



THE BROOKER GROUP PUBLIC COMPANY LIMITED
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Date February 25, 2021

Subject: Notification on the Resolution of the Board of Directors Meeting, the schedule for the 2021 Annual General Meeting of Shareholders and the dividend payment for the year 2020

To: The Manager of the Stock Exchange of Thailand

Enclosures 1. Capital Increase Report Form (F53-4 for AGM)

The Brooker Group Public Company Limited (“**Company**”) hereby reported the resolution of the Board of Directors Meeting No.1/2021 which was held on February 25, 2021, 5.00 pm at The Brooker Group Plc. Office as follows:

1. It was resolved to adopt the Minutes of the Board of Directors Meeting No. 7/2020.
2. It was resolved to adopt the Company operating report and audited financial statement for the year 2020 for the Shareholders meeting to consider and approve.
3. It was resolved to propose the Annual General Meeting of Shareholders to approve the payment of dividend for the operation result of the year ending 31 December 2020 to shareholders at **0.015 Baht per share** and no allotment of the Company’s legal reserve.

3.1 total amount 99,719,137.20 Baht in the event that the number of issued and offered shares is equal to 6,647,942,480 shares (the existing number of the Company’s shares)

Remarks: As the Company exercise date of the warrants representing the rights to purchase the ordinary shares of the Company No.5 (“**BROOK-W5**”) is on 31 March 2021, such exercise could affect the number of shares of the Company after 31 March 2021.

The Shareholders should acknowledge the interim dividend payment and approve the dividend payment ending 31 December 2020 at the rate of 0.015 Baht per share from the Company’s retained earnings as proposed. The total dividend of 2020 will be 0.05 Baht per share including the first interim dividend at the rate of 0.02 Baht per share which had been paid on 10 September 2020 including the second interim dividend at the rate of 0.015 Baht per share which had been paid on 9 December 2020.

3.2 The Company will fix shareholders list for the right to receive dividend (Record Date) on **11 March 2021**. The dividend payment will be made on 30 April 2021. (Such right offering must be approved by the shareholders’ meeting.)

- 3.3 The meeting has approved no allotment of the Company's legal reserve for this year as it has already reached the minimum required by law (10 percent of the registered capital) since 2019. At present, the Company's legal reserve is 88,087,576.04 Baht. (Its registered capital is 880,875,760.375 Baht)
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 or Mr. Siramate Akkharachotkullanun, Certified Public Accountant No. 11821 or Miss Yaowalak Somprasert, Certified Public Accountant No. 11902 as the company auditors and its subsidiaries for the year 2021, and to fix the auditor's fee of a maximum of 1,900,000 Baht for the shareholders meeting to consider and approve.
 5. It was resolved to adopt four retire directors by means of rotation, Mr. Narongchai Akrasanee, Mr. Anake Kamolnate, Mr. Varut Bulakul and Mr. Sompong Phaoenchoke, 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 1st, 2021 – December 31st, 2021 for the shareholders meeting to consider and approve.
 7. It was resolved to propose the Annual General Meeting of Shareholders to approve the follow matters:
 - 7.1 The increase in the registered capital of the Company to accommodate the exercise of BROOK-W5 of 7,500,000 Baht from the existing registered capital of 880,875,760.375 Baht to 888,375,760.375 Baht by issuing a total of 60,000,000 ordinary shares, at the par value of 0.125 Baht per share. In the case where the Company has ordinary shares remaining from the exercise of the Warrants, the Company shall conduct a capital decrease by writing off any unissued shares (as detailed in the Enclosure: Capital Increase Report Form (F53-4 for AGM).

In addition, it is necessary that the Company increases the registered capital by issuing the ordinary shares at such amount to reserve for BROOK-W5 right adjustment. According to the terms and conditions governing the rights and obligations of the warrant issuer and the warrant holders representing BROOK-W5 (the "Terms & conditions") specify the details in respect of the rights adjustment of the Warrants in Clause 1.5, which includes the following: (a) if the Company pays dividends being equivalent to an amount greater than 80 per cent of the net profit under the separate financial statement of the Company after deducting corporate income tax, for any accounting period during the term of the Warrant, the adjustment of the exercise price and exercise ratio shall be effective from the first day on which the persons purchasing the ordinary shares are not entitled to receive dividends (the first day on which the Stock Exchange of Thailand posts the "XD" sign) in accordance with Clause 1.5.5;

7.2 The amendment to Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered capital, 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 : 7,107,006,083 shares (Seven Billion One Hundred Seven Million Six Thousand Eighty Three Share)

Par value : 0.125 Baht (Twelve Satang and a half)

Categorized into

Ordinary shares : 7,107,006,083 shares (Seven Billion One Hundred Seven Million Six Thousand Eighty Three Share)

Preferred Shares : 0 share -None-”

7.3 The authorized signatory directors or any person appointed by the authorized signatory directors being granted the authorization by the Company to register the amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce and to amend the terms in the relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar’s order to complete the registration.

7.4 The allotment of shares 60,000,000 shares, at the par value 0.125 Baht per share as reserve for the exercise of the remaining warrants (BROOK-W5) of 399,063,542 units due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W5) follow as right adjustment conditions.

8. It was resolved to call for the 2021 Annual General Meeting of Shareholders to be held on Friday 2 April 2021 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 2020 Annual General Meeting of Shareholders held on July 14, 2020.

1.2 Reporting of the operating results of the Company and approval of the audited Financial Statements for the Fiscal year 2020.

1.3 Approval the allocation of gain (loss) for the year 2020 to retained earnings and the dividend for the year 2020.

1.4 Consideration and approve on the appointment of the auditors and the auditor’s fee for fiscal year 2021.

- 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, 2021.
 - 1.7 Consideration and approve the increase in the registered capital of the Company to accommodate the exercise of the Warrants representing the rights to purchase the ordinary shares of the Company No. 5 (BROOK-W5) and the amendment to Clause 4 re: Registered Capital of the Memorandum of Association of the Company to be in accordance with the increase in the registered capital of the Company.
 - 1.8 Consideration of the allotment of newly-issued ordinary shares as reserve for the exercise of the remaining warrants (BROOK-W5) due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W5)
 - 1.9 Other Business (if any)
9. It was resolved to fix the Record Date on which shareholders have the right to attend the 2021 Annual General Meeting of Shareholders on 11 March 2021.

Provided that the 2021 Annual General Meeting of Shareholders passes the resolution to approve the dividend payment for the year 2020 to the Company's shareholders, as proposed by the Board of Directors in 3.1, it will cause the Company to pay dividends exceeding 80 per cent of the net profit under the separate financial statement of the Company after the deduction of the corporate income tax. Furthermore, the Company is required to make the right adjustment on both exercise price and exercise ratio, which shall be effective on the XD date as described on the warrant covenant. The Company shall strictly follow the warrant covenant in relation to Clause 1.5.5, regarding right adjustment without using any method other than that stated on the warrant covenant. The Company has the duty to announce the new exercise price and new exercise ratio after the closed hours of the stock market on the day before the XD date (This is because the weighted average trading price during 15 days before the XD date is one of the parameters used in the formula for calculating the new exercise price and exercise ratio.)

The Company would like to notify that the new exercise price and new exercise ratio shall be applied to the date of the exercise of warrants in March 2021, which is March 31, 2021 onwards.

The Warrant holders who plan to exercise the underlying Warrants can notify their intention during 24 - 30 March 2021. The Company will announce the new exercise price and new exercise ratio after the closed hours of the stock market on the day before the XD date.

Please be informed accordingly.

Yours sincerely,

Mr. Chan Bulakul
Chief Executive Officer

(F53-4 for AGM)

Capital Increase Report Form to be considered in the 2021 Shareholders' AGM**The Brooker Group Public Company Limited****25 February 2021**

We, The Brooker Group Public Company Limited (the "Company") hereby report the resolutions of the Board of Directors' Meeting No. 1/2021, convened on 25 February 2021 at 17.00 hrs., relating to relating to the increase in capital and the allocation of newly-issued ordinary shares. The details are as follows.

1. Capital increase

The meeting resolved to propose that the 2021 Annual General Meeting of Shareholders consider and approve the increase in the registered capital of the Company in order to accommodate the exercise of the warrants representing the rights to purchase the ordinary shares of the Company No.5 (BROOK-W5) (the "Warrants") of 7,500,000 Baht, from the existing registered capital of 880,875,760.375 Baht, to 888,375,760.375 Baht, by issuing 60,000,000 ordinary shares, at the par value of 0.125 Baht per share, in the following manner:

Capital Increase	Type of Shares	Number of Shares	Par Value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of proceeds utilization	Ordinary Preference	60,000,000 -	0.125 -	7,500,000 -
<input type="checkbox"/> General Mandate	Ordinary Preference	- -	- -	- -

2. Allocation of shares

The meeting resolved to approve the allocation of not exceeding 60,000,000 ordinary shares, at the par value of 0.125 Baht per share, totaling 7,500,000 Baht, in accordance with the following details:

2.1 Allocation details

Allocated to	Number of Shares (Share)	Ratio (old : new)	Offering Price (Baht)	Subscription and Payment Period	Remarks
To Accommodate Right adjustment of The Warrants (BROOK-W5)	Not exceeding 60,000,000 (At present, the Total number of the Company's issued Shares is 6,647,942,480 Shares)	-	-	-	Please see Remarks 1-3
Total	Not exceeding 60,000,000	-	-	-	-

Remarks:

1. The terms and conditions governing the rights and obligations of the warrant issuer and the warrant holders representing the rights to purchase the ordinary shares of the Company No.5 (“**BROOK-W5**”) (the “Terms & conditions”) specify the details in respect of the rights adjustment of the Warrants in Clause 1.5, which includes the following: (a) if the Company pays dividends being equivalent to an amount greater than 80 per cent of the net profit under the separate financial statement of the Company after deducting corporate income tax, for any accounting period during the term of the Warrant, the adjustment of the exercise price and exercise ratio shall be effective from the first day on which the persons purchasing the ordinary shares are not entitled to receive dividends (the first day on which the Stock Exchange of Thailand posts the “XD” sign) in accordance with Clause 1.5.5;

The Company is currently unable to calculate the adjustment for the exercise price and exercise ratio of BROOK-W5, and therefore has made preliminary estimates number of shares of 60,000,000 shares to reserve for the adjustment. The Company has the duty to announce the new exercise price and new exercise ratio after the closed hours of the stock market on the day before the XD date (This is because the weighted average trading price during 15 days before the XD date is one of the parameters used in the formula for calculating the new exercise price and exercise ratio.)

2. The Board of Director Meeting No. 1/2021 held 25 February 2021 passed the resolution to propose the 2021 Annual General Meeting of Shareholders to consider and approve the allocation of not exceeding 60,000,000 ordinary shares, at the par value of 0.125 Baht per share, in order to accommodate the exercise of the Warrants.
3. The Board of Director Meeting passed the resolution to propose the 2021 Annual General Meeting of Shareholders to authorize the authorized signatory directors or any person appointed by the authorized signatory directors to register the amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce and to amend the terms in the relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar’s order in order to complete the registration.

2.2 The Company’s procedure in case there is a fraction of shares

In the case where there are fractions of shares or Warrants from the calculation, the fraction shall be rounded down.

3. Schedule for a shareholders’ meeting to seek approval for the capital increase/ the allocation of the newly-issued shares

The 2021 Annual General Meeting of Shareholders is scheduled to be convened on Friday 2 April 2021 at 10.00 hrs, at Sofitel Bangkok Sukhumvit Hotel, 7th floor, 189 Sukhumvit Road, Soi 13-15, Klongtoey NUa, Wattana, Bangkok 10110. The date to record the names of the shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date) is set on 11 March 2021.

4. Application to the relevant government agencies for approval of the capital increase / the allocation of the newly-issued shares and the conditions thereto (if any)

- 4.1 The Company will file an application for the registration of the capital increase and the amendment to Clause 4 of the Memorandum of Association with the Department of Business Development, Ministry of Commerce to be in accordance with the increase in the registered capital.
- 4.2 After the Warrants are exercised, the Company will file an application for the listing of the newly-issued shares resulting from the exercise of the Warrants as listed securities with the Stock Exchange of Thailand in compliance with the applicable laws and regulations.

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

- 5.1 To accommodate the exercise of the Warrants
- 5.2 After the Warrants are exercised to purchase the newly-issued ordinary shares of the Company, the Company will be able to use the proceeds derived from the exercise as additional capital for business operation.

6. Benefits which the Company will receive from the capital increase / the allocation of the newly-issued shares

The Company will use the proceeds derived from the exercise of the Warrants as additional capital for business operation.

7. Benefits which the shareholders will receive from the capital increase / the allocation of the newly-issued shares

- 7.1 The Company has established a policy to distribute dividends of not less than 50 percent of the net profit under the separate financial statements after the deduction of corporate income tax.
- 7.2 The shareholders shall be entitled to benefits in the form of dividends from the operational results, in case that the holders of the Warrants exercise their Warrants to purchase the newly-issued shares of the Company.

8. Other details necessary for the shareholders to consider in support of their decision to approve the capital increase / the allocation of the newly-issued shares:

-None-

9. Schedule of the capital increase / the allocation of the newly-issued shares, approved by the Board of Directors

Procedures	Date / Month / Year
1. The Board of Directors' Meeting No.1/2021	25 February 2021

2. Record the names of the shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date)	11 March 2021
3. The 2021 Annual General Meeting of Shareholders	2 April 2021
4. Notification of the resolution of the 2021 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	2 April 2021
5. Registration of the capital increase and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Expected to be 5 April 2021 (Remark: The law stipulates that this has to be complete within 14 days from the date on which approval is granted by the 2021 Annual General Meeting of Shareholders)
6. Notification the result of the exercise of BROOK-W5	Within 8 April 2021

Procedures	Date / Month / Year
<p>7. Registration of shares issued as a result of BROOK W5 with the Ministry of Commerce</p>	<p>Expected to be 9 April 2021</p> <p>(Remark: According to the warrant covenant, the Company shall register the change in its paid-up capital with the Ministry of Commerce in the amount corresponding with the number of the new ordinary shares issued upon each exercise of the Warrants within 14 (fourteen) days from the date on which the Company receives the payment for each exercise. The Company shall arrange the share registrar of the Company to register the Warrant Holders, who exercise the Warrants, as shareholders of the Company in the shares register book according to the number of new ordinary shares issued upon the relevant exercise of Warrants.)</p>
<p>8. Submit an application for listing the new ordinary shares issued upon the exercise of Warrants as listed securities on the SET</p>	<p>Expected to be 12 April 2021</p> <p>(Remark: According to the warrant covenant, the Company shall submit an application for listing the new ordinary shares issued upon the exercise of Warrants as listed securities on the SET within 30 (thirty) days from the respective Exercise Date each time.</p>

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

The Brooker Group Public Company Limited

(Mr. Chan Bulakul)

Chief Executive Officer