



THE BROOKER GROUP PUBLIC COMPANY LIMITED
26th Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road,
Klong Toey Nua, Wattana, Bangkok 10110, Thailand
Tel: (662) 168-7100 Fax: (662) 168-7111-12
<http://www.brookergroup.com>

Date May 28, 2020

Subject: Notification on the Resolution of the BOD to call for the Annual General Meeting of Shareholders No. 1/2020
To: The Manager of the Stock Exchange of Thailand

The Brooker Group Public Company Limited hereby reported the resolution of the Board of Directors Meeting No. 4/2020 which was held on May 28, 2020 at 16.00 hours at Brooker Group Plc. Office as follows;

(1) The Annual General Meeting of Shareholders No.1/2020, which was postponed, shall be held on Tuesday July 14, 2020 **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. To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2019 held on 24th April 2019.
2. To consider and acknowledge the operating results and approve the audited financial statements for fiscal year 2019.
3. To consider the allocation of net profit as legal reserve, to acknowledge the interim dividends Payment, the special dividend payment and propose no additional final dividend payment for the year 2019 as the following details.
 - 3.1 Approved no allotment of the Company's legal reserve. As during the year 2019, the legal reserve of the Company already reached the minimum amount required by law (10 percent of the registered capital), the Company did not have to allocate the legal reserve at the end of 2019. At present, the Company's legal reserve is 88,087,576.04 Baht. (Its registered capital is 880,875,760.38 Baht.) This is in compliance with the Public Limited Company Act B.E. 2535 and Clause 40 of the Article of Association of the Company.
 - 3.2 Acknowledged the 1st interim dividend payment for the first half of 2019 (January 1- June 30, 2019) at the rate of 0.02 Baht per share which had been paid on 4 September 2019, totaling Baht 112.79 million
 - 3.3 Acknowledged the special dividend payment at the rate of 0.02 Baht per share which had been paid on 12 December 2019 totaling Baht 112.79 million.
 - 3.4 Acknowledged the 2nd interim dividend payment for the second half of 2019 (July 1- December 31, 2019) at the rate of 0.03 Baht per share which had been paid on 8 May 2020, totaling Baht 179.04 million. This dividend payment was made in order to reduce the effects that may occur to shareholders from the

postponement of the annual general meeting of the company which was scheduled on Wednesday April 29, 2020.

- 3.5 Propose no additional final dividend payment for the year 2019 according to the financial statements ending December 31, 2019 since the company has already paid the interim dividends of operating results for accounting period from 1 January 2019 to 31 December 2019.
 4. To consider and approve 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 2020, and to fix the auditor's fee of a maximum of 1,760,000 Baht.
 5. To consider and elect four retire directors by means of rotation, Dr. Peter Weldon, Mr. Robert William McMillen, Mr. Kirin Narula and Mr. Phongchai Sethiwan, to be re-elected as the company directors.
 6. To consider and fix the remuneration of the Company's Board of Directors for the period 1 January 2020 to 31 December 2020 of a maximum amount of Baht 5,300,000 (Five million and Three Hundred Thousand Baht)
 7. Consideration on other business (if any).
- (2) It was resolved to fix the Record Date on which shareholders have the right to attend the **2020 Annual General Meeting of Shareholders** on 11 June 2020.
 - (3) It was resolved to authorize the CEO and /or President to have authority to approve and schedule the details of the new 2020 Annual General Meeting of Shareholders if there are any changes, for example, specify meeting date, meeting venue as permissible by the law.

Please be informed accordingly.

Yours sincerely,

Mr. Chan Bulakul
Chief Executive Officer