



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 Tel: (662) 168-7100 Fax: (662) 168-7111-2
<http://www.brookergroup.com>

Date February 25, 2021

Subject: Clarification of the Resolution of the Board of Directors Meeting for holding the 2021 Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders 1/2021

To: The Manager of the Stock Exchange of Thailand

The Brooker Group Public Company Limited hereby had the resolution of the Board of Directors Meeting No.1/2021 which was held on February 25, 2021 at The Brooker Group Plc. Office, which can be summarized on the key topics as follows:

1. Proposed the 2021 Annual General Meeting of Shareholders on 2 April 2021 to consider and approve general agendas for the Annual General Meeting of Shareholders and the dividend payment for the year 2021 related to the second 6-month period at the rate of Baht 0.015/share and issue the capital increase shares to support the right adjustment for the Company's Warrant No. 5 ("**BROOK-W5**") for those that remain unexercised (Details appear on the SET online news with the 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)
2. Proposed the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve (a) the capital increase and share allocation to the existing shareholders on the pro rata basis ("**Rights Offering**"); (b) issuance of the Warrant No. 6 ("**BROOK-W6**") and the Warrant No. 7 ("**BROOK-W7**") in order to allocate to the existing shareholders who subscribe the capital increase shares by means of Rights Offering; (c) the capital increase shares to be allocated for supporting the exercise of the foresaid BROOK-W6 and BROOK-W7; (d) the capital increase shares to be allocated to support the right adjustment of BROOK-W5 (if there is any in case of not all remaining BROOK-W5 are exercised in March 2021, whereas the right adjustment reflects the fact that the XR Date is before the date that the holders of BROOK-W5 is eligible to exercise the warrants in June 2021; and (e) other related agendas (Details appear on the SET online news with the Subject: Notification on the Resolution of the Board of Directors Meeting, the schedule for the Extraordinary General Meeting of Shareholders No. 1/2021)

The Board of Directors of The Brooker Group Plc (the "**Company**") would like the Company to make the clarification to the SET, the Company's Shareholders, the Company's holders of BROOK-W5, and other investors through SET only system.

Rationale and principles stipulated the Company's Board of Directors to hold and specify the date for holding the 2021 Annual General Meeting of Shareholders on 2 April 2021 and the Extraordinary General Meeting of Shareholders 1/2021 on 4 June 2021

As of 25 February 2021, the Company has the total amount of 399,063,542 units of BROOK-W5. The foresaid amount has already had the shares reserved to support the warrant exercise for the amount 399,063,542 shares based on the current exercise ratio of 1 unit of BROOK-W5 for 1 ordinary share and the exercise price is Baht 0.25/share.

However, the Company's Board of Directors will propose the shareholders in the 2021 Annual General Meeting of Shareholders to consider and approve the dividend payment for the last six months of 2021 for the amount Baht 0.015/share which is considered the final dividend for 2021 (Such final dividend payment is subject to be considered and approved by the Company's shareholders). Such dividend payment rate will cause the dividend payment on net profit after taxes from normal operation of more than 80%. The Company is required to make the right adjustment for the holders of BROOK-W5 in order to be complied with the warrant covenants of BROOK-W5. The right adjustment will be effective upon the XD Date (Normally, the exercise of warrant can be done at the end of the quarter, whereas the next quarter exercise period will fall into 24-30 March 2021). The right adjustment is for the purpose to maintain the benefit of the holders of BROOK-W5 to be the same as of now despite the fact that the holders of BROOK-W5 will not be able to exercise BROOK-W5 and receive the underlying shares before the XD date. Therefore, the exercise of BROOK-W5 will not enable the holders to receive the dividend at this time (in case the shareholders consider and approve the foresaid dividend payment per proposed by the Company's Board of Directors)

However, the Company has the plan to propose the shareholders on 4 June 2021 to consider and approve the capital increase by means of Rights Offering at the ratio of 5 existing shares for 1 newly-issued share at the issued price of Bt 0.40/share. Therefore, the Company's Board of Directors viewed that the Company should disseminate the information to the Company's Shareholders, the holders of BROOK-W5 as well as the general investor in advance such that they have sufficient information and sufficient time to consider make an investment in the Company's securities. For instances, the holders of BROOK-W5 will have the sufficient information that if they exercise BROOK-W5, they will have the right to subscribe the capital increase shares which are planned to be issued by means of Rights Offering. However, if the holders of BROOK-W5 does not want to make the exercise, the holders will have the chance to exercise such warrants in June 2021 or subsequent quarters. However, the exercise ratio and exercise price applied for the exercise period in June 2021 or thereafter will be different from those of applied for the exercise made in March 2021.

The relevant procedures that the Company plan are based on two principles which are (1) the Company has to make the right adjustment for the holders of BROOK-W5 as they will not be entitled to receive the final dividend payment for the operating performance for year 2021, whereas the Company has to procure that there is sufficient amount of shares that can be supported the exercise of BROOK-W5 (per the new exercise ratio and the new exercise price which reflect the ineligibility to receive the dividend). Therefore, the 2021 Annual General Meeting of Shareholders shall have the relevant agendas for capital increase and share allocation to support the right

adjustment of BROOK-W5; (2) the Company has to give the right for existing shareholders, and the shareholders that will receive new shares from the exercise of BROOK-W5 in March 2021 to participate in voting the capital increase in relation to Rights Offering and related agendas as well as enable them to be entitled to subscribe the capital increase shares under the Rights Offering.

With the foresaid principles, the Company specified 5 May 2021 to be the XM date for the right to attend the Extraordinary General Meeting of Shareholders 1/2021 which will be held on 4 June 2021. Therefore, the holders of BROOK-W5 will have the opportunity to exercise BROOK-W5 for shares in March 2021 and then be eligible to vote in the Extraordinary General Meeting of Shareholders 1/2021 to consider approve the Rights Offering and other related agendas.

In addition, the Company also specified 5 May 2021 to be the XR dates for Rights Offering as well. Therefore, if the holders of BROOK-W5 exercise the warrants to receive shares in March 2021, such holders will be eligible to subscriber capital increase shares under the Rights Offering and also be eligible to receive the allocation of BROOK-W6 and BROOK-W7 (If the Extraordinary General Meeting of Shareholders 1/2021 has the resolution to approve the capital increase related to Rights Offering, the issuance of BROOK-W6 and BROOK-W7 and the related agendas).

Timetable for Procedures Mapped Out in respect to the foresaid principles

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

Procedures	Date / Month / Year
<p>5. Registration of the capital increase and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce</p>	<p>Expected to be 5 April 2021</p> <p>(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)</p>
<p>6. Notification the result of the exercise of BROOK-W5</p>	<p>Within 8 April 2021</p>
<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>

Procedures	Date / Month / Year
<p>9. The Company's Board of Directors stipulates the final number of shares to be issued for the capital increase for allocation to the existing shareholders on the pro rata basis (Rights Offering) and the final number of BROOK-W6 and BROOK-W7 which will be issued for free to the existing shareholders that subscribe shares under the Rights Offering only, and also determines the exact number of new shares which will be issued to support the exercise of BROOK-W6 and BROOK-W7 and determines the number of new shares which will be issued to support the right adjustment for BROOK-W5 as a result of the Rights Offering's price of Baht 0.40/shares* in case that after March 2021, any of BROOK-W5 still remains (Remark: *the Rights Offering price at Baht 0.40/shares is considered the low price with the value less than 90% of the current market price of the shares. The right adjustment is required in accordance with the covenant of BROOK-W5)</p> <p>However, (1) the rights offering ratio, the right offering price will be the same as those approved by the Company's Board of Directors on 25 February 2021 to propose to the shareholders for their consideration ie. 5 old shares for 1 new shares at the price of Baht 0.40/share (2) the entitlement ratio for the allocation of BROOK-W6 and BROOK-W7 for free to the existing shareholders that subscribe the shares under the Rights Offering, the exercise ratio, the exercise price, and the period term of the respective BROOK-W6 and BROOK-W7 will remain unchanged from the stipulation made by the Company's Board of Directors on on 25 February 2021 to propose to the shareholders for their consideration ie.</p>	<p>Expected to be within 19 April 2021</p>

Procedures	Date / Month / Year
<ul style="list-style-type: none"> • BROOK-W6: Entitlement ratio is that 1 Right offering share for 2 units of BROOK-W6 with the exercise ratio of 1 unit of BROOK-W6 for 1 new shares and with the exercise price of Baht 0.65/share with the 3-year period term • BROOK-W7: Entitlement ratio is that 2 Right offering shares for 1 unit of BROOK-W7 with the exercise ratio of 1 unit of BROOK-W7 for 1 new share and with the exercise price of Baht 1.30/share with the 5-year period term 	
10. The date to record the names of the shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders 1/2021 (Record Date)	6 May 2021
11. The date to record the names of the shareholders who are entitled to subscribe for the newly-issued ordinary shares (Record Date)	6 May 2021
12. The Extraordinary General Meeting of Shareholders 1/2021	4 June 2021
13. Registration of increase in the paid-up capital with the Ministry of Commerce	Within 14 days after the end of the share subscription period
14. Subscription period for the newly-issued ordinary shares	Not less than five business days which is expected to be 21-25 June 2021
15. Registration of increase in the paid-up capital with the Ministry of Commerce	Within 14 days after the end of the share subscription period

Please be informed accordingly.

Sincerely yours,

(Mr.Chan Bulakul)
Chief Executive Officer