



THE BROOKER GROUP PUBLIC COMPANY LIMITED

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24th April 2019

To : The President
The Stock Exchange of Thailand

Re: Notification of the Resolutions of the Annual General Meeting of Shareholders No. 1/2019

The Annual General Meeting of Shareholders of The Brooker Group Public Company Limited (the "Company") No. 1/2019 held on 24th April 2019, at Ballroom I room, 7th floor, Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Soi 13-15, Klongtoey Nua, Wattana, Bangkok 10110.

There are 82 shareholders, in person and by proxy representing a total of 3,638,044,781 shares were present at the Meeting. The shares present in aggregate were more than one-third of the total paid-up shares of the Company (5,637,604,866 shares) and thus formed a quorum under Article 19 of the Company's Articles of Association. The resolutions passed at the Meeting are as follows;

1. To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2018 held on 25th April 2018.

The Meeting resolved to certify the Minutes of the Annual General Meeting of Shareholders No. 1/2018. The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,639,184,922	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,639,184,922	100.00

Remark: There are eleven additional shareholders representing 1,140,141 shares in aggregate additionally presented.

2. To consider and acknowledge the operating results and approve the audited financial statements for fiscal year 2018.

The Meeting resolved to acknowledge the report on the Company's operating results in respect of the year 2018. The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,001,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,001,359	100.00

Remark: There are twelve additional shareholders representing 64,816,437 shares in aggregate additionally presented.

- To consider and approve appropriation of annual net profits for dividend payment.

The Meeting resolved to approve payment of annual dividend of operating results for accounting period from 1 January 2018 to 31 December 2018 of Baht 0.04 per share, totaling approximately Baht 225.50 million or 39.94% of net profit.

The Company had already paid six-month period of 2018 interim dividend of Baht 0.02 per share on 7 September 2018, totaling Baht 112.75 million. Therefore, the Company will pay the six-month periods of 2018 dividend of Baht 0.02 per share, totaling approximately Baht 112.75 million. The six-month period 2018 dividend will be payable on 23 May 2019. The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,001,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,001,359	100.00

- To consider and appoint the Company's auditor and approve the audit fee for fiscal year 2019.

The Meeting resolved to approve the appointment of Mr. Chaiyuth Angsuwithaya Certified Public Accountant No. 3885 or Mrs. Natsarak Sarochanunjeen Certified Public Accountant No.4563 or Ms. Daranee Somkamnerd Certified Public Accountant No. 5007 or Ms. Jarunee Nuammae Certified Public Accountant No. 5596 of A.M.T. & Associates as the company's auditor and its subsidiaries for the year 2019, and to fix the audit fee of a maximum of 1,760,000 Baht. The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,001,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,001,359	100.00

5. To consider and elect directors to replace those who are due to retire by rotation.

The Meeting resolved to approve the appointment of the nominated people as Directors, namely, Mr. Chan Bulakul, Mr. Anake Kamolnate, Mr. Sompong Phaoenchoke and Mrs. Punnee Worawuthichongsathit as Directors of the Company.

The appointment of directors.

- a. The re-appointment of Mr. Chan Bulakul who would retire by rotation for another term with the vote results are as follows;

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,083,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,083,359	100.00

Remark: There is two additional shareholder representing 82,000 shares in aggregate additionally presented.

- b. The re-appointment of Mr. Anake Kamolnate who would retire by rotation for another term with the vote results are as follows;

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,083,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,083,359	100.00

- c. The re-appointment of Mr. Sompong Phaoenchoke who would retire by rotation for another term with the vote results are as follows;

d.

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,083,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,083,359	100.00

- e. The re-appointment of Mrs. Punnee Worawuthichongsathit who would retire by rotation for another term with the vote results are as follows;

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,083,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,083,359	100.00

6. To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2019 - 31 December 2019.

The Meeting resolved to approve to fix the remuneration of the Company's Board of Directors for the period of 1 January 2019 to 31 December 2019 at a maximum amount of Baht 5,300,000 (Five Million and Three Hundred Thousand Baht). The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,083,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,083,359	100.00

7. To consider and approve the amendment of the Company's Articles of Association Chapter 3 General Meetings, Section 16

The Meeting resolved to approve the amendment of the Company's Articles of Association Chapter 3 General Meetings, Section 16

The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,150,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,150,359	100.00

Remark: There are three additional shareholder representing 67,000 shares in aggregate additionally presented.

8. To consider and approve the reduction of the registered capital from Baht 705,918,641 to Baht 704,700,608.25 by canceling 9,744,262 unissued ordinary shares at the par value of Baht 0.125 per share.

The Meeting resolved to approve the reduction of the registered capital from Baht 705,918,641 to Baht 704,700,608.25 by canceling 9,744,262 unissued ordinary shares at the par value of Baht 0.125 per share.

The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,150,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,150,359	100.00

9. To consider and approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital reduction, as follows

“Clause 4. Registered Capital: 704,700,608.25 Baht	(Seven hundred four Million seven hundred thousand six hundred eight Baht and twenty five Satang)
Divided into: 5,637,604,866 shares	(Five Billion six hundred thirty seven million six hundred four thousand eight hundred and sixty six shares)
Par value: 0.125 Baht	(Twelve Satang and a half)
Categorized into Ordinary Shares 5,637,604,866 shares	(Five Billion six hundred thirty seven million six hundred four thousand eight hundred and sixty six shares)
Preferred shares: 0 share	-None-”

The Meeting resolved to approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital reduction

The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,300,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,300,359	100.00

Remark: There is one additional shareholder representing 150,000 shares in aggregate additionally presented.

10. To consider and approve the issue of 1,409,401,217 ordinary share warrants (BROOK-W5) for offering to existing shareholders. Details are as follows:

Name : Warrant to purchase ordinary shares of The Brooker Group Plc (BROOK-W5)

Type of Warrant : Specify warrant holders and transferable

Number of Warrant : 1,409,401,217 Units

Offering Price : Baht 0.00 per unit

Rights of Warrant : 1 unit of warrant has the rights to purchase 1 new ordinary share at an exercise price of **Baht 0.25**, the exercise price and the exercise ratio are subject to change in accordance with the conditions for adjustment.

Term of Warrant : 3 years from the issue date. The term of warrant is not subject to change.

Distribution Method : The warrant shall be allocated on a pro rata basis (4:1) to the existing shareholders of the Company (Right Offering). In this regard, the names of shareholders entitled to receive the Warrant shall be fixed on 2 **May 2019 (Record Date)**, with the ratio of 4 existing ordinary shares to 1 unit of the warrant.

Exercise Period: Warrant holders can exercise their rights to purchase the company's ordinary shares on the last business day of every quarter throughout 3 years from the issuance date.

In any case, the last exercise date shall be the date on which the Warrants reach 3 years from the issuance date. In the event that the last exercise date is on the Company's holiday, the last exercise date shall be rescheduled to the last business day before the last exercise date.

The period of notification of intention to exercise the Warrants: 15 days prior to the last exercise date.
(The Final Notification Period)

Numbers of Ordinary Shares Allocated to Accommodate the Exercise of the Warrant: 1,409,401,217 Shares

The Meeting resolved to approve the issue of 1,409,401,217 ordinary share warrants (BROOK-W5) for offering to existing shareholders.

The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,408,059	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,408,059	100.00

Remark: There is four additional shareholder representing 107,700 shares in aggregate additionally presented.

11. To consider and approve 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.

The Meeting resolved to approve 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.

The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,408,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,408,359	100.00

Remark: There is one additional shareholder representing 300 shares in aggregate additionally presented.

12. To consider and approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase, as follows

“Clause 4. Registered Capital: 880,875,760.375 Baht			(Eight hundred eighty Million eight hundred seventy five thousand seven hundred sixty Baht and thirty seven Satang and a half)
Divided into:	7,047,006,083	shares	(Seven Billion forty seven Million six thousand and eighty three shares)
Par value:	0.125	Baht	(Twelve Satang and a half)
Categorized into Ordinary Shares	7,047,006,083	shares	(Seven Billion forty seven Million six thousand and eighty three shares)
Preferred shares:	0	share	-None-”

The Meeting resolved to approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase

The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,408,359	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,408,359	100.00

13. To consider and approve the allotment of shares 1,409,401,217 shares as reserve for the exercise of ordinary share warrant issued to existing shareholders (BROOK-W5).

The Meeting resolved to approve the allotment of shares 1,409,401,217 shares as reserve for the exercise of ordinary share warrant issued to existing shareholders (BROOK-W5).

The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	3,704,408,859	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
TOTAL	3,704,408,859	100.00

Remark: There is one additional shareholder representing 500 shares in aggregate additionally presented.

Please be informed accordingly.

Mr. Chan Bulakul
Chief Executive Officer