



## THE BROOKER GROUP PUBLIC COMPANY LIMITED

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9 November 2021

Subject Revoking the previous Record Date and Setting the New Date of the Company's Extraordinary General Meeting of Shareholders No. 2/2021 for the Consideration and Approval of the Acquisition and Disposal of Digital Asset in Relation to Reallocation

To President of the Stock Exchange of Thailand

Enclosure Information Memorandum of The Brooker Group Public Company Limited in Relation to Asset Acquisition and Disposal Relation for Reallocating the Digital Asset Investment Portfolio for the Consideration of the Company's Shareholders

Reference is made to notification from The Brooker Group Public Company Limited (the "Company") regarding the postponement of the Company's the Extraordinary General Meeting of Shareholders No. 2/2021 ("EGM") from the previous date of 29 October 2021 – as disclosed through the online system of SET 15 October 2021. The Company would like to inform the resolution of the Company's Board of Director Meeting No. 6/2021 held 9 November 2021 as follows:

1. Changed the Record Date and the EGM Date as follows:
  - 1.1 Revoke the Record Date previously set to be 1 October 2021; and Change to be the new Record Date to be 24 November 2021
  - 1.2 Revoke the EGM Date previously set to be 29 October 2021; and Change to be the new EGM Date to be 29 December 2021
2. Cancelled the previous investment plan for the future in relation to proposing the Company's shareholders to consider and approve Baht 150 million investment in Stable Coins made through Zipmex. The change of the plan is made as a result of change in investment timeline.

Therefore, the Company's Board of Directors considered change the plan for the future investment to be Reallocation of the Digital Assets that have been made in relation to Cryptocurrency and Digital Token during 29 March 2021 to 31 October 2021 (as appear on the Annex of the Enclosure). The Reallocation will also include coins earned from such original investment and gain (if any) from the increasing value of the underlying invested coins as well as that from the coins earned. This is referred as the "**Digital Asset Treasury Fund Program**" The budget for the Digital Asset Treasury Fund Program for the six-month period after the Company's Shareholders consider and approve such program will be within Baht 2,000 million (Details appear on the Enclosure). The Digital Asset Treasury Fund Program is considered manage liquidity but cannot be categorized as trading activities

that involve continuous buy-sell transactions. Such Reallocation is for the purpose of mitigating risk arising from the volatility of the coins.

Therefore, the approval request from the shareholders' meeting will be as follows:

1. Asset Acquisition Transaction

During the previous 6 months prior to the Company's Board of Directors' Meeting at this time ie. 1 May 2021 until 31 October 2021, the Company has invested in the Digital Assets in the form of Cryptocurrencies and Digital Tokens which had the transaction size of 4.37% based on the total consideration value criterion specified in the Notification on the Acquisition or Disposal of Assets. Such invested assets are the same type of that will be made in the future regarding the future investment plan for Reallocation. The Reallocation budget is set to be not more than Baht 2,000 million, of which transaction size equals to 55.56% following the same criteria. Therefore, when combining the previous 6-month transaction size and that of the upcoming Reallocation for the next 6-month period from the date of shareholder approval, the total transaction size would be 59.93% (4.37% + 55.56%)

2. Asset Disposal Transaction

As the new future investment plan that the Company plans for Reallocation the investment in Digital Assets will be in the form of asset disposal with a budget not exceed Baht 2,000 million, the total transaction size would be 55.56%

Therefore, the sizes of the transaction for both the acquisition and the disposal of the above assets are more than 50%, which is considered a Type 1 transaction, the Company therefore has duties as follows:

- 1) To disclose the information memorandum on the Asset Acquisition and Disposal Transaction which is an investment in Digital Assets as required by the Notification on the Acquisition or Disposal of Assets;
- 2) To convene a shareholders' meeting to seek approval on the Asset Acquisition and Disposal Transaction, whereby the resolution shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote, without counting the votes cast by the interested shareholders;
- 3) To appoint an independent financial advisor (IFA) to provide opinions on the Asset Acquisition and Disposal Transaction, including submitting such opinions to the Office of the Securities and Exchange Commission (the "SEC"), the Stock Exchange of Thailand (the "Stock Exchange") and the shareholders.

In addition, the Board of Directors is in the process of selecting an independent financial advisor from the list approved by the SEC to provide opinions on transactions related to the foresaid asset acquisition and disposal. The Company will inform the Stock Exchange of Thailand and the Shareholders of the Company later and before the Extraordinary General Meeting of Shareholders.

Table for Comparison in Relation to Investment to be proposed to the Shareholders in the EGM

Agenda in the EGM previously set to be 29 October 2021 (cancelled)		Agenda in the EGM with the new date to be 28 December 2021
<b>1.</b>	Asset Acquisition	Asset Acquisition
<b>1.1</b>	The past investment in two types of Digital Assets: Cryptocurrency; and Digital Tokens including Advance payment for Token sale agreement. The aggregate investment amount was Baht 1,225 million based on cost*	Reallocating the Investment in Digital Assets in relation to Cryptocurrencies and Digital Tokens including Stable Coin under the Digital Asset Treasury Fund Program within 6 months after the shareholders' meeting resolves to approve the Reallocation shall not exceed Baht 2,000 million
<b>1.2</b>	The Ongoing Investment in the computer systems related to Digital Asset Networks. The investment budget was set to be not more than Baht 70 million. Currently, the total investment until 31 October 2021 is Baht 17.31 million. (This is considered Research and Development)*	
<b>1.3</b>	<del>The future investment to be made after being approved by the shareholders in the Extraordinary General Meeting of Shareholders No. 2/2021 (29 October 2021) will be an investment in Stable Coin not exceeding Baht 150 million. The Company will purchase Stable Coin, USD Coin (USDC) with a reference made to the USD, via Zipmex</del>	
<b>2.</b>	Asset Disposal	Asset Disposal
	-None-	This refers to the disposal of the coins originally invested + earned coins arising from coins originally invested + profits (if any) resulting from the increasing value of the originally-invested coins or earned coins (Digital Asset Treasury Fund Program). The budget for approval is for the amount of Baht 2,000 million for the 6-month period after the EGM considers and approves the Reallocation

\*The transaction size is under the authorization of the Company's Board of Directors.

3. Approved scheduling of the Extraordinary General Meeting of Shareholders No. 2/2021 on Wednesday, 29 December 2021 at 10.00 a.m. For this time, the Shareholders' Meeting will be held via electronic method pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) at The Brooker Group Public Company Limited, No. 10/190-193, The Trendy Building, 26th Floor, Soi Sukhumvit 13, Sukhumvit Road, Klongtoey Nua, Wattana, Bangkok 10110. The agenda items to be discussed are as follows:
  - Agenda item 1 To consider certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021, convened on 4 June 2021;
  - Agenda item 2 To consider of the Acquisition and Disposal of Digital Asset in Relation to Reallocation
  - Agenda item 3 To consider assign the Board of Directors or other person(s) authorized by the Board of Directors to proceed any transaction related to Agenda 2; and
  - Agenda item 4 Other matters (if any)
  
4. Approved the date to determine the shareholders who are eligible to attend the Extraordinary General Meeting of Shareholders No. 2/2021 (Record Date) to be on 24 November 2021.

Please be informed accordingly.

Sincerely yours,

The Brooker Group Public Company

Mr. Chan Bulakul  
Chief Executive Officer