



THE BROOKER GROUP PUBLIC COMPANY LIMITED

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Update the exact number of ordinary shares in blue color as of April 19, 2021

Date February 25, 2021

Subject: Notification on the Resolution of the Board of Directors Meeting, the schedule for the Extraordinary General Meeting of Shareholders No. 1/2021
To: The Manager of the Stock Exchange of Thailand

Enclosures

1. Capital Increase Report Form (F53-4 for EGM)
2. Summary of Features of Warrants to Purchase Ordinary Shares of The Brooker Group Public Company Limited No. 6
3. Summary of Features of Warrants to Purchase Ordinary Shares of The Brooker Group Public Company Limited No. 7

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

1. Proposed the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase in the registered capital from the existing registered capital of Baht 888,375,760.375 (from AGM No. 1/2021 which was held on 2 April 2021), to Baht 1,489,315,278.75 by issuing 4,807,516,147 newly-issued ordinary shares, at the par value of Baht 0.125 per share, totaling Baht 600,939,518.375, to accommodate (a) the allocation of the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering); (b) the exercise of the warrants (“**BROOK-W6**”) allocated to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering); (c) the exercise of the warrants (“**BROOK-W7**”) allocated to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering); and (d) the allocation of the newly-issued ordinary shares to accommodate the rights adjustment of the warrants to purchase the newly-issued ordinary shares No.5 (“**BROOK-W5**”) (In case not all are exercised in March 2021). In doing so, the Company’s Board of Directors or other persons empowered by the Company’s Board of Directors shall be authorized to specify the relevant details and make the amendment of Clause 4 of the Memorandum of Association in order to be in line with the capital increase.

The additional details in connection with the capital increase are set out in the Capital Increase Report Form (F53-4 for EGM) in Enclosure No.1 attached hereto.

In this regard, the Board of Directors, and/or the Chief Executive Officer, and/or any person appointed by the Board of Director and/or the Chief Executive Officer, shall be authorized to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce and to undertake other necessary action, in accordance with the registrar’s order so as to complete the registration.

2. Proposed the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance of BROOK-W6 of not exceeding 2,731,152,084 units which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the

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newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) (the details will be described in Clause 4) at the allocation ratio of 1 newly-issued ordinary shares to 2 unit of BROOK- W6 without cost and the exercise price of the shares according to BROOK-W6 is Baht 0.65 per share. The exercise of right period of BROOK-W6 is 3 years. In the case where the calculation of the allocation of BROOK-W6 results in fractions, the fraction shall be rounded down for the calculation of each of the shareholders.

In addition, The Board of Directors and/or the Chief Executive Officer or the person delegated by the Board of Directors or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation BROOK-W6 in all respects in compliance with the applicable laws and in compliance with the approval of the Annual General Meeting of Shareholders, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of BROOK-W6; (b) the details with respect to the allocation of BROOK-W6 i.e. the issuance and allocation of BROOK-W6 whether shall be allocated on one occasion or more, period for subscribing and payment, ratio of the offering, offering price, payment method and exercise price to purchase ordinary shares including the Record Date for the shareholders who are entitled to receive BROOK-W6; (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of BROOK-W6 with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of BROOK-W6 and the ordinary shares from the exercise of BROOK-W6 on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of BROOK-W6.

The Summary of Features of BROOK-W6 is as prescribed in Enclosure No.2 attached hereto.

3. Proposed the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance of the Warrants to Purchase Ordinary Shares of the Company No.7 (the “BROOK-W7 Warrants”) of not exceeding 682,788,021 units which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) (the details will be described in Clause 4) at the allocation ratio of 2 newly-issued ordinary shares to 1 unit of BROOK-W7 without cost and the exercise price of the shares according to BROOK-W7 is Baht 1.30 per share. The exercise of right period of BROOK-W7 is 5 years. In the case where the calculation of the allocation of BROOK-W7 results in fractions, the fraction shall be rounded down for the calculation of each of the shareholders.

In addition, The Board of Directors and/or the Chief Executive Officer or the person delegated by the Board of Directors or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation BROOK-W7 in all respects in compliance with the applicable laws and in compliance with the approval of the Annual General Meeting of Shareholders, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of BROOK-W7; (b) the details with respect to the allocation of BROOK-W7 i.e. the issuance and allocation of BROOK-W7 whether shall be allocated on one occasion or more, period for subscribing and payment, ratio of the offering, offering price, payment method and exercise price to purchase ordinary shares including the Record Date for the shareholders who are entitled to receive BROOK-W7 (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of BROOK-W7 with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of BROOK-W7 and the ordinary shares from the exercise of BROOK-W7 on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of BROOK-W7.

(The Summary of Features of BROOK-W7 is as prescribed in Enclosure No.3 attached hereto.)

4. Proposed the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of the newly-issued ordinary shares as follows:

- 4.1 The allocation of the newly-issued ordinary shares of not exceeding **1,365,576,042** newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), at the allocation ratio of 5 existing ordinary share to 1 newly-issued ordinary shares, at the offering price of Baht 0.40 per share.

In this regard, the shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription), provided that they do so only if there are shares remaining from the allocation to the existing shareholders who subscribe for the shares in accordance with their rights.

In case there are remaining shares after share allocation per rights, the Company shall allocate the remaining shares for shareholders that oversubscribe shares and pay for such oversubscription. However, the allocation for the oversubscription shall not cause any shareholder to receive the share allocation under this Rights Offering for the amount that is more than the number of the existing shares that such shareholder has as of the XR date. As a result, no shareholder that oversubscribe the shares will be entitled to subscribe the shares more than 1 old share to 1 new share. The Company shall allocate the shares in a number proportionate to the existing shareholding of each oversubscribing shareholder

Any allocation of oversubscription of shares in accordance with the details above must not result in any oversubscribing shareholder holding the shares of the Company in the number that reaches or surpasses the trigger point requiring such shareholder to make a tender offer as specified under the Notification of the Capital Market Supervisory Board No. Tor Chor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers; and any oversubscribing shareholder holding the shares in a manner that is a violation of a foreign shareholding limit specified under the Company's Articles of Association, which currently provide that a foreigner shall not hold shares of more than 49% of the Company's paid-up shares.

In this regard, 6 May 2021 was scheduled as the date to record the names of the shareholders who are entitled to the allocation and offer for sale of the newly-issued ordinary shares proportionate to the shareholders' respective shareholdings (Rights Offering) (Record Date). However, the prescription of the right to subscribe the newly-issued shares and the allocation of shares are subject to change, until an approval from the shareholders has been granted.

However, if there are remaining shares after the allocation, the Company's Board of Director is proposed to be authorized to allocate such remaining to reserve for the right adjustment for BROOK-W5, BROOK-W6, and BROOK-W7 in the future (if any).

- 4.2 The allocation of not exceeding **2,731,152,084** newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to accommodate the exercise of BROOK-W6 which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights offering) at the allocation ratio of 1 newly-issued ordinary shares to 2 unit of the BROOK W-6 without cost.

In addition, The Board of Directors and/or the Chief Executive Officer or the person delegated by the Board of Directors or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation BROOK-W6 in all respects in compliance with the applicable laws and in compliance with the approval of the Annual General Meeting of Shareholders, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of BROOK-W6; (b) the details with

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respect to the allocation of BROOK-W6 i.e. the issuance and allocation of BROOK-W6 whether shall be allocated on one occasion or more, period for subscribing and payment, ratio of the offering, offering price, payment method and exercise price to purchase ordinary shares including the Record Date for the shareholders who are entitled to receive BROOK-W6; (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of BROOK-W6 with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of BROOK-W6 and the ordinary shares from the exercise of BROOK-W6 on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of BROOK-W6.

- 4.3 The allocation of not exceeding 682,788,021 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to accommodate the exercise of BROOK-W7 which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights offering) at the allocation ratio of 2 newly-issued ordinary shares to 1 unit of the BROOK-W7 Warrants without cost.
- 4.4 The allocation of the newly-issued ordinary shares of not exceeding 28,000,000 newly-issued ordinary shares, at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W5 Warrants. The Company shall adjust the rights of BROOK-W5 in case that the Company offers the newly-issued ordinary shares and any newly-issued securities where such securities offer the rights to subscribe of the ordinary of the ordinary shares which have the average price of newly-issued shares or such newly-issued shares to be issued or such allocation lower than 90% of the market price off the ordinary shares of the Company to be in accordance with the right adjustment indicated in the Terms and Conditions of BROOK-W5.
5. Approved to schedule the date of the Extraordinary General Meeting of Shareholders No.1/2021, to be held on 4 June 2021 at 10.00 hrs. at Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Sukhumvit Soi 13 -15, Klongtoey Nua, Wattana, Bangkok 10110.

The meeting has the following agenda items:

- Agenda 1 To certify the Minutes of the 2021 Annual General Meeting of Shareholders
- Agenda 2 To consider and approve the increase in the registered capital from the existing registered capital of Baht 888,375,760.375, to Baht 1,489,315,278.75, by issuing not exceeding 4,807,516,147 newly-issued ordinary shares, at the par value of Baht 0.125 per share, totaling Baht 600,939,518.375
- Agenda 3 To consider and approve the amendment to Clause 4 of the Memorandum of Association to be in line with the capital increase
- Agenda 4 To consider and approve the issuance of BROOK-W6 and BROOK-W7 for the allocation to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering)
- Agenda 5 To consider and approve the allocation of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering), to accommodate the exercise of rights of BROOK-W6 and BROOK-W7 and to accommodate the rights adjustment of BROOK-W5
- Agenda 6 Other matters (if any)

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The date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No.1/2021 and record the names of the shareholders who are entitled to the allocation and offer for sale of the newly-issued ordinary shares proportionate to the shareholders' respective shareholdings (Rights Offering) shall be on 6 May 2021 (Record Date).

Please be informed accordingly.

Sincerely yours,

(Mr.Chan Bulakul)
Chief Executive Officer

(F53-4 for EGM)

Update the exact number of ordinary shares in blue color as of April 19, 2021.**Capital Increase Report Form to be considered in the Shareholders' EGM No.1/2021****The Brooker Group Public Company Limited****25 February 2021**

We, The Brooker Group Public Company Limited (the “**Company**”) would like to report the resolutions passed by Board of Directors Meeting No. 1/2021, convened on 25 February 2021 with respect to the capital increase, and offer for sale and allocation of the newly-issued ordinary shares, as follows:

1. Capital increase

- 1.1 The Board of Directors Meeting resolved to propose that the Shareholders' Extraordinary General Meeting No.1/2021 to consider and approve the increase in the registered capital from the existing registered capital of Baht 888,375,760,375 **(from the Annual General Meeting of Shareholders 2021 which was held on 2 April 2021)** to Baht **1,489,315,278.75** by issuing **4,807,516,147** newly-issued ordinary shares, at the par value of Baht 0.125 per share, totaling Baht **600,939,518.375** in accordance with the following manner:

| Type of 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 | 4,807,516,147 | 0.125 | 600,939,518.375 |
| | Preference | — | — | — |
| <input type="checkbox"/> General Mandate | Ordinary | — | — | — |
| | Preference | — | — | — |

2. Allocation of the newly-issued ordinary shares

The Board of Directors Meeting resolved to approve the allocation of not exceeding **4,807,516,147** newly-issued ordinary shares, at the par value of Baht 0.125 per share, totaling Baht **600,939,518.375** in accordance with the following details:

2.1 Allocation details

| Allocated to | Number of Shares | Ratio (old: new) | Offering Price (Baht/share) | Subscription and Payment Period | Remarks |
|------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|------------------------|
| Existing shareholders of the Company (proportionate to their respective shareholdings (Rights Offering)) | Not exceeding 1,365,576,042 (Calculated from the number of paid-up shares of the Company on 19 April 2021) | 5 existing ordinary shares to 1 new ordinary shares | Baht 0.40 | 21-25 June 2021 | Please see Remarks 1-4 |
| To accommodate the exercise of the warrants to purchase the ordinary shares of the Company No. 6 (“ BROOK-W6 ”) | Not exceeding 2,731,152,084 | 1 newly-issued ordinary shares to 2 unit of warrant | Shareholders will receive the BROOK-W6 without cost when the shareholders subscribed and were allocated the newly-issued ordinary shares according to the terms and conditions of the Company | - | Please see Remarks 5 |
| To accommodate the exercise of the warrants to purchase the ordinary shares of the Company No. 7 (“ BROOK-W7 ”) | Not exceeding 682,788,021 | 2 newly-issued ordinary shares to 1 unit of warrant | Shareholders will receive the BROOK-W7 without cost when the shareholders subscribed and were allocated the newly-issued ordinary shares according to the terms and conditions of the Company | - | Please see Remarks 6 |

| Allocated to | Number of Shares | Ratio (old: new) | Offering Price (Baht/share) | Subscription and Payment Period | Remarks |
|--------------------------------------------------------------------------------------------------------------------------------|------------------------------------|----------------------------|-----------------------------|---------------------------------|----------------------------|
| To accommodate the right adjustment of the warrants to purchase the ordinary shares of the Company No. 5 (“ BROOK-W5 ”) | Not exceeding 28,000,000 | Please see Remarks 7 and 8 | Please see Remarks 7 and 8 | Please see Remarks 7 and 8 | Please see Remarks 7 and 8 |
| Total | Not exceeding 4,807,516,147 | - | - | - | - |

Remarks:

- (1) The Company scheduled 6 May 2021 as the date to record the names of the shareholders who are entitled to the allocation and offer for sale of the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date), and expected the subscription period for the newly-issued ordinary shares to be 21 June 2021 to 25 June 2021 (total: 5 business days). However, the prescription of the subscription and allocation rights, including the schedule of the subscription period are subject to change, until an approval from the shareholders has been granted.
- (2) The Board of Directors, and/or the Chief Executive Officer, and/or any person appointed by the Board of Directors and/or the Chief Executive Officer, shall be authorized: (a) to consider and determine the details of the allocation of the newly-issued ordinary shares for the purpose of offering for sale to the existing shareholders proportionate to their respective shareholdings to be in compliance with the laws and regulations governing the issuance and offer for sale of the securities under the Thai law and any foreign laws and regulations; (b) to determine or change the details of the allocation, such as whether the newly-issued ordinary shares shall be allocated on one occasion or more, or any alterations to the offering period, allocation ratio, offering price, payment method, or any other details with respect to the allocation and the offer for sale, e.g. changing of the Record Date for the allocation of the newly-issued ordinary shares; (c) to execute application forms for permission and waivers, notices, as well as any documentation relevant to the allocation of the newly-issued ordinary shares, including to contact and file the documentation with the officials or representatives of the relevant agencies, the listing of the newly-issued ordinary shares on the Stock Exchange of Thailand (the “**Stock Exchange**”), as well as to undertake any act necessary for and relevant to the allocation of the newly-issued ordinary shares for the purpose of offering for sale to the existing shareholders proportionate to their respective shareholdings in compliance with the applicable laws; and (d) to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, to amend the terms in the Memorandum of Association in accordance with the registrar’s order in order to complete the registration.
- (3) The Company approved the allocation of not exceeding [1,365,576,042](#) newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to offer for sale to the

existing shareholders proportionate to their respective shareholdings (Rights Offering), at the allocation ratio of 5 existing ordinary shares to 1 newly-issued ordinary shares, at the offering price of Baht 0.40 per share.

- (4) The shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription), provided that the oversubscribing shareholders shall be entitled to the oversubscription shares only after there are shares remaining from the allocation to the existing shareholders who subscribe for the shares in accordance with their rights.

In case there are remaining shares after share allocation per rights, the Company shall allocate the remaining shares for shareholders that oversubscribe shares and pay for such oversubscription. However, the allocation for the oversubscription shall not cause any shareholder to receive the share allocation under this Rights Offering for the amount that is more than the number of the existing shares that such shareholder has as of the XR date. As a result, no shareholder that oversubscribe the shares will be entitled to subscribe the shares more than 1 old share to 1 new share. The Company shall allocate the shares in a number proportionate to the existing shareholding of each oversubscribing shareholder.

Any allocation of oversubscription of shares in accordance with the details above must not result in any oversubscribing shareholder holding the shares of the Company in the number that reaches or surpasses the trigger point requiring such shareholder to make a tender offer as specified under the Notification of the Capital Market Supervisory Board No. Tor Chor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers; and any oversubscribing shareholder holding the shares in a manner that is a violation of a foreign shareholding limit specified under the Company's Articles of Association, which currently provide that a foreigner shall not hold shares of more than 49% of the Company's paid-up shares

However, if there are remaining shares after the allocation, the Company's Board of Director is proposed to be authorized to allocate such remaining to reserve for the right adjustment for BROOK-W5, BROOK-W6, and BROOK-W7 in the future (if any).

- (5) The Company approved the allocation of not exceeding 2,731,152,084 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to accommodate the exercise of the BROOK-W6 of not exceeding 2,731,152,084 units which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) at the allocation ratio of 1 newly-issued ordinary shares to 2 unit of the BROOK-W6 without cost, 1 BROOK-W6: 1 ordinary share, and the exercise price of the shares according to the BROOK-W6 is Baht 0.65 per share. The exercise of right period of the BROOK-W6 is 3 years.

In addition, The Board of Directors and/or the Chief Executive Officer or the person delegated by the Board of Directors or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation the BROOK-W6 in all respects in compliance with the applicable laws and in compliance with the approval of the Annual General Meeting of Shareholders, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of the BROOK-W6; (b) the details with respect to the

allocation of the BROOK-W6 i.e. the issuance and allocation of the BROOK-W6 whether shall be allocated on one occasion or more, period for subscribing and payment, ratio of the offering, offering price, payment method and exercise price to purchase ordinary shares including the Record Date for the shareholders who are entitled to receive BROOK-W6; (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of the BROOK-W6 with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of the BROOK-W6 and the ordinary shares from the exercise of the BROOK-W6 on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of the BROOK-W6.

- (6) The Company approved the allocation of not exceeding 682,788,021 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to accommodate the exercise of the BROOK-W7 of not exceeding 682,788,021 units which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) at the allocation ratio of 2 newly-issued ordinary shares to 1 unit of the BROOK-W7 without cost, 1 BROOK-W7: 1 ordinary share, and the exercise price of the shares according to the BROOK-W7 is Baht 1.30 per share. The exercise of right period of the BROOK-W7 is 5 years.

In addition, The Board of Directors and/or the Chief Executive Officer or the person delegated by the Board of Directors or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation the BROOK-W7 in all respects in compliance with the applicable laws and in compliance with the approval of the Annual General Meeting of Shareholders, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of the BROOK-W7; (b) the details with respect to the allocation of the BROOK-W7 i.e. the issuance and allocation of the BROOK-W7 whether shall be allocated on one occasion or more, period for subscribing and payment, ratio of the offering, offering price, payment method and exercise price to purchase ordinary shares including the Record Date for the shareholders who are entitled to receive BROOK-W7; (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of the BROOK-W7 with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of the BROOK-W7 and the ordinary shares from the exercise of the BROOK-W7 on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of the BROOK-W7.

- (7) The Company approved the allocation of the newly-issued ordinary shares of not exceeding 28,000,000 newly-issued ordinary shares, at the par value of Baht 0.125 per share to accommodate the right adjustment of BROOK-W5. The Company shall adjust the rights of BROOK-W5 in case that the Company offers the newly-issued ordinary

shares and any newly-issued securities where such securities offer the rights to subscribe of the ordinary shares which have the average price of newly-issued shares or such newly-issued shares to be issued or such allocation lower than 90% of the market price off the ordinary shares of the Company to be in accordance with the right adjustment indicated in the Terms and Conditions of BROOK-W5.

Remark: The required ordinary shares that shall be allocated to accommodate the rights adjustment of BROOK-W5 shall be in accordance with clauses 1.5.2 of the Terms and Conditions, and Rights of the Issuers and Holders of the Warrants to Purchase Ordinary Shares of the Company No. 5 dated 21 May 2019. At present, the ordinary shares that have been allocated to accommodate the rights adjustment of BROOK-W5 is equivalent to 279,125,876 shares and the ordinary shares that shall be allocated to allocate the rights adjustment pursuant to clauses 1.5.2 are equivalent to 28,000,000 shares. Therefore, the additional ordinary shares that shall be allocated to accommodate the rights adjustment of BROOK-W5 are 28,000,000 shares.

For the ordinary shares that shall be allocated in the amount of 28,000,000 shares, they shall be calculated from the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days before the first date on which the ordinary shareholders will not be entitled to receive the rights to subscribe the newly-issued ordinary shares or the ordinary shareholders will not be entitled to receive the rights to subscribe any securities that given the rights to subscribe newly-issued ordinary shares (the first date that the Stock Exchange has posted the “XR” or “XW” signs) in case offering to the existing shareholders proportionate to their respective shareholdings (Rights Offering).

However, the Company has determined the date to record the names of the shareholders who are entitled to subscribe the newly-issued ordinary shares (Record Date) to be 6 May 2021. Therefore, the first date that the Stock Exchange has posted the “XR” signs will be 5 May 2021.

On the date of the Board of Directors’ meeting, the Company is not certain on the market price; therefore, the allocation for the additional shares to accommodate the BROOK-W5 in the amount of 28,000,000 shares by using preliminary estimates to calculate. If the amount of shares that shall be allocated proposed to the meeting of the shareholders are not sufficient, the Company shall further propose to the meeting of the shareholders to approve in order to protect the rights of the warrants holders.

- (8) In addition, the Board of Directors, and/or the Chief Executive Officer, and/or any person appointed by the Board of Directors and/or the Chief Executive Officer, shall be authorized to undertake the following acts: (a) to consider and determine the details of the allocation of the newly-issued shares pursuant to Clauses 7 and 8 to be in compliance with the laws and regulations governing the issuance and offer for sale of the securities under the Thai law and any foreign laws and regulations; (b) to determine or change the details of the allocation, such as whether the newly-issued ordinary shares shall be allocated on one occasion or more, or any alterations to the offering period, allocation ratio, offering price, payment method, or any other details with respect to the allocation and the offer for sale i.e. to change the Record Date on which the shareholders who are entitled to the allocation of the newly-issued ordinary shares; (c) to execute application forms for permission and relaxation, notices, as well as any documentation relevant to the allocation of the newly-issued ordinary shares, including

to contact and file the documentation with the officials or representatives of the relevant agencies, as well as the listing of the newly-issued ordinary shares on the Stock Exchange of Thailand and to undertake any act necessary for and relevant to the allocation of the newly-issued ordinary shares; and (d) to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, in accordance with the registrar's order so as to complete the registration.

2.2 Company procedure regarding fractions of shares

In the case where there are fractions of shares from the allocation of the newly-issued ordinary shares or of the BROOK-W6 BROOK-W7 from the calculation of the allocation of each of the shareholders, the fraction shall be rounded down.

3. Scheduling of the shareholders meeting to seek approval for the capital increase and the allocation of the newly-issued shares

Extraordinary General Meeting of Shareholders No.1/2564 is scheduled to be convened on **4 June 2021 at 10.00 a.m.**, at Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Sukhumvit Soi 13 -15, Klongtoey Nua, Wattana, Bangkok 10110 and the date to record the names of the shareholders who are entitled to attend the meeting (record date) is scheduled on 6 May 2021.

4. Application to the relevant government agency for its approval of the capital increase / the allocation of the newly-issued shares and the conditions thereto

4.1 The Company will file the application form for the registration of the capital increase, amendment to the Memorandum of Association, and amendment to the paid-up capital to the Department of Business Development, Ministry of Commerce.

4.2 The Company will file the application for the listing of the newly-issued shares as listed securities to the Stock Exchange 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

| | Type of shares allocation | Estimated amount to be received approximately (Baht million) | Objectives of the issuance of the newly-issued ordinary shares and the plan to use the proceeds derived from the issuance |
|----|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | The offer for sale to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) | | |
| | 1) The offer for sale to the existing shareholders of the Company proportionate to their respective | 546.23 | In this regard, in the case where the newly-issued ordinary shares issued and offered for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering) are fully subscribed, the Company would be able to obtain the proceeds of not less than Baht 568.56 million to invest in modern open |

| | Type of shares allocation | Estimated amount to be received approximately (Baht million) | Objectives of the issuance of the newly-issued ordinary shares and the plan to use the proceeds derived from the issuance |
|--|---------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | shareholdings (Rights Offering) | | technologies in the Digital Asset ecosystem. This includes block chain technologies relating to smart contracts, centralize exchanges, decentralize exchanges, and decentralize finance. The investment can be in the form of, but not limited to, security tokens, shares, or options in promising new technology companies. |
| | 2) The exercise of BROOK-W6 | 1,775.25 | In the next 3 years, the company will use proceeds to expand and scale operations in Digital Assets. Alternatively, the Company may also use proceed for investment. |
| | 3) The exercise of BROOK-W7 | 887.62 | In the next 5 years, the company will use proceed for major technology upgrade to remain competitive in the industry. Alternatively, the Company may also use proceed for investment. |
| | Total* | 3,209.10 | Within 5 years, if the Rights Offering are fully subscribed and BROOK-W6 and BROOK-W7 are fully exercised. |

Remarks: *In the event that the newly-issued ordinary shares proportionate to the respective shareholdings (Rights Offering) have been fully allocated and the Warrants have been fully exercised.

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

- 6.1 The company will greatly benefit from diversifying its business models. Digital Asset is an upcoming trend of the next decade. The ecosystem is developing very rapidly and very few Thai companies have exposure in this sector. The company will be in a unique position as we will be directly invested in one of the top innovative sectors.
- 6.2 To strengthen the financial structure of the Company and for the Company to have sufficient amount of capital to accommodate the business operation and the expansion of the business of the Company.

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

- 7.1 Shareholders will receive BROOK-W6 and BROOK-W7 which in the long run can be exercised if the share price goes above the strike price.
- 7.2 The Company has established a policy to distribute dividends of not less than 50 percent of the net profits after deductions of corporate income tax and legal reserves. Nevertheless, the dividend payment is subject to change depending on the growth in the operational results, investment plans, liquidity, business expansion, as

well as other necessity and appropriateness in the interests of the shareholders' returns in the future.

7.3 Subscribers for the newly-issued shares shall be entitled to dividends from the operational results upon their registration as Company's shareholders by having their names appears in the shareholder register book and the Company declaration of dividends. However, this is subject to the relevant law and regulations.

8. Impact to the shareholders that may happen from the allocation of the newly-issued ordinary shares of the Company

- Please see the impact on shareholders that may arise from the allocation of the newly issued ordinary shares according to the Company's plan at Appendix.

9. 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

9.1 Opinions of the Board of Directors with respect to the Capital Increase

9.1.1 Reasons and necessity of the Capital Increase

The reason for capital increase is to invest in modern open technologies in the Digital Asset ecosystem. The necessity is due to the timing of global adoption of Digital Assets. The past 6 months have been the start of large global institutional money investing in Digital Assets and many NASDAQ companies announcing services relating to Digital Assets. The notable names include Microstrategy, Tesla, Mass General insurance, Rothschild Investment Corporation, Paypal, Square, and Marathon Patent Group.

9.1.2 The Possibilities of budget plan for the use of proceeds

The Company expects to issue and offer the sale of shares proportionate to their respective shareholding (Rights Offering) to complete by June 2021.

To be allocated in Digital Assets and Digital technology according to opportunities which is determined by the Investment Committee.

9.1.3 The expected effects that may impact the business operation of the Company including financial status and performance of the Company resulting from the capital increase and budget plan for the use of proceeds or projects

The issuance of the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) will enable the Company to reduce debt obligations which shall create the stability of the capital structure of the Company including cause the Company to have working capital for operation. The capital increase shall not create negative impact to the business operation of the Company.

9.1.4 Representations of the Board of Directors regarding the capital increase

According to the Section 85 of the Public Company Limited Act B.E. 2535 (including any amendment thereto), in the case that the directors of the Company do not comply with the laws, the objectives, the articles of association of the Company, and the resolution of the meeting of shareholders in loyalty and care to preserve the interest of the Company on matters relating to

the increase of registered capital, resulting that the performance of any act or non-performance of any act which fails to comply with the aforementioned duties and causes damages to the Company, the Company may claim compensation from the directors. In the case where the Company fails to make such claim, any one or more shareholders holding shares amounting to not less than five percent of the total number of issued shares of the Company may notify the Company requesting the Company to make such a claim. If the Company fails to take action as directed by the said shareholders, such shareholders may bring a suit to the court to claim compensation on behalf of the Company. In addition, according to Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendment thereto), in the case where the director acts or omits to act in such a way that not comply with the laws, the objectives, the articles of association and the resolution of the meeting of shareholders with due care and loyalty to preserve the interest of the Company on the matters relating to the increase of registered capital, resulting that the director, the executive or the related person to obtain undue benefits, the Company may bring an action against the director for disgorgement of such benefits to the Company. In this regard, a shareholder or shareholders who hold shares and have the right to vote amounting to not less than 5 percent of the total number of voting rights of the Company may notify the Company requesting the Company to bring the aforementioned action and if the Company fails to proceed as requested within one month from the date of the notice, such shareholder or shareholders may bring an action for disgorgement of benefits on behalf of the Company.

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

| Procedures | Date / Month / Year |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| 1. The Board of Directors' Meeting No.1/2021 | 25 February 2021 |
| 2. 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: | 19 April 2021 |

| | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| <p>*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> <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 | |
| <p>3. The date to record the names of the shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders 1/2021 (Record Date)</p> | <p>6 May 2021</p> |

| | |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 4. 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 |
| 5. The Extraordinary General Meeting of Shareholders 1/2021 | 4 June 2021 |
| 6. Registration of increase in the paid-up capital with the Ministry of Commerce | Within 14 days after the end of the share subscription period |
| 7. Subscription period for the newly-issued ordinary shares | Not less than five business days which is 21-25 June 2021 |
| 8. Registration of increase in the paid-up capital with the Ministry of Commerce | Within 14 days after the end of the share subscription period |

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

Update number of shares by Blue Color

Appendix

Impact to the shareholders that may happen from the allocation of the newly-issued ordinary shares of the Company

1. No Warrant Holders exercise BROOK-W5 before post XR signed
 - 1.1 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”)
Earnings per Share Dilution – in this case, it shall not affect
Price Dilution – in this case, it shall not affect
Control Dilution) – in this case, it shall not affect
 - 1.2 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”) but the shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription) which result. As a result, the number of shares (Rights Offering) ("RO") has been successfully issued and offered in full.

Various effects can be categorized into 4 events as follows:

1) No warrant holders BROOK-W6 and BROOK-W7 exercise

$$\begin{aligned} \text{Number of Shares after RO without BROOK-W5 exercise} &= \text{No. of existing paid-up shares} + \text{No. of RO shares} \\ &= 6,827,880,207 + \frac{6,827,880,207}{5} \\ &= 6,827,880,207 + 1,365,576,042 \\ &= 8,193,456,249 \text{ shares} \end{aligned}$$

which will be called “No. of shares after RO without BROOK-W5 exercise ”

- Earnings Per Share Dilution)

$$\begin{aligned} \text{EPS Dilution} &= \frac{\text{EPS}_{\text{present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}} \\ \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \\ \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{\text{Net profit}}{\text{No. of shares after RO without BROOK-W5 exercise}} \\ &= \frac{63,222,746.66}{8,193,456,249} = 0.0077 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0077}{0.0093} = 17.20\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise})]}{\text{No. of shares after RO without BROOK-W5 exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042)]}{8,193,456,249} \\ &= 0.5167 \text{ baht/share} \end{aligned}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5167}{0.54} = 4.31\%$$

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{8,193,456,249} = 16.67\% \end{aligned}$$

2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

$$\begin{aligned} \text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise} &= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} \\ &= 8,193,456,249 + (1,365,576,042 \times 2) \\ &= 8,193,456,249 + 2,731,152,084 \\ &= 10,924,608,333 \text{ shares} \end{aligned}$$

which will be called "No. of shares after RO without BROOK-W5 exercise, full W6 Exercise"

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{63,222,746.66}{10,924,608,333} = 0.0058 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0058}{0.0093} = 37.63\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084)]}{10,924,608,333} \\ &= \frac{6,008,534,583}{10,924,608,333} = 0.55 \text{ baht/share} \end{aligned}$$

Due to $\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}$ is equal to 0.55 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution.

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{10,924,608,333} = 37.50\%$$

3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,193,456,249 + \frac{(1,365,576,042)}{2}$$

$$= 8,193,456,249 + 682,788,021$$

$$= 8,876,244,270 \text{ shares}$$

which will be called “No. of shares after RO without BROOK-W5 exercise, full W7 Exercise.”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} = \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{63,222,746.66}{8,876,244,270} = 0.0071 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0071}{0.0093} = 23.66\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No.

2/2021 dated 19 April 2021 (between 23 March to 16 April 2021)
(the information from SETSMART) is Baht 0.54

Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (1.30 \times 682,788,021)]}{8,876,244,270}$$

$$= \frac{5,120,910,155}{8,876,244,270} = 0.5769 \text{ baht/share}$$

Due to Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise is equal to 0.5769 baht/share which is higher than Price present which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,876,244,270} = 23.08\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,193,456,249 + (1,365,576,042 \times 2) + \frac{(1,365,576,042)}{2}$$

$$= 8,193,456,249 + 2,731,152,084 + 682,788,021$$

$$= 11,607,396,354 \text{ shares}$$

which is called “No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{11,607,396,354} = 0.0054 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0054}{0.0093} = 41.94 \%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$

$$= [(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]$$

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084) + (1.30 \times 682,788,021)]}{11,607,396,354}$$

$$= \frac{6,896,159,010}{11,607,396,354} = 0.5941 \text{ baht/share}$$

Due to $\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$ is equal to 0.5941 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{11,607,396,354} = 41.18\%$$

2. In the event that the BROOK-W5 convertible rights are fully exercised prior to the XR sign date and the existing shareholders do not hold BROOK-W5, they do not have conversion rights.

2.1 In the event that no existing shareholders subscribe for RO shares, including BROOK-W5 holders who have converted to ordinary shares before the XR sign date, subscribe for RO shares.

Existing shareholders who do not hold BROOK-W5 will only be affected by the conversion of BROOK-W5 as follows:

Current number of paid-up ordinary shares + the total number of ordinary shares to be reserved for conversion of BROOK-W5 after the adjustment of rights under Clause 1.5.5 arising from a cash dividend payment of more than 80 percent of the Company's net profit.

$$= 6,827,880,207 + 263,820,926$$

$$= 7,091,701,133 \text{ shares}$$

which is called “No. of shares after conversion of BROOK-W5 with new right adjustment no. 1”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} &= \frac{\text{Net profit}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} \\ &= \frac{63,222,746.66}{7,091,701,133} = 0.0089 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0089}{0.0093} = 4.30\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{new ex-price BROOK-W5} \times \text{total No. of shares reserve for BROOK-W5 exercise after adjustment})]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(0.54 \times 6,827,880,207) + (0.225 \times 263,820,926)]}{7,091,701,133}$$

$$= 0.5283 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5283}{0.54} = 2.17\%$$

- Control Dilution)

$$\frac{= [1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

$$= 1 - \frac{6,827,880,207}{7,091,701,133} = 3.72\%$$

2.2 In the case of existing shareholders, including BROOK-W5 holders who convert to ordinary shares prior to the XR sign date, fully subscribe for RO shares,

Various effects can be categorized into 4 events as follows

1) No warrant holders BROOK-W6 and BROOK-W7 are exercised

$$\begin{aligned} \text{Total number of shares that are eligible to subscribe for RO shares} \\ = 7,091,701,133 \text{ share} \end{aligned}$$

RO shares to be allocated

$$\frac{7,091,701,133}{5} = 1,418,340,227 \text{ share}$$

$$\text{Total No. of shares after RO} = 8,510,041,360 \text{ share}$$

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise}}$$

$$= \frac{63,222,746.66}{8,510,041,360} = 0.0074 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0074}{0.0093} = 20.43\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares})]}{\text{No. of shares after RO with BROOK-W5 exercise}} \end{aligned}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,22)]}{8,510,041,360}$$

$$= 0.5069 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5069}{0.54} = 6.13\%$$

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,510,041,360} = 19.77\%$$

2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

$$\begin{aligned} \text{No. of shares after RO with BROOK-W5 exercise} + \text{No. of share reserve for W6 Exercise} &= 8,510,041,360 + (1,418,340,227 \times 2) \\ &= 11,346,721,814 \text{ shares} \end{aligned}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W6 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}} \\ &= \frac{63,222,746.66}{11,346,721,814} = 0.0056 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0056}{0.0093} = 39.78\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W6} \times \text{No. of shares reserve for W6}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454)]}{11,346,721,814} \\ &= 0.5427 \text{ Baht /share} \end{aligned}$$

Due to $\text{Price}_{\text{No. of shares after RO with BROOK-W6 exercise, full W6 Exercise}}$ is equal to 0.5427 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{11,346,721,814} = 39.83\% \end{aligned}$$

- 3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO with BROOK-W5 exercise, full W7 Exercise

= No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W7 Exercise

$$= 8,510,041,360 + \frac{(1,418,340,227)}{2}$$

$$= 9,219,211,474 \text{ shares}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise , full W7 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise , full W7 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}$$

$$= \frac{63,222,746.66}{9,219,211,474} = 0.0069 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0069}{0.0093} = 25.81\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after RO with BROOK-W5 exercise ,full W7 exercise

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (1.30 \times 709,170,114)]}{9,219,211,474}$$

$$= 0.5679 \text{ baht/share}$$

Due to Price No. of shares after RO with BROOK-W5 exercise, full W7 Exercise is equal to 0.5679 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{9,219,211,474} = 25.94\%$$

4) An event where the full amount of BROOK-W6 W7 conversion rights are exercised

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,510,041,360 + (1,418,340,227 \times 2) + \frac{(1,418,340,227)}{2}$$

$$= 12,055,891,928 \text{ shares}$$

which will be called “ No. of shares after RO with BROOK-W5 exercise , full W6 W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{12,055,891,928} = 0.0052 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0052}{0.0093} = 44.09\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W7 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454) + (1.30 \times 709,170,114)]}{12,055,891,928} \\ &= 0.5872 \text{ baht/ share} \end{aligned}$$

Due to Price_{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise} is equal to 0.5872 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{12,055,891,928} = 43.36\% \end{aligned}$$

Update number of warrants issued and number of shares reserved for exercise in blue color as of April 19, 2021

Summary of Features of Warrants to Purchase Ordinary Shares of

The Brooker Group Public Company Limited No. 6 (BROOK-W6)

1. Preliminary details of the Warrants

| | |
|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Securities issuer and offeror | The Brooker Group Public Company Limited (the “Company”) |
| Name of Securities offered for sale | Warrants to Purchase Newly-issued Ordinary Shares of The Brooker Group Public Company Limited No. 6 (BROOK-W6) (the “Warrants”) |
| Type | Registered certificate and transferable |
| Number of warrants issued and offered for sale | Not exceeding 2,731,152,084 units |
| Number of shares reserved to accommodate the exercise of the Warrants | Not exceeding 2,731,152,084 shares (at the par value of Baht 0.125 per share), equivalent to 33.33 percent of the total 1,365,576,042 sold shares of the Company after the offer for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings. No shares remained from the issuance and offer for sale. |
| Offering method / Allocation ratio | <p>The allocation of the Warrants to the existing shareholders who are entitled to the allocation of the newly-issued shares issued and offered for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), at the ratio of 1 newly-issued ordinary shares to 2 unit of the Warrant.</p> <p>In this regard, in the case where there are fractions of the Warrants from the calculation of the allocation, the fraction shall be rounded down. The Warrants remained from the allocation will be cancelled by the Company; therefore, the remaining Warrants will be proportionate to the allocated portion.</p> |
| Offering price per unit | Baht -0- |
| Exercise ratio | 1 unit of the Warrant is entitled to purchase 1 newly-issued ordinary share with the exception for the case of the adjustment of rights in accordance with the adjustment conditions. |
| Exercise price | Baht 0.65 per share with the exception of the case of the adjustment of rights in accordance with the adjustment conditions. |

| | |
|-----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Term of the Warrants | 3 years from the issuance date of the Warrants |
| Exercise period | <p>The warrant holders may exercise their rights under the Warrants on every last business day of March, June, September and December.</p> <p>The last exercise date is the date on which the Warrants has the term of 3 years from the issuance date of the Warrants.</p> <p>In the event that any exercise date does not fall on a business day, the exercise date will be the business day prior to such date.</p> |
| Period for notification of intention to exercise | <p>The warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions within the period of 5 business days prior to each exercise date.</p> <p>For the last exercise date, the warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions to exercise the Warrants to purchase ordinary shares at least 15 days prior to the last exercise date.</p> |
| Irrevocability of the notice of intention to exercise the Warrants | The intention to exercise the Warrants may not be revoked after the warrant holders notify their intentions to purchase the ordinary shares under the Warrants. |
| Secondary market of the Warrants | The Company will file an application to list the Warrants as listed securities on the Stock Exchange of Thailand (the “ Stock Exchange ”). |
| Secondary market of the ordinary shares issued from the exercise of the Warrants | The Company will list the ordinary shares issued from the exercise of the Warrants as the listed securities on the Stock Exchange. |
| Reasons to issue new shares to accommodate the adjustment of rights | <p>The Company will adjust the exercise price and/or the exercise ratio in accordance with the conditions on the adjustment of rights upon the occurrence of any of the events stipulated in the terms and conditions of the Warrants as prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly-Issued Warrants and Newly Issued Underlying Shares or any similar circumstances, such as:</p> <ul style="list-style-type: none"> (a) The par value of the Company’s shares is changed due to a reverse share split or a share split; (b) The Company offers for sale the newly-issued shares at the price lower than the market price; (c) The Company offers for sale the convertible debentures or the warrants at the price lower than the market price; (d) The Company, wholly or partially, pays the dividend in a form of newly-issued shares to the shareholders; |

| | |
|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>(e) The Company pays the dividend in cash in an amount exceeding which is specified under the terms and conditions;</p> <p>(f) Any other circumstances similar to (a)–(e) which may prejudice the interests or returns to which the holders of the Warrants are entitled upon the exercise of the Warrants.</p> |
| Warrants registrar | Thailand Securities Depository Co., Ltd. or any person appointed as the registrar of the Warrants in place of Thailand Securities Depository Co., Ltd. |
| Other conditions | The Board of Directors and/or the Chief Executive Officer and/or the person delegated by the Board of Directors and/or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation the Warrants in all respects in compliance with the applicable laws, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of the Warrants; (b) the details with respect to the allocation thereof (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of the Warrants with the Office of the Securities and Exchange Commission, the Stock Exchange, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of the ordinary shares from the exercise of the Warrants on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of the Warrants. |
| Objectives of the issuance of the Warrants and the benefits that the Company shall receive from the allocation of the newly-issued shares | The company will use proceeds to expand and scale operations in Digital Assets. Alternatively, the Company may also use proceed for investment. |

2. Impacts from the issuance and allocation of the Warrants

As the issuance of the Warrants to Purchase Newly-issued Ordinary Shares of The Brooker Group Public Company Limited No. 6 (BROOK-W6) (the “**Warrants**”) will be issued to the existing shareholders who subscribe the newly-issued shares issued to their proportionate shareholding (Rights Offering) only; therefore, the impact of the issuance and allocation of BROOK-W6 will occur with the exercise of right to subscribe such newly-issued shares. The calculation of such impact shall refer to the exercise of right to subscribe the newly-issued shares to the existing shareholders to their proportionate shareholding (Rights Offering).

Please see Appendix

Update number of shares by Blue Color

Appendix

Impact to the shareholders that may happen from the allocation of the newly-issued ordinary shares of the Company

1. No Warrant Holders exercise BROOK-W5 before post XR signed
 - 1.1 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”)
Earnings per Share Dilution – in this case, it shall not affect
Price Dilution – in this case, it shall not affect
Control Dilution) – in this case, it shall not affect
 - 1.2 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”) but the shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription) which result. As a result, the number of shares (Rights Offering) ("RO") has been successfully issued and offered in full.

Various effects can be categorized into 4 events as follows:

1) No warrant holders BROOK-W6 and BROOK-W7 exercise

$$\begin{aligned} \text{Number of Shares after RO without BROOK-W5 exercise} &= \text{No. of existing paid-up shares} + \text{No. of RO shares} \\ &= 6,827,880,207 + \frac{6,827,880,207}{5} \\ &= 6,827,880,207 + 1,365,576,042 \\ &= 8,193,456,249 \text{ shares} \end{aligned}$$

which will be called “No. of shares after RO without BROOK-W5 exercise ”

- Earnings Per Share Dilution)

$$\begin{aligned} \text{EPS Dilution} &= \frac{\text{EPS}_{\text{present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}} \\ \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \\ \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{\text{Net profit}}{\text{No. of shares after RO without BROOK-W5 exercise}} \\ &= \frac{63,222,746.66}{8,193,456,249} = 0.0077 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0077}{0.0093} = 17.20\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise})]}{\text{No. of shares after RO without BROOK-W5 exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042)]}{8,193,456,249} \\ &= 0.5167 \text{ baht/share} \end{aligned}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5167}{0.54} = 4.31\%$$

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{8,193,456,249} = 16.67\% \end{aligned}$$

2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

$$\begin{aligned} \text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise} &= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} \\ &= 8,193,456,249 + (1,365,576,042 \times 2) \\ &= 8,193,456,249 + 2,731,152,084 \\ &= 10,924,608,333 \text{ shares} \end{aligned}$$

which will be called "No. of shares after RO without BROOK-W5 exercise, full W6 Exercise"

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{63,222,746.66}{10,924,608,333} = 0.0058 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0058}{0.0093} = 37.63\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084)]}{10,924,608,333} \\ &= \frac{6,008,534,583}{10,924,608,333} = 0.55 \text{ baht/share} \end{aligned}$$

Due to $\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}$ is equal to 0.55 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution.

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{10,924,608,333} = 37.50\%$$

3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,193,456,249 + \frac{(1,365,576,042)}{2}$$

$$= 8,193,456,249 + 682,788,021$$

$$= 8,876,244,270 \text{ shares}$$

which will be called “No. of shares after RO without BROOK-W5 exercise, full W7 Exercise.”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} = \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{63,222,746.66}{8,876,244,270} = 0.0071 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0071}{0.0093} = 23.66\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No.

2/2021 dated 19 April 2021 (between 23 March to 16 April 2021)
(the information from SETSMART) is Baht 0.54

Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (1.30 \times 682,788,021)]}{8,876,244,270}$$

$$= \frac{5,120,910,155}{8,876,244,270} = 0.5769 \text{ baht/share}$$

Due to Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise is equal to 0.5769 baht/share which is higher than Price present which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,876,244,270} = 23.08\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,193,456,249 + (1,365,576,042 \times 2) + \frac{(1,365,576,042)}{2}$$

$$= 8,193,456,249 + 2,731,152,084 + 682,788,021$$

$$= 11,607,396,354 \text{ shares}$$

which is called “No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{11,607,396,354} = 0.0054 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0054}{0.0093} = 41.94 \%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$

$$= [(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]$$

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084) + (1.30 \times 682,788,021)]}{11,607,396,354}$$

$$= \frac{6,896,159,010}{11,607,396,354} = 0.5941 \text{ baht/share}$$

Due to $\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$ is equal to 0.5941 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{11,607,396,354} = 41.18\%$$

2. In the event that the BROOK-W5 convertible rights are fully exercised prior to the XR sign date and the existing shareholders do not hold BROOK-W5, they do not have conversion rights.

2.1 In the event that no existing shareholders subscribe for RO shares, including BROOK-W5 holders who have converted to ordinary shares before the XR sign date, subscribe for RO shares.

Existing shareholders who do not hold BROOK-W5 will only be affected by the conversion of BROOK-W5 as follows:

Current number of paid-up ordinary shares + the total number of ordinary shares to be reserved for conversion of BROOK-W5 after the adjustment of rights under Clause 1.5.5 arising from a cash dividend payment of more than 80 percent of the Company's net profit.

$$= 6,827,880,207 + 263,820,926$$

$$= 7,091,701,133 \text{ shares}$$

which is called “No. of shares after conversion of BROOK-W5 with new right adjustment no. 1”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} &= \frac{\text{Net profit}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} \\ &= \frac{63,222,746.66}{7,091,701,133} = 0.0089 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0089}{0.0093} = 4.30\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{Price}_{\text{present}}}$$

$$\begin{aligned} \text{Price}_{\text{present}} &= \text{Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54} \end{aligned}$$

Price No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{new ex-price BROOK-W5} \times \text{total No. of shares reserve for BROOK-W5 exercise after adjustment})]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(0.54 \times 6,827,880,207) + (0.225 \times 263,820,926)]}{7,091,701,133}$$

$$= 0.5283 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5283}{0.54} = 2.17\%$$

- Control Dilution)

$$\frac{= [1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

$$= 1 - \frac{6,827,880,207}{7,091,701,133} = 3.72\%$$

2.2 In the case of existing shareholders, including BROOK-W5 holders who convert to ordinary shares prior to the XR sign date, fully subscribe for RO shares,

Various effects can be categorized into 4 events as follows

1) No warrant holders BROOK-W6 and BROOK-W7 are exercised

$$\begin{aligned} \text{Total number of shares that are eligible to subscribe for RO shares} \\ = 7,091,701,133 \text{ share} \end{aligned}$$

RO shares to be allocated

$$\frac{7,091,701,133}{5} = 1,418,340,227 \text{ share}$$

$$\text{Total No. of shares after RO} = 8,510,041,360 \text{ share}$$

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise}}$$

$$= \frac{63,222,746.66}{8,510,041,360} = 0.0074 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0074}{0.0093} = 20.43\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares})]}{\text{No. of shares after RO with BROOK-W5 exercise}} \end{aligned}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,22)]}{8,510,041,360}$$

$$= 0.5069 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5069}{0.54} = 6.13\%$$

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,510,041,360} = 19.77\%$$

2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

$$\begin{aligned} \text{No. of shares after RO with BROOK-W5 exercise} + \text{No. of share reserve for W6 Exercise} &= 8,510,041,360 + (1,418,340,227 \times 2) \\ &= 11,346,721,814 \text{ shares} \end{aligned}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W6 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}} \\ &= \frac{63,222,746.66}{11,346,721,814} = 0.0056 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0056}{0.0093} = 39.78\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W6} \times \text{No. of shares reserve for W6}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454)]}{11,346,721,814} \\ &= 0.5427 \text{ Baht /share} \end{aligned}$$

Due to $\text{Price}_{\text{No. of shares after RO with BROOK-W6 exercise, full W6 Exercise}}$ is equal to 0.5427 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{11,346,721,814} = 39.83\% \end{aligned}$$

- 3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO with BROOK-W5 exercise, full W7 Exercise

= No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W7 Exercise

$$= 8,510,041,360 + \frac{(1,418,340,227)}{2}$$

$$= 9,219,211,474 \text{ shares}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise , full W7 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise , full W7 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}$$

$$= \frac{63,222,746.66}{9,219,211,474} = 0.0069 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0069}{0.0093} = 25.81\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after RO with BROOK-W5 exercise ,full W7 exercise

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (1.30 \times 709,170,114)]}{9,219,211,474}$$

$$= 0.5679 \text{ baht/share}$$

Due to Price No. of shares after RO with BROOK-W5 exercise, full W7 Exercise is equal to 0.5679 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{9,219,211,474} = 25.94\%$$

4) An event where the full amount of BROOK-W6 W7 conversion rights are exercised

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,510,041,360 + (1,418,340,227 \times 2) + \frac{(1,418,340,227)}{2}$$

$$= 12,055,891,928 \text{ shares}$$

which will be called “ No. of shares after RO with BROOK-W5 exercise , full W6 W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{12,055,891,928} = 0.0052 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0052}{0.0093} = 44.09\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W7 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454) + (1.30 \times 709,170,114)]}{12,055,891,928} \\ &= 0.5872 \text{ baht/ share} \end{aligned}$$

Due to Price_{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise} is equal to 0.5872 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{12,055,891,928} = 43.36\% \end{aligned}$$

Update number of warrants issued and number of shares reserved for exercise in blue color as of April 19, 2021

**Summary of Features of Warrants to Purchase Ordinary Shares of
The Brooker Group Public Company Limited No. 7 (BROOK-W7)**

1. Preliminary details of the Warrants

| | |
|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Securities issuer and offeror | The Brooker Group Public Company Limited (the “ Company ”) |
| Name of Securities offered for sale | Warrants to Purchase Newly-issued Ordinary Shares of The Brooker Group Public Company Limited No. 7 (BROOK-W7) (the “ Warrants ”) |
| Type | Registered certificate and transferable |
| Number of warrants issued and offered for sale | Not exceeding 682,788,021 units |
| Number of shares reserved to accommodate the exercise of the Warrants | Not exceeding 682,788,021 shares (at the par value of Baht 0.125 per share), equivalent to 8.33 percent of the total 1,365,576,042 sold shares of the Company after the offer for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings. No shares remained from the issuance and offer for sale. |
| Offering method / Allocation ratio | <p>The allocation of the Warrants to the existing shareholders who are entitled to the allocation of the newly-issued shares issued and offered for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), at the ratio of 2 newly-issued ordinary shares to 1 unit of the Warrant.</p> <p>In this regard, in the case where there are fractions of the Warrants from the calculation of the allocation, the fraction shall be rounded down. The Warrants remained from the allocation will be cancelled by the Company; therefore, the remaining Warrants will be proportionate to the allocated portion.</p> |
| Offering price per unit | Baht -0- |
| Exercise ratio | 1 unit of the Warrant is entitled to purchase 1 newly-issued ordinary share with the exception for the case of the adjustment of rights in accordance with the adjustment conditions. |
| Exercise price | Baht 1.30 per share with the exception of the case of the adjustment of rights in accordance with the adjustment conditions. |

| | |
|-----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Term of the Warrants | 5 years from the issuance date of the Warrants |
| Exercise period | <p>The warrant holders may exercise their rights under the Warrants on every last business day of March, June, September and December.</p> <p>The last exercise date is the date on which the Warrants has the term of 3 years from the issuance date of the Warrants.</p> <p>In the event that any exercise date does not fall on a business day, the exercise date will be the business day prior to such date.</p> |
| Period for notification of intention to exercise | <p>The warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions within the period of 5 business days prior to each exercise date.</p> <p>For the last exercise date, the warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions to exercise the Warrants to purchase ordinary shares at least 15 days prior to the last exercise date.</p> |
| Irrevocability of the notice of intention to exercise the Warrants | The intention to exercise the Warrants may not be revoked after the warrant holders notify their intentions to purchase the ordinary shares under the Warrants. |
| Secondary market of the Warrants | The Company will file an application to list the Warrants as listed securities on the Stock Exchange of Thailand (the “ Stock Exchange ”). |
| Secondary market of the ordinary shares issued from the exercise of the Warrants | The Company will list the ordinary shares issued from the exercise of the Warrants as the listed securities on the Stock Exchange. |
| Reasons to issue new shares to accommodate the adjustment of rights | <p>The Company will adjust the exercise price and/or the exercise ratio in accordance with the conditions on the adjustment of rights upon the occurrence of any of the events stipulated in the terms and conditions of the Warrants as prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly-Issued Warrants and Newly Issued Underlying Shares or any similar circumstances, such as:</p> <ul style="list-style-type: none"> (a) The par value of the Company’s shares is changed due to a reverse share split or a share split; (b) The Company offers for sale the newly-issued shares at the price lower than the market price; (c) The Company offers for sale the convertible debentures or the warrants at the price lower than the market price; (d) The Company, wholly or partially, pays the dividend in a form of newly-issued shares to the shareholders; |

| | |
|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>(e) The Company pays the dividend in cash in an amount exceeding which is specified under the terms and conditions;</p> <p>(f) Any other circumstances similar to (a)–(e) which may prejudice the interests or returns to which the holders of the Warrants are entitled upon the exercise of the Warrants.</p> |
| Warrants registrar | Thailand Securities Depository Co., Ltd. or any person appointed as the registrar of the Warrants in place of Thailand Securities Depository Co., Ltd. |
| Other conditions | The Board of Directors and/or the Chief Executive Officer and/or the person delegated by the Board of Directors and/or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation the Warrants in all respects in compliance with the applicable laws, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of the Warrants; (b) the details with respect to the allocation thereof (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of the Warrants with the Office of the Securities and Exchange Commission, the Stock Exchange, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of the ordinary shares from the exercise of the Warrants on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of the Warrants. |
| Objectives of the issuance of the Warrants and the benefits that the Company shall receive from the allocation of the newly-issued shares | The company will use proceed for major technology upgrade to remain competitive in the industry. Alternatively, the Company may also use proceed for investment. |

2. Impacts from the issuance and allocation of the Warrants

As the issuance of the Warrants to Purchase Newly-issued Ordinary Shares of The Brooker Group Public Company Limited No. 7 (BROOK-W7) (the “Warrants”) will be issued to the existing shareholders who subscribe the newly-issued shares issued to their proportionate shareholding (Rights Offering) only; therefore, the impact of the issuance and allocation of BROOK-W6 will occur with the exercise of right to subscribe such newly-issued shares. The calculation of such impact shall refer to the exercise of right to subscribe the newly-issued shares to the existing shareholders to their proportionate shareholding (Rights Offering).

Please see Appendix.

Update number of shares by Blue Color

Appendix

Impact to the shareholders that may happen from the allocation of the newly-issued ordinary shares of the Company

1. No Warrant Holders exercise BROOK-W5 before post XR signed
 - 1.1 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”)
Earnings per Share Dilution – in this case, it shall not affect
Price Dilution – in this case, it shall not affect
Control Dilution) – in this case, it shall not affect
 - 1.2 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”) but the shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription) which result. As a result, the number of shares (Rights Offering) ("RO") has been successfully issued and offered in full.

Various effects can be categorized into 4 events as follows:

1) No warrant holders BROOK-W6 and BROOK-W7 exercise

$$\begin{aligned} \text{Number of Shares after RO without BROOK-W5 exercise} &= \text{No. of existing paid-up shares} + \text{No. of RO shares} \\ &= 6,827,880,207 + \frac{6,827,880,207}{5} \\ &= 6,827,880,207 + 1,365,576,042 \\ &= 8,193,456,249 \text{ shares} \end{aligned}$$

which will be called “No. of shares after RO without BROOK-W5 exercise ”

- Earnings Per Share Dilution)

$$\begin{aligned} \text{EPS Dilution} &= \frac{\text{EPS}_{\text{present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}} \\ \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \\ \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{\text{Net profit}}{\text{No. of shares after RO without BROOK-W5 exercise}} \\ &= \frac{63,222,746.66}{8,193,456,249} = 0.0077 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0077}{0.0093} = 17.20\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise})]}{\text{No. of shares after RO without BROOK-W5 exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042)]}{8,193,456,249} \\ &= 0.5167 \text{ baht/share} \end{aligned}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5167}{0.54} = 4.31\%$$

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{8,193,456,249} = 16.67\% \end{aligned}$$

2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

$$\begin{aligned} \text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise} &= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} \\ &= 8,193,456,249 + (1,365,576,042 \times 2) \\ &= 8,193,456,249 + 2,731,152,084 \\ &= 10,924,608,333 \text{ shares} \end{aligned}$$

which will be called "No. of shares after RO without BROOK-W5 exercise, full W6 Exercise"

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{63,222,746.66}{10,924,608,333} = 0.0058 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0058}{0.0093} = 37.63\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084)]}{10,924,608,333} \\ &= \frac{6,008,534,583}{10,924,608,333} = 0.55 \text{ baht/share} \end{aligned}$$

Due to $\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}$ is equal to 0.55 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution.

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{10,924,608,333} = 37.50\%$$

3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,193,456,249 + \frac{(1,365,576,042)}{2}$$

$$= 8,193,456,249 + 682,788,021$$

$$= 8,876,244,270 \text{ shares}$$

which will be called “No. of shares after RO without BROOK-W5 exercise, full W7 Exercise.”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{63,222,746.66}{8,876,244,270} = 0.0071 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0071}{0.0093} = 23.66\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No.

2/2021 dated 19 April 2021 (between 23 March to 16 April 2021)
(the information from SETSMART) is Baht 0.54

Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (1.30 \times 682,788,021)]}{8,876,244,270}$$

$$= \frac{5,120,910,155}{8,876,244,270} = 0.5769 \text{ baht/share}$$

Due to Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise is equal to 0.5769 baht/share which is higher than Price present which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,876,244,270} = 23.08\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,193,456,249 + (1,365,576,042 \times 2) + \frac{(1,365,576,042)}{2}$$

$$= 8,193,456,249 + 2,731,152,084 + 682,788,021$$

$$= 11,607,396,354 \text{ shares}$$

which is called “No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{11,607,396,354} = 0.0054 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0054}{0.0093} = 41.94 \%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$

$$= [(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]$$

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084) + (1.30 \times 682,788,021)]}{11,607,396,354}$$

$$= \frac{6,896,159,010}{11,607,396,354} = 0.5941 \text{ baht/share}$$

Due to $\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$ is equal to 0.5941 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{11,607,396,354} = 41.18\%$$

2. In the event that the BROOK-W5 convertible rights are fully exercised prior to the XR sign date and the existing shareholders do not hold BROOK-W5, they do not have conversion rights.

2.1 In the event that no existing shareholders subscribe for RO shares, including BROOK-W5 holders who have converted to ordinary shares before the XR sign date, subscribe for RO shares.

Existing shareholders who do not hold BROOK-W5 will only be affected by the conversion of BROOK-W5 as follows:

Current number of paid-up ordinary shares + the total number of ordinary shares to be reserved for conversion of BROOK-W5 after the adjustment of rights under Clause 1.5.5 arising from a cash dividend payment of more than 80 percent of the Company's net profit.

$$= 6,827,880,207 + 263,820,926$$

$$= 7,091,701,133 \text{ shares}$$

which is called “No. of shares after conversion of BROOK-W5 with new right adjustment no. 1”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} &= \frac{\text{Net profit}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} \\ &= \frac{63,222,746.66}{7,091,701,133} = 0.0089 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0089}{0.0093} = 4.30\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{new ex-price BROOK-W5} \times \text{total No. of shares reserve for BROOK-W5 exercise after adjustment})]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(0.54 \times 6,827,880,207) + (0.225 \times 263,820,926)]}{7,091,701,133}$$

$$= 0.5283 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5283}{0.54} = 2.17\%$$

- Control Dilution)

$$\frac{= [1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

$$= 1 - \frac{6,827,880,207}{7,091,701,133} = 3.72\%$$

2.2 In the case of existing shareholders, including BROOK-W5 holders who convert to ordinary shares prior to the XR sign date, fully subscribe for RO shares,

Various effects can be categorized into 4 events as follows

1) No warrant holders BROOK-W6 and BROOK-W7 are exercised

$$\begin{aligned} \text{Total number of shares that are eligible to subscribe for RO shares} \\ = 7,091,701,133 \text{ share} \end{aligned}$$

RO shares to be allocated

$$\frac{7,091,701,133}{5} = 1,418,340,227 \text{ share}$$

$$\text{Total No. of shares after RO} = 8,510,041,360 \text{ share}$$

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise}}$$

$$= \frac{63,222,746.66}{8,510,041,360} = 0.0074 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0074}{0.0093} = 20.43\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares})]}{\text{No. of shares after RO with BROOK-W5 exercise}} \end{aligned}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,22)]}{8,510,041,360}$$

$$= 0.5069 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5069}{0.54} = 6.13\%$$

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,510,041,360} = 19.77\%$$

2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

$$\begin{aligned} \text{No. of shares after RO with BROOK-W5 exercise} + \text{No. of share reserve for W6 Exercise} &= 8,510,041,360 + (1,418,340,227 \times 2) \\ &= 11,346,721,814 \text{ shares} \end{aligned}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W6 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}} \\ &= \frac{63,222,746.66}{11,346,721,814} = 0.0056 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0056}{0.0093} = 39.78\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W6} \times \text{No. of shares reserve for W6}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454)]}{11,346,721,814} \\ &= 0.5427 \text{ Baht /share} \end{aligned}$$

Due to $\text{Price}_{\text{No. of shares after RO with BROOK-W6 exercise, full W6 Exercise}}$ is equal to 0.5427 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{11,346,721,814} = 39.83\% \end{aligned}$$

- 3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO with BROOK-W5 exercise, full W7 Exercise

= No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W7 Exercise

$$= 8,510,041,360 + \frac{(1,418,340,227)}{2}$$

$$= 9,219,211,474 \text{ shares}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise , full W7 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS_{No. of shares after RO with BROOK-W5 exercise , full W7 exercise}

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}$$

$$= \frac{63,222,746.66}{9,219,211,474} = 0.0069 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0069}{0.0093} = 25.81\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price_{No. of shares after RO with BROOK-W5 exercise ,full W7 exercise}

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (1.30 \times 709,170,114)]}{9,219,211,474}$$

$$= 0.5679 \text{ baht/share}$$

Due to Price No. of shares after RO with BROOK-W5 exercise, full W7 Exercise is equal to 0.5679 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{9,219,211,474} = 25.94\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,510,041,360 + (1,418,340,227 \times 2) + \frac{(1,418,340,227)}{2}$$

$$= 12,055,891,928 \text{ shares}$$

which will be called “ No. of shares after RO with BROOK-W5 exercise , full W6 W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{12,055,891,928} = 0.0052 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0052}{0.0093} = 44.09\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W7 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454) + (1.30 \times 709,170,114)]}{12,055,891,928} \\ &= 0.5872 \text{ baht/ share} \end{aligned}$$

Due to Price_{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise} is equal to 0.5872 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{12,055,891,928} = 43.36\% \end{aligned}$$