article 16 of the Company's Articles of Association to align it with the Public Limited Companies Act B.E. 2535 (1992) , section 100 (amendment)
  - 1.8 Consideration on the reduction of the registered capital from Baht 705,918,641 to Baht 704,700,608.25, by cancelling 9,744,262 unissued ordinary shares at the par value of Baht 0.125 per share
  - 1.9 Consideration on the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital reduction
  - 1.10 Consideration on the issue of 1,409,401,217 ordinary share warrants (BROOK-W5) for offering to existing shareholders.
  - 1.11 Consideration on the increase of the registered capital from Baht 704,700,608.25 to Baht 880,875,760.375, by issuing new 1,409,401,217 ordinary shares at the par value of Baht 0.125 per share
  - 1.12 Consideration on the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase
  - 1.13 Consideration of the allotment of shares 1,409,401,217 shares as reserve for the exercise of ordinary share warrant issued to existing shareholders (BROOK-W5)
  - 1.14 Other Business (if any)
13. It was resolved to fix the Record Date on which shareholders have the right to attend the **2019 Annual General Meeting of Shareholders** on 7 March 2019.

The Board of Directors also set the record date to determine the right of shareholders who will be entitled to receive BROOK-W5 warrants on 2 May 2019.

Please be informed accordingly.

Yours sincerely,

Mr. Chan Bulakul  
Chief Executive Officer

**Capital Increase Report Form**  
**The Brooker Group Plc**  
**21 February 2019**

We, The Brooker Group Public Company Limited (The "Company"), hereby reported the resolution of the Meeting of the Board of Directors No.1 /2019, held on 21 February 2019 at 17:00 hours to 19:00 hours about increasing the registered capital and allocating ordinary shares as follows;

**1. Capital Reduction and Capital Increase**

The Board of Directors' Meeting resolved to propose the Annual General Meeting of Shareholders No. 1/2019

1.1 To consider and approve the reduction of the Company's registered capital for the amount of THB 1,218,032.75 from the current registered capital of THB 705,918,641.00 to THB 704,700,608.25 by cancelling the unissued ordinary shares for the amount of 9,744,262 shares newly issued ordinary shares at the par value of THB 0.125 per share (which were issued according to the Extraordinary Shareholder Meeting No. 1/2011 in relation to the re resolution for the capital increase to accommodate the exercise of Right Offering warrant (BROOK-W4). However, BROOK-W4 has already expired (since 9 August 2016)

1.2 To consider and approve the increase of the Company's registered capital for the amount of THB 176,175,152.125 from the registered capital of THB 704,700,608.25 to THB 880,875,760.375 by issuing not exceeding 1,409,401,217 newly-issued ordinary shares at the par value of THB 0.125 per share, with the description of the capital increase as follows:

<b>Capital Increase</b>	<b>Type of Shares</b>	<b>Amount of Shares (shares)</b>	<b>Par Value (THB per share)</b>	<b>Total (THB)</b>
<input checked="" type="checkbox"/> Specific Purpose of Use of Proceeds	Ordinary Shares Preferred Shares	1,409,401,217	0.125	176,175,152.125
<input type="checkbox"/> General Mandate	Ordinary Shares Preferred Shares	- -	- -	- -

## 2. Allotment of New Share

### 2.1 Details of New Share Allotment

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Share Subscription and Payment Date and Time	Remark
To accommodate the exercise of the warrants to purchase the Company's newly-issued ordinary shares allocated the Company's existing shareholders pro rata to their shareholdings (BROOK-W5)	Not exceeding 1,409,401,217 shares	4 existing shares for 1 unit of warrant (BROOK-W5)  1 unit of the warrant gives the entitlement to purchase 1 newly issued ordinary share with the exercise price of THB 0.25 per share	BROOK-W5 will be issued and allocated for free	Expected to allocate BROOK-W5 within May 2019 (Please See item 9)	Please see remark below

#### Remark:

The Board of Director Meeting No. 1/2019 held 21 February 2019 passed the resolution to propose the Annual General Meeting of Shareholders No. 1/2019 to consider and approve the issuance and offering of not exceeding 1,409,401,217 newly-issued ordinary shares at the par value of THB 0.125 per share to accommodate the exercise of the warrant to purchase the Company's newly-issued ordinary shares ("BROOK-W5") with specifying the name of shareholder and transferable. Such warrants will be issued and allocated to the Company's existing shareholders with the entitlement ratio of 4 existing shares for 1 unit of warrant.

In case, there is any fraction of warrant, as a result of the allocation to each existing shareholder according to their respective shareholding percentage thereof, shall be disregarded. BROOK-W5 has a term of 3 years from the issuance date of the Warrants, with the exercise ratio of 1 unit to 1 newly-issued ordinary share, and with the exercise price of THB 0.25 per share.

The details of the Warrants are described in the Key Summary of the Warrants to Purchase Newly Issued Ordinary Shares of The Brooker Group Public Company Limited No. 5 (BROOK-W5) (Enclosure 2).

In addition, the Board of Directors' Meeting also approved to propose the Annual General Meeting of Shareholders No. 1/2019 to consider and approve the authorization of the Board of Directors or the Managing Director or the person entrusted by the Board of Directors or the Managing Director to take any arrangements necessary for and in connection with the issuance and allocation of the Warrants in compliance with the laws, including but not limited to the power to:

- (1) set out and amend rules, terms, conditions and other details relating to the issuance and allocation of the Warrants, including the date to determine the list of shareholders eligible to be allocated with the Warrants;
- (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents, with the Office of the Securities and Exchange Commission, the MAI, the Stock Exchange of Thailand, governmental agencies and relevant authorities in relation to the issuance and allocation of the Warrants and the listing of the Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed securities on the MAI; and
- (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the Warrants on this occasion.

### ***2.1.1 The Company's arrangements with any fraction of shares***

Any fraction of shares from the allocation of the newly-issued ordinary shares to accommodate the exercise of the Warrants shall be disregarded.

### ***2.1.2 The amount of the remaining unallocated shares***

-None-

## **2.2 General Mandate**

<b>Allocation to</b>	<b>Type of Securities</b>	<b>Amount of Shares</b>	<b>Percentage of Paid-up Capital*</b>	<b>Remark</b>
Right Offering	-	-	-	-
Public Offering	-	-	-	-
Private Placement	-	-	-	-

### 3. Schedule of shareholders meeting to approve the capital increase/allotment

It was resolved to call for the Annual General Meeting of Shareholders No. 1/2019 to be held on Wednesday **24 April 2019 at 10.00 a.m.**, at Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Sukhumvit Soi 13 -15, Klongtoey Nua, Wattana, Bangkok 10110

- The share register shall be closed to suspend any share transfer for the right to attend the Shareholders Meeting from.....until the Shareholders' Meeting is adjourned.
- The record date to determine the list of shareholders eligible to attend the Annual General Meeting of Shareholders shall be 7 March 2019.

### 4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any):

1. The Company shall register its registered capital increase and change of its paid-up registered capital as well as the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce.
2. The Company shall apply for approval from the Stock Exchange of Thailand for listing of the Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed securities on the MAI.

### 5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The purposes of using the fund rose from converting the Warrant (“BROOK-W5”) are as follow:

<b>Strategy in using the fund raised</b>	<b>Expected utilization</b>
1) Invest in the non-listed companies that have the growth potentials or the potential to be listed in the Stock Exchange of Thailand or provide loans to such companies.	Approximately 50%
2) Invest in the securities of the listed companies on the Stock Exchange of Thailand	Approximately 25%
3) Use for working capital	Approximately 25%
<b>Total</b>	<b>100%</b>

Remark

- (1) Providing loans is consistent with the objectives of the Company informed to the Ministry of Commerce that is, the objective of giving loans is to obtain the return at the rate higher than the general interest rate obtained from deposit at bank. The key principle is that the benefit from the Transaction is higher than the Company's financial cost.
- (2) For the aforementioned investment, the Company will comply with the Announcement from the Committees of Stock Exchange of Thailand; Disclosure of Information in relation to the asset acquisition or disposition 2004 and announcements or other related laws.

**6. Benefits which the Company will receive from the capital increase/share allotment:**

If all BROOK-W5 are completely exercised, the Company will receive cash at the total amount of THB 352,350,304.25. The cash received can be at one time or series for the quarterly exercise. The 352,350,304.25 amount is 12.74 percent of the Company's total asset i.e. THB 2,765,201,363.31(as shown on the financial statement for year end 31 December 2018 (audited)).

The capital increase of the Company by issuing the Warrants to purchase the Company's newly issued ordinary shares will enhance the capital base and enable the Company to use the proceeds from the exercise of BROOK-W5 to follow the Objectives. This will potentially create income in the form of capital gain in short term (less than 1 year), and long term, as well as the interest income.

**7. Expected Benefits to the Shareholders from the Capital Increase/New Share Allocation:**

**7.1 Dividend Policy**

The Company has a policy to pay dividends at not less than 50 percent of the net profits according to the Company's separate financial statements after corporate income tax, legal reserve and all other reserves.

However, the Company may declare dividends differently, depending on the financial performance, financial status, the financial liquidity, the requirement of the working capital in its business operations, expansion and other factors relating to the Company's operation management as deemed appropriate by the Company's Board of Directors' and/or the Company's shareholders.

**7.2 Subscribers for new shares on this occasion shall be entitled to dividends from the operating results starting from this period**

After the persons receive and exercise the BROOK-W5, such persons shall be entitled to dividends when the Company declares dividends in the same manner as the Company's existing shareholders.

**7.3 Others**

-None-

**8. Other Details Essential for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation**

-None-



**9. Schedule of Actions after the Board of Directors' Resolution to Approve the Capital Increase/New Share Allocation:**

<b>No.</b>	<b>Procedure</b>	<b>Date</b>
1.	The Board of Directors' Meeting No. 1/2018	21 February 2019
2.	Record date to determine the list of shareholders eligible to attend the Annual General Meeting of Shareholders No. 1/2019	7 March 2019
3.	The Annual General Meeting of Shareholders No. 1/2019	24 April 2019
4.	Notification of the resolution of Shareholders' Meeting to the Stock Exchange of Thailand	24 April 2019
5.	Register the resolution of Shareholder's Meeting in relation to the change of the registered capital as well as the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	within 14 days from the date of capital increase resolution from Shareholders' Meeting
6.	Determination of the list of shareholders eligible to be allocated the 5 <sup>th</sup> warrant of the Company (BROOK-W5) or Record Date  Remark: It is the same date with the Determination of the list of shareholders eligible to receive the dividend for period 1 July 2018 to 31 December 2018 in case the Annual General Meeting No. 1/2019 has a resolution to consider and approve the foresaid dividend payment	2 May 2019
7.	Delivery of notice of allocation of the Warrants and notice of the right to allocation of the Warrants to all existing shareholders, with copies thereof to the Stock Exchange of Thailand	To be prescribed by the Board of Directors or the Managing Director or the person entrusted by the Board of Directors or the Managing Director, but before the date of allocation of the Warrants, expected to be executed within May 2019
8.	Allocation of the Warrants to the Company's existing shareholders according to their shareholding percentages (Right Offering)	To be prescribed by the Board of Directors or the Managing Director or the person entrusted by the Board of Directors or the Managing Director, after the procedure number 6, and expected to be within May 2019 as well

The Company hereby certifies that the information contained in this report is true and complete in all respects.

(Chan Bulakul)  
Chief Executive Officer

**Description, Condition and Major Characteristics of Warrant # 5  
of  
The Brooker Group Plc (BROOK-W5)**

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**Description, Condition and Major Characteristics**

Name	:	Warrant to purchase newly issued ordinary shares of The Brooker Group Public Company Limited No.5 (BROOK-W5) (the “Warrants”)
Type	:	Specify warrant holders and transferable
Number to be Issued	:	Not exceeding 1,409,401,217 Units
Offering Price	:	THB 0.00 per units (Free of charge)
Term of Warrant	:	3 years from the issuance date of the Warrants
Numbers of Ordinary Shares Allocated to Accommodate the Exercise of the Warrants:	:	Not exceeding 1,409,401,217 Shares (At par THB 0.125)
Ratio of the Numbers of Ordinary Shares Allocated to Accommodate the Warrants to all Issues Shares of the Company	:	$= (1,409,401,217 / 5,637,604,866) \times 100$ $= 25.00\%$
Offering Method and Allocation Ratio	:	The Warrants shall be allocated on a pro rata basis to the Company’s existing shareholders (Right Offering) at the ratio of 4 existing ordinary shares to 1 unit of the Warrants (Any fraction thereof shall be disregarded).
Exercise Ratio	:	1 unit of the Warrants gives the entitlement to purchase 1 newly issued ordinary share. (The exercise price and the exercise ratio are subject to adjustment in accordance with the conditions of right adjustment.)
Exercise Price	:	THB 0.25 per share
Expected Issue Date of the Warrant	:	The Company’s Board of Directors or the Managing Director or the person entrusted by the Board of Directors or the Managing Director, but before the date of allocation of the Warrants, expected to be executed within May 2019
Exercise Period	:	Holder of the Warrants can exercise their rights to purchase the Company’s newly issued ordinary shares on the last business day of every quarter (March, June, September and December) throughout 3 years from the issuance date. (The “Exercise Date”)

Exercise Notice Period	<p>: The holders of the Warrants wishing to exercise the rights to purchase the Company's newly issued ordinary shares shall be a period of 5 days, exceptional the last Exercise Date shall be a period of 15 days, prior to the Exercise Date, to give notice of intention to exercise the rights, during the period of which, the holders of the Warrants may give notice of intention to exercise the Warrants on any business days.</p> <p>First exercise date expected within June 2019 while the final exercise date expected within June 2022</p>
Secondary Market for the Warrants :	<p>: The Company shall list the Warrants as listed securities on the Market for Alternative Investment (the "MAI")</p>
Secondary Market for the Newly Issues Ordinary Shares for Exercise of the Warrants	<p>: The Company shall list the newly issues ordinary shares to accommodate the exercise of the Warrants as listed securities on the MAI</p>
Warrant Registrar	<p>: Thailand Securities Depository Co., Ltd.</p>
Other Rights and Benefits	<p>: The newly issued ordinary shares issued from the exercise of the Warrants on this occasion shall enjoy the same rights and status as those of the Company's ordinary shares previously issued in all respects.</p>
Condition of Right Adjustment	<p>: The Company shall adjust the exercise price and the exercise ratio to purchase the Company's newly issued ordinary shares throughout the term of the Warrants upon the occurrence of any of the following events, with a purpose to secure the interest and returns for the holders of the Warrants not to be less favorable:</p> <ol style="list-style-type: none"> <li>(1) When the Company changes the par value of its shares as a result of a combination or split of shares;</li> <li>(2) When the Company offers for sale any newly issued shares at a lower price;</li> <li>(3) When the Company offers for sale any convertible debentures at a lower price or offers for sale any warrants to purchase shares at a lower price;</li> <li>(4) When the Company pays all or parts of the dividend in the form of newly- issued shares to the shareholders;</li> <li>(5) When the Company pays dividend in cash exceeding the rate specified in the terms and conditions of the Warrants;</li> <li>(6) Any other events similar to (1) to (5) which would cause any returns to be received by the holders of the Warrants, once exercised, to be less favorable.</li> </ol>

<p>Impact on the Company's shareholders from the Exercise of the Warrants (Dilution Effect)</p>	<p>: <u>Case 1</u>: The existing shareholders exercise all the Warrants.</p> <p><u>Case 2</u>: Those who are not the existing shareholders exercise the Warrants to purchase all ordinary shares of the Company (the existing shareholders sell all the Warrants on the MAI)</p> <p>1. Impact on the existing shareholders' voting rights and share of profits (Control Dilution)</p> <p><u>Case 1</u> The effect of the Control Dilution is as follows; There is no control dilution effect since this represents the issuance and allocation of the Warrants to the Company's existing shareholders according to their shareholding percentages (Right Offering).</p> <p><u>Case 2</u> The effect of the Control Dilution is as follows; Control Dilution = <math>\frac{\text{Number of underlying shares issued}}{\text{Number of paid-up shares} + \text{Number of underlying share issued}}</math></p> $= \frac{1,409,401,217}{5,637,604,866 + 1,409,401,217}$ $= 20.00\%$ <p>2. Impact on the market price of shares (Price Dilution)</p> <p><u>Case 1</u> The effect of the Price Dilution is as follows; There is no price dilution effect since this represents the issuance and allocation of the Warrants to the Company's existing shareholders according to their shareholding percentages (Right Offering).</p> <p><u>Case 2</u> The effect of the Price Dilution is as follows;</p> $\text{Price Dilution} = \frac{\text{Market Price} - \text{Price after the offering}}{\text{Market Price}}$ $= \frac{0.51 - 0.458}{0.51}$ $= 10.20\%$
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Whereas;

Market Price = The weighted average price of the Company's ordinary shares on the MAI for the past 15 consecutive business days prior to the date the Board of Directors passes its resolution to propose the Shareholders' Meeting of the Company to consider and approve the issuance and allocation of the Company's newly issued ordinary shares No.5 (BROOK-W5) to the Company's existing shareholders according to their shareholding percentages (Right Offering) in the amount of not exceeding 1,409,401,217 units free of charge, from January 30, 2019 to February 20, 2019, the price is equal to THB 0.51 (Source: SETSMART via www.setsmart.com)

Price after the offering =

$$\frac{[(\text{Market price} \times \text{Number of paid-up shares}) + (\text{Exercise price} \times \text{Number of underlying shares})]}{(\text{Number of paid-up shares} + \text{Number of underlying shares})}$$

Price after the offering

$$= \frac{(0.51 \times 5,637,604,866) + (0.25 \times 1,409,401,217)}{(5,637,604,866 + 1,409,401,217)}$$

= 0.458 THB per share

### 3. Impact on the share of profits (Earnings Dilution)

Case 1 The effect of the Earnings Dilution is as follows;

There is no earnings dilution effect since this represents the issuance and allocation of the Warrants to the Company's existing shareholders according to their shareholding percentages (Right Offering).

Case 2 The effect of the Earnings Dilution is as follows;

Earnings dilution

= Earnings Per Share prior the issuance – Earnings Per Share after the issuance

$$\frac{\text{Earnings per share prior the issuance}}{0.00081}$$

=  $\frac{0.00081 - 0.00065}{0.00081}$

= 20.00%

Whereas;

Earnings Per Share prior the issuance

= Net profit / Number of paid-up shares

= 4,564,733.28 / 5,637,604,866

= THB 0.00081 per share

<p>Other Conditions</p>	<p>Earnings Per Share after the issuance  = Net profit / (Number of paid-up shares + Number of underlying shares)  = 4,564,733.28 / (5,637,604,866 + 1,409,401,217)  = THB 0.00065 per share</p> <p>: The authorization of the Board of Directors or the Managing Director or the person entrusted by the Board of Directors or the Managing Director can take any arrangements necessary for and in connection with the issuance and allocation of the Warrants in compliance with the laws, including but not limited to the power to:</p> <ol style="list-style-type: none"> <li>1) set out and amend rules, terms, conditions and other details relating to the issuance and allocation of the Warrants, including the date to determine the list of shareholders eligible to be allocated with the Warrants;</li> <li>2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents, with the Office of the Securities and Exchange Commission, the MAI, the Stock Exchange of Thailand, governmental agencies and relevant authorities in relation to the issuance and allocation of the Warrants and the listing of the Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed securities on the MAI; and</li> <li>3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the Warrants on this occasion.</li> </ol>
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**Information Memorandum on the Offering and Allocation of Newly Issued Ordinary Shares of the Brooker Group Public Company Limited**

**1. Details of the Offering**

**1.1 Number of Shares Offered**

The Company will offer not exceeding 1,409,401,217 newly issued ordinary shares at the par value of THB 0.125 per share, to accommodate the exercise of the warrants to purchase the Company's ordinary shares series 5 (BROOK-W5) issued and offered for sale to the shareholders subscribing for newly issued ordinary shares according to their shareholding percentage.

**1.2 Types of Investors**

The Company's existing shareholders according to their shareholding percentage and the Warrants. Each of the Company's existing shareholders shall be allocated and offered with the Warrants at the ratio of 4 existing shares to 1 unit of the Warrants

**1.3 Determination and Justification of the Offering Price**

The Company will offer the Warrants to the Company's existing shareholders according to their shareholding percentage (Rights Offering) free of charge.

**1.4 Procedures for Offering and Allocation**

The Company will allocate the Warrants free of charge to each of the Company's existing shareholders at the ratio of 4 existing shares to 1 unit of the Warrant. In allocating the Warrants, the Company will disregard the fractions of the Warrant. The Company's Warrants shall have tenure of 3 years from the issuance date thereof, with the exercise price of THB 0.25 per unit of the Warrant. Please refer to further details in the Key Terms of the Warrants to Purchase the Company's Newly Issued Ordinary Shares (BROOK-W5) per Enclosure 2.

**2. Purpose of Issuance of Newly Issued Ordinary Shares and Plan for Use of Proceeds**

For using the fund raised from the conversion of the Warrant ("BROOK-W5") as the following objectives:

<b>Strategy in using the fund raised</b>	<b>Proportion of utilization</b>
1) Invest in the companies not listed in the Stock Exchange of Thailand but has the growth potential or the potential to be listed in the Stock Exchange of Thailand or provide loans to the following companies.	Approximately 50%
2) Invest in the companies listed in the Stock Exchange of Thailand	Approximately 25%
3) Using as Working Capital	Approximately 25%
<b>Total</b>	<b>100%</b>

#### Remark

- (1) The loans given are consistent with the objectives of the Company informed to the Ministry of Commerce that is, the objective of giving loans is to gain the interest at a better rate than the interest from the ordinary savings with financial institutes. Hence, the vital criterion is the benefit to gain must be more than the financing cost.
- (2) In the fore mentioned investment, the company will proceed in accord to the announcement from the Committees of Stock Exchange of Thailand; disclosing information and follows the procedure of listed company of in the asset acquisition or disposition of 2004 and announcements or other related laws.

### 3. Potential Impact from Capital Increase or Allocation of Newly Issued Shares

#### 3.1 Control Dilution

Case 1 The impact of Control Dilution is as follow:

No effect since the Warrants are issued and allocated to the existing shareholders of the Company according to their shareholding percentages. (Right Offering)

Case 2 The impact of Control Dilution is as follow:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{No. of shares issued in this occurrence}}{\text{No. of paid up shares} + \text{No. of shares issued in this occurrence}} \\
 &= \frac{1,409,401,217}{5,637,604,866 + 1,409,401,217} \\
 &= 20.00\%
 \end{aligned}$$

#### 3.2 Price Dilution

Case 1 The impact of Price Dilution is as follow:



No effect since the Warrants are issued and allocated to the existing shareholders of the Company according to their shareholding percentages. (Right Offering)

Case 2 The impact of Control Dilution is as follow:

$$\begin{aligned} \text{Price Dilution} &= \frac{\text{Market Rate} - \text{Price after the offering}}{\text{Market Rate}} \\ &= \frac{0.51 - 0.458}{0.51} \\ &= 10.20\% \end{aligned}$$

Market Rate :

The weighted average closing price of the Company's ordinary shares being traded on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date the Board of Directors resolved to propose the matter to the Shareholders' Meeting for the approval of issuance and allocation of the Warrant to Purchase the Company's Newly Issued Ordinary Shares of the Brooker Group Public Company Limited series 5 (BROOK-W5) to existing shareholders according to their shareholding percentages (Right Offering) at the amount of not exceeding 1,409,401,217 shares free of charge during 30 January 2019 to 20 February 2019 at the price THB 0.51 (Derived from SETSMART, [www.setsmart.com](http://www.setsmart.com))

Price after the offering :

=

$$\frac{(\text{Market Rate} \times \text{No. of paid up shares}) + (\text{Exercise price} \times \text{No. of shares issued in this occurrence})}{(\text{No. of paid up shares} + \text{No. of shares issued in this occurrence})}$$

$$= \frac{(0.51 \times 5,637,604,866) + (0.25 \times 1,409,401,217)}{(5,637,604,866 + 1,409,401,217)}$$

$$= 0.458$$

### 3.3 Earnings Dilution

Case 1 The impact of Earnings Dilution is as follow:

No effect since the Warrants are issued and allocated to the existing shareholders of the Company according to their shareholding percentages. (Right Offering)

Case 2 The impact of Earnings Dilution is as follow:

Earning Dilution

$$\begin{aligned}
&= \frac{\text{Earning Per Share prior the issuance} - \text{Earning Per Share after the issuance}}{\text{Earnings Per Share prior the issuance}} \\
&= \frac{0.00081 - 0.00065}{0.00081} \\
&= 20.00\%
\end{aligned}$$

Whereas;

$$\begin{aligned}
\text{Earnings Per Share prior the issuance} &= \frac{\text{Net Profit}}{\text{Number of paid up shares}} \\
&= \frac{4,564,733.28}{5,637,604,866} \\
&= \text{THB } 0.00081 \text{ per share}
\end{aligned}$$

$$\begin{aligned}
\text{Earnings Per Share after the issuance} &= \frac{\text{Net Profit}}{(\text{No. of paid up shares} + \text{No. of underlying shares})} \\
&= \frac{4,564,733.28}{5,637,604,866 + 1,409,401,217} \\
&= \text{THB } 0.00065 \text{ per share}
\end{aligned}$$

#### Other Conditions

The authorization of the Board of Directors or the Managing Director or the person entrusted by the Board of Directors or the Managing Director can take any arrangements necessary for and in connection with the issuance and allocation of the Warrants in compliance with the laws, including but not limited to the power to:

- 1) set out and amend rules, terms, conditions and other details relating to the issuance and allocation of the Warrants, including the date to determine the list of shareholders eligible to be allocated with the Warrants;
- 2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents, with the Office of the Securities and Exchange Commission, the MAI, the Stock Exchange of Thailand, governmental agencies and relevant authorities in relation to the issuance and allocation of the Warrants and the listing of the Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed securities on the MAI; and

- 3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the Warrants on this occasion.

#### **4. Opinions of the Board of Directors**

##### **4.1 Rationale and Justification for the Registered Capital Increase**

As of 31 December 2018, the Company and its subsidiaries had approximately THB 170 million. However, if the Annual General Meeting of Shareholders No. 1/2019 resolves to approve the dividend payment for the last 6 months of 2018 at THB 0.02/share for the amount THB 112 million, the Company will have the cash of THB 58 million (in case of not taking into account any other cash inflow). It is still deemed as sufficient liquidity. However, the Company considered that it needs to expand the business by finding the opportunities to continuously earn more income. Therefore, the Company should expand the fund base by issuance of BROOK-W5.

##### **4.2 Feasibility of the Plan for Use of Proceeds**

The issuance of BROOK-W5 with the exercise price of THB 0.25/share can be considered cheaper than the current market rate, whereas the market price is the weighted average price of the Company's ordinary shares on the MAI for the past 15 consecutive business days prior to the date the Board of Directors passes its resolution to propose the Shareholders' Meeting of the Company to consider and approve the issuance and allocation of the Company's newly issued ordinary shares No.5 (BROOK-W5) to the Company's existing shareholders according to their shareholding percentages (Right Offering) in the amount of not exceeding 1,409,401,217 units free of charge, from January 30, 2019 to February 20, 2019, the price is equal to THB 0.51 (Source: SETSMART via [www.setsmart.com](http://www.setsmart.com))

Therefore, the exercise price can be considered attractive for the existing shareholder which receive the BROOK-W5 allocation free of charge to exercise the warrants. This will enhance the probability for the Company to receive the exercise proceeds of the warrants that have 3-year expiry date. This will enable the Company to use the proceeds per the stated objectives.

##### **4.3 Justifications of the Capital Increase**

The Company's Board of Directors viewed that the capital increase benefits the Company as it gives the flexibility for investment to reap the future return. The issuance and allocation of BROOK-W5 for free enables the shareholders to make their own decision whether they would like to increase their investment in the Companies along the next 3 years.

##### **4.4 Sufficiency of source of funds in the case where the proceeds from the offering of the Warrants do not cover the total budget required for the project**

If not all BROOK-W5 are exercised, the Company still has the sufficient cash for the operation and has the financial liquidity as described on item 4.1

#### **4.5 Expected impact on the Company's business operations, financial position and operational results from the issuance and offering of the Warrants and the implementation of the plan for use of proceeds**

If all BROOK-W5 are completely exercised, the Company will receive cash at the total amount of THB 352,350,304.25. The cash received can be at one time or series for the quarterly exercise. This will expand the Company's fund base and has the liquidity to provide the flexibility to utilize the proceeds per the objectives as stated on the Capital Increase Form (F53-4). This will create opportunities to have future return.

#### **5. Certification of the Board of Directors**

The Board of Directors hereby certifies that the Board of Directors has performed its functions with integrity and due care to protect the Company's interests in this capital increase. However, should the performance of such functions has caused damage to the Company, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Securities and Exchange Act B.E. 2535 (1992). In the event where the performance of such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits from the directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992).

**The Brooker Group Public Company Limited  
Proposed Amendments to the Articles of Association**

Chapter 3: General Meetings

***Section 16***

***Existing wording:***

16. The Board of Directors shall convene an annual general meeting of shareholders within 4 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 persons, holding not less than one-tenth of the total issued shares, may request in writing that the Board of Directors 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 1 month from the date of receipt of such written request from the shareholders.

***Amended wording:***

16. The Board of Directors shall convene an annual general meeting of shareholders within 4 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. One or more shareholders holding shares altogether representing not less than ten percent of the total number of shares issued may submit their names in a letter requesting the Board of Directors to call an Extraordinary Meeting of shareholders at any time, but they shall give express subjects and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the Meeting of shareholders to be held within 45 days of the date of receipt of such request from the shareholders.

In the event that the Board of Directors should fail to arrange the meeting within the period referred to in the second paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period referred to in the second paragraph. In such case, the meeting shall be deemed to be a shareholders’ meeting called by the Board of Directors, and the Company shall bear such necessary expenses as may be incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the event that, at a meeting called by shareholders as referred to in the third paragraph, the number of the shareholders present does not constitute a quorum as provided by Article 19, the shareholders referred to in the third paragraph shall jointly compensate the Company for the expense incurred in making arrangements for holding that meeting.”