

**Information Memorandum of Provision of the Financial Assistance to Non-related Party  
by The Brooker Group Plc**

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To: The President  
The Stock Exchange of Thailand (SET)

Re: Provision of the Financial Assistance to Non-related Party

On 11 August 2020, The Board of Directors of The Brooker Group Plc (“Company”) had passed a resolution during the Board of Directors’ meeting No. 5/2020 to provide the financial assistance to the non-related party by authorizing the Investment Committee or the person delegated by the Committee to make a contract on providing the financial assistance to the non-related party under the framework and conditions pre-approved by the Company’s Board of Directors.

The Company has signed the Loan Agreement of which dated 8 October 2020 in order to provide the financial assistance to Miss Nanvarin Triamchanchai (“Khun Nanvarin”). The conditions for the release of the loan proceeds were in accordance with those previously approved by the Company’s Investment Committee. On 12 October 2020, all conditions in the release of the loan had been completed. As a result, the Company was obligated to release the loan of 100,000,000 Baht to Khun Nanvarin.

In accordance to the Regulations of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company no. 6 (2010), the listed company is obligated to disclose the provision of financial assistance that has a transaction size of not less than 3% of the listed company’s net tangible assets. Therefore, the Company would like to provide the details on the financial assistance as follows:

**1. The transaction date**

12 October 2020

**2. The parties involved**

Lender: The Brooker Group Plc

Borrower: Miss Nanvarin Triamchanchai (“Khun Nanvarin”) is not a connected person as defined in pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Procedures and Disclosure of Information Concerning the Connected Transaction of the Listed Company B.E. 2547.

Detail of Miss Nanvarin Triamchanchai (“Khun Nanvarin”)

Address: 160 Soi Soonvijai 8, Bangkapi, Huaykwang, Bangkok, Thailand 10310

Position: Khun Nanvarin is the High Net Worth investor and the key management level of a joint strategic marketing-focused firm partnered with a global leading company who provide a social media marketing platform through Influencer Marketing as a new marketing model. This will be equipped by

an efficient AI processing system to handle information management system serving the right marketing prospect to each target group.

**3. The general characteristics of the transaction:**

Background

Khun Nanvarin was introduced to the Company in 2019. The Company has already evaluated Khun Nanvarin as a reputable High Net Worth investor and a reliable person who has an exceptional potential financial capability to repay loan and make the interest payment which would provide the Company a suitable return.

Summary of Loan's Key Terms

- 1) The bullet payment shall be made at the end of the 3-month period from the drawdown date.
- 2) Interest 12 % p.a.
- 3) The securities being traded in the SET and other collaterals with the aggregate value of 2.5 times of the loan value are provided as collateral. The Company has the right to acquire additional collaterals in case the market price of the collateralised securities becomes lower than the agreed reference point stated in the loan agreement.
- 4) The Company may take other procedures which the Company deemed appropriate and agreed by the Borrower in order to mitigate the Company's risk in relation to providing loan.

## Value and Size of the Transaction

Principal and expected benefit received throughout loan term	Amount	Remark
Loan principal	Bt 100,000,000	The Borrower has to repay the whole amount of loan principal with the loan repayment due no later than 3 months from the drawdown date
Interest	Bt 3,024,657.53 (for 3-month period)	12% p.a.
Transaction value	Bt 103,024,657.53	Principal + Interest
Transaction size	4.07% of The Company's consolidated net tangible assets (NTA) as of 30 June 2020	The Company's consolidated net tangible assets (NTA) as of 30 June 2020 was Bt 2,531,361,436.35

#### **4. Reasons for Entering into The Transaction**

The Company considered the factors as follows:

- 1) The Borrower is a well-off, reliable person and has an exceptional potential financial capability to repay loan and make the interest payment.
- 2) The Company may adopt necessary mechanisms to ensure that (i) the loan provided to Khun Nanvarin is in line with her loan objectives i.e. used for her personal investment and (ii) the delivery of securities to be pledged can be made as designated.
- 3) The Company will earn interest income from such loan at the interest rate higher than that of the Company's borrowing cost.
- 4) The securities being traded in the SET and other collaterals with the aggregate value of 2.5 times of the loan value provided as collateral will be a measure for risk mitigation in case of the diminishing in value of the collateral in the future for any reason. Furthermore, the executed loan agreement does not allow the return of collateral as long as the loan principal is not repaid.

The designated mechanism as mentioned above reflects the Company's taking into consideration the collateral's liquidity risk.

#### **5. Procedure for consideration of the Financial Assistance**

##### **5.1 Policy, procedure and principles for granting a financial assistance**

A financial assistance by mean of both borrowing and lending are part of the Company's business, which are in accordance with the Company's Objectives registered at the Ministry of Commerce. The objective of lending 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.

## 5.2 Approval authorization and the Financial Assistance amount

On 11 August 2020, the Company's Board of Directors (See list of the Company's Board of Directors in Annual Report 2019) had approved to provide the Financial Assistance to Khun Nanvarin. In doing so, the Board provided the framework and conditions to the Company's Investment Committee in order to grant such Financial Assistance. This included the loan amount, the return, the loan term, the collateral and other conditions. The Investment Committee members are as follows:

- |    |                              |                                  |
|----|------------------------------|----------------------------------|
| 1) | Khun Chan Bulakul            | Chairman of Investment Committee |
| 2) | Khun Anake Kamolnate         | Investment Committee Member      |
| 3) | Khun Varut Bulakul           | Investment Committee Member      |
| 4) | Khun Kirin Narula            | Investment Committee Member      |
| 5) | Khun Robert William McMillen | Investment Committee Member      |

## 5.3 Factors in consideration for the repayment capabilities

The Borrower is a well-off and reliable person and has an exceptional potential financial capability to repay loan and make the interest payment. Moreover, the Borrower is an executive of a reputable strategic marketing-focused company and a holder of securities, including ordinary shares and investment units of mutual fund which were listed in the SET.

The Company has the right to sell collaterals in case of default. In addition, the Company has the right to demand for additional collateral in case the securities value is lower than the agreed reference point.

## 5.4 Management of risk which may incur from entering into the Financial Assistance and effect on the Company financial status

In order to enter into the loan agreement, Khun Nanvarin has to deliver the securities being traded in the SET and other collaterals with the aggregate value of 2.5 times of the loan value. This mechanism is to mitigate the risk that may arise from providing this Financial Assistance. Furthermore, the return of collateral will not be made as long as the loan principal is not repaid. In addition, the Company has the right to acquire additional securities in case that the market price of such securities fall from the reference point per agreed on the loan agreement.

## 5.5 Source of fund for granting the Financial Assistance

Working capital usage. As of 30 June 2020, The Company had cash at bank for the amount of Bt 410.05 million and had the short-term investment which was in the

form of trading securities i.e. shares and investment units at the value of Bt 1,187.41 million.

5.6 Benefits received

The Company will receive interest income, which are, in total, higher than the Company's cost of credit facilities as discussed on item 4.

Yours sincerely,

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(Mr. Chan Bulakul)  
Chief Executive Officer