



THE BROOKER GROUP PUBLIC COMPANY LIMITED

26th Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road, Klong Toey Nua,
Wattana, Bangkok 10110 Tel: (662) 168-7100 Fax: (662) 168-7111-2
<http://www.brookergroup.com>

25 February 2022

Subject: Notification on the Resolution of the Board of Directors Meeting, the schedule for the 2022 Annual General Meeting of Shareholders, the dividend payment for the year 2021 and the capital increase

To: President of the Stock Exchange of Thailand

Enclosure: 1. Capital Increase Report Form (F53-4)

The Brooker Group Public Company Limited (“**the Company**”) hereby reports the resolution of the Board of Directors Meeting no.2/2022 which was held on February 25, 2022 at 17.00 at The Brooker Group Plc office, as follows:

1. It was resolved to adopt the Minutes of the Board of Directors Meeting No. 1/2022
2. It was resolved to adopt the Company operating report and audited financial statement for the year 2021.
3. It was resolved to propose the 2022 Annual General Meeting of Shareholders (“**AGM**”) to consider and approve the payment of dividends for the operating performance of the year 2021 to the shareholders of the Company (the “**Shareholders**”) as follows;
 - 3.1. To allocate as the legal reserve according to the Company's regulations in total amount of Baht 9,617,696.84.
 - 3.2. To pay dividends in the form of cash at Baht 0.005 per share, or approximately Baht 41.94 million.
 - 3.3. To pay dividends in the form of ordinary shares (“**Stock Dividend**”) at the ratio of 10 existing shares per 1 Stock Dividend for the amount not exceeding 838.84 million shares at the par value Baht 0.125 per share to the Shareholders, or approximately worth not exceeding Baht 104.86 million representing dividend payout of Baht 0.0125 per share. In case that any shareholder of the Company holds shares fewer than 10 shares, the dividend shall be paid to such shareholder in the form of cash for the value of Baht 0.0125 per share instead. If there are fractions of a stock dividend share from the calculation, such fractions shall be removed.

According to Clause 3.2 and 3.3, the total dividend payment by cash and Stock Dividend is Baht 0.0175 per share. (As of February 25, 2022, the total number of paid-up ordinary

shares of the Company was 8,388,432,449 shares) Therefore, the total dividend value will be approximately not exceeding Baht 146.80 million.

Those dividends as mentioned above shall be subject to the withholding tax at the rate stipulated by law. In this regard, the record date for shareholders who are entitled to receive such dividends (Record Date) is scheduled to be March 15, 2022, and the dividend payment is set to be on May 20, 2022. However, the dividend payment is not certain as it is subject to the approval by the Shareholders.

The Shareholders should be informed of the interim dividend payment in the form of cash for the first 6 months of 2021 at the rate of Baht 0.015 per share which was paid on 15 September 2021. The Company's Board of Directors (the "**Board of Directors**") has resolved to propose to the Shareholders for approval the final dividend payment as mentioned above at the rate of Baht 0.0175 per share (cash and Stock Dividend) for the later 6 months of 2021 from the Company's retained earnings. Therefore, the total dividend for 2021 will equal to Baht 0.0325 per share.

4. It was resolved to adopt the appointment of A.M.T. & Associates as the Company's and its subsidiaries' auditors for the year 2022, by Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885 or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No. 4563 or Miss Daranee Somkamnerd, Certified Public Accountant No. 5007 or Miss Jarunee Nuammae, Certified Public Accountant No. 5596 or Mr. Siramate Akkharachotkullanun, Certified Public Accountant No. 11821, and to fix the auditor's fee of a maximum of Baht 1,900,000 (One Million and Nine Hundred Thousand Baht) for the shareholders meeting to consider and approve.
5. It was resolved to adopt 4 (four) retire directors by means of rotation, Mr. Chan Bulakul, Mrs. Punnee Worawuthichongsathit, Mr. Peter Weldon and Mr. Phongchai Sethiwan to be presented to the shareholders' meeting to consider and approve.
6. It was resolved to adopt the allocation of a maximum amount of Baht 5,300,000 (Five Million and Three Hundred Thousand Baht) for the remuneration of the directors during period January 1, 2022 – December 31, 2022 for the shareholders' meeting to consider and approve.
7. As a result of Clauses 3.2 and 3.3 per above, the Company must allocate additional ordinary shares for following reasons:
 - (1) as a reserve for Stock Dividend not exceeding 838.84 million shares and;
 - (2) as a reserve for exercise of the Rights to Purchase the Ordinary Shares of The Company No.6 ("**BROOK-W6**") and No.7 ("**BROOK-W7**") (As the Terms and Conditions of the Warrant Issuer and the Warrant Holders Representing the Rights to Purchase the Ordinary Shares of The Company ("**Terms & Conditions of the Warrant**") Clause 1.5.4 indicates the adjustment of the exercise price and ratio in the case the Company declares a Stock Dividend payment to the Shareholders and Clause 1.5.5 if the Company pays dividends being equivalent to an amount greater than 80 percent of the net profit under the separate financial statement of the Company after deducting

corporate income tax. These 2 Clauses are applied to all existing series of the Company's warrants, which are the Rights to Purchase the Ordinary Shares of The Company No.5 ("**BROOK-W5**"), BROOK-W6, and BROOK-W7. All of them require adjustments for both the exercise price and the exercise ratio). The rights adjustment consequently requires the Company to additionally allocate not exceeding 275.79 million shares and not exceeding 69.64 million shares to accommodate the exercise of BROOK-W6 and BROOK-W7 respectively. For BROOK-W5, the rights adjustment is also required; however, sufficient number of shares has already been reserved to accommodate the exercise. Therefore, there is no need to additionally issue new ordinary shares.

The rights adjustment for BROOK-W5, BROOK-W6 and BROOK-W7 shall be effective immediately from the first day on which the persons' purchasing the ordinary shares are not entitled to receive dividends. (ie. the first day on which the Stock Exchange of Thailand posts the "XD" sign).

Therefore, the new exercise price and exercise ratio will be applied to the exercise of the warrants for the next round as follows:

- For the exercise of BROOK-W5, the new exercise price and exercise ratio will be applied on the exercise date of May 20, 2022, which is the last exercise date of BROOK-W5.
- For the exercise of BROOK-W6 and BROOK-W7, the new exercise price and exercise ratio will be applied on the exercise date of March 31, 2022.

In conclusion, according to (1) and (2), the Company has to propose to the Shareholders for consideration and approval at the AGM on the issuance of the newly-issued ordinary shares not exceeding 1,184.28 million shares

In the future, if any remaining shares after the exercise of BROOK-W5 BROOK-W6 and BROOK-W7, the Company will proceed to reduce its registered capital by eliminating such shares. (More details appear in the Enclosure 1. Capital Increase Report Form (F53-4)).

8. From the aforementioned share allocation from capital increase, the Board of Directors' Meeting was resolved to propose the Shareholders' Meeting to consider and approve the increase in registered capital of the Company from the original registered capital Baht 1,489,315,278.75 to registered capital Baht 1,637,350,330.125 divided into 13,098,802,641 shares by issuing newly-issued ordinary shares 1,184,280,411 shares at par value of Baht 0.125 per share to sufficiently accommodate the Stock Dividend payment and the exercise of BROOK-W6 and BROOK-W7. Accordingly, the Board of Directors' Meeting was resolved to propose the amendment of Clause 4 of the Memorandum of Association to be in accordance with such capital increase, as follows:

"Clause 4 Registered capital: 1,637,350,330.125 Baht (One Thousand Six Hundred Thirty-Seven Million Three Hundred Fifty Thousand Three Hundred Thirty Baht and Twelve and a half Satang.)

Divided in to:	13,098,802,641	Shares	(Thirteen Thousand Ninety-Eight Million Eight Hundred Two Thousand Six Hundred Forty-One Shares)
At a par value of Divided into:	0.125	Baht	(Twelve and a Half Satang)
Ordinary shares	13,098,802,641	Shares	(Thirteen Thousand Ninety-Eight Million Eight Hundred Two Thousand Six Hundred Forty-One Shares)
Preferred shares	0	Shares	-None-

The person designated by the Board of Directors to proceed the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to make and change of wording and to take any action in order to comply with the instruction of the registrar.

Remarks: As of March 31, 2022, BROOK-W6 and BROOK-W7 may be exercised to the Company's ordinary shares. The number of paid-up ordinary shares prior to the Company's AGM date may differ from that of present; therefore, the calculation of the registered capital and the relevant number of ordinary shares presented above are subject to change. On April 1, 2022, the Company will inform the final figures to be proposed to the Shareholders for approval in the AGM.

9. Approved the allotment of not exceeding 1,184,280,411 newly-issued ordinary shares to accommodate the Stock Dividend payment and the exercise of BROOK-W6 and BROOK-W7 as follows:
 - 9.1. Allotment of the amount not exceeding 838,843,245 newly-issued ordinary shares at the par value of Baht 0.125 per share to accommodate the payment of Stock Dividend.
 - 9.2. Allotment of the amount not exceeding 275,793,026 newly-issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W6.
 - 9.3. Allotment of the amount not exceeding 69,644,140 newly-issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W7.

10. It was resolved to authorize any of the person assigned by the Company's Board of Directors to register the amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce and to proceed amending the terms in the relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar's order in order to complete the registration.

11. It was resolved to call for the 1/2022 Annual General Meeting of Shareholders to be held on Friday April 22, 2022 at 10.00 am. by Electronic Meeting (E-Meeting) to consider the following agendas:
 - 11.1. Approval of the minutes of the 1/2021 Extra General Meeting of Shareholders held on June 4, 2021.

- 11.2. Reporting of the operating results of the Company and approval of the audited Financial Statements for the Fiscal year 2021.
 - 11.3. Approval the allocation of gain (loss) for the year 2021 to retained (loss) earnings and the dividend for the year 2021.
 - 11.4. Consideration and approve on the appointment of the auditors and the auditor's fee for fiscal year 2022.
 - 11.5. Consideration and approve the election of directors to replace the retiring directors by rotation.
 - 11.6. Consideration and approve the remuneration of the directors of the Company from January 1, 2022 to December 31, 2022.
 - 11.7. Consideration and approve the increase in registered capital of the Company from the original registered capital Baht 1,489,315,278.75 to registered capital Baht 1,637,350,330.125 divided into 13,098,802,641 shares by issuing newly-issued ordinary shares 1,184,280,411 shares at the par value of Baht 0.125 per share to accommodate the Stock Dividend payment and the exercise of BROOK-W6 and BROOK-W7. (On April 1, 2022, the Company will inform the final figures to be proposed to the Shareholders for approval in the AGM.)
 - 11.8. Consideration and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with such capital increase.
 - 11.9. Consideration of the allotment of newly-issued ordinary shares not exceeding 1,184,280,411 shares at the par value of Baht 0.125 per share to accommodate the Stock Dividend payment and the exercise of BROOK-W6 and BROOK-W7. (On April 1, 2022, the Company will inform the final figures to be proposed to the Shareholders for approval in the AGM.)
 - 11.10. Other Business (if any)
12. It was resolved to schedule March 15, 2022 as the Record Date for shareholders who have the right to attend the Annual General Meeting of Shareholders No. 1/2022 and to receive such dividends.

(Please read the details of the significant timeline related to the Record Date, receiving dividends and others, in Enclosure 1. Capital Increase Report Form (F53-4))

Sincerely yours,

(Mr. Chan Bulakul)
Chief Executive Officer

Capital Increase Report Form to be considered in the 2022 Shareholders' AGM
The Brooker Group Public Company Limited
25 February 2022

We, The Brooker Group Public Company Limited (the “**Company**”) hereby report the resolutions of the Board of Directors’ Meeting No. 2/2022, convened on February 25, 2022 at 17.00, relating to the capital increase and the allocation of newly-issued ordinary shares. The details are as follows;

1. Capital increase

The meeting resolved to propose the 2022 Annual General Meeting of Shareholders (“**AGM**”) consider and approve the increase of the Company’s registered capital Baht 148,035,051.375 from the original registered capital Baht 1,489,315,278.75 to registered capital Baht 1,637,350,330.125*

By issuing new ordinary shares for the amount not exceeding 1,184,280,411 shares at the par value of Baht 0.125 per share to accommodate the stock dividend payment (“**Stock Dividend**”) and the exercise of warrants representing the Rights to Purchase the Ordinary Shares of The Company No.6 (“**BROOK-W6**”) and No.7 (“**BROOK-W7**”) in the following manner:

Capital Increase	Type of Shares	Number of Shares	Par Value (Baht/Share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of proceeds utilization	Ordinary	Not exceeding 1,184,280,411	0.125	Not exceeding 148,035,051.375
	Preference	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preference	-	-	-

* Although the number of newly-issued shares above was resolved to propose to the Company’s shareholders (the “**Shareholders**”) for consideration in the AGM, however, As of March 31, 2022, BROOK-W6 and BROOK-W7 may be exercised to the Company's ordinary shares. The number of paid-up ordinary shares prior to the Company's AGM date may differ from that of present; therefore, the calculation of the registered capital and the relevant number of ordinary shares presented above are subject to change. On April 1, 2022, the Company will inform the final figures to be proposed to the Shareholders for approval in the AGM.

2. Allocation of shares

The meeting was resolved to approve the allocation of the amount not exceeding 1,184,280,411 ordinary shares at the par value of Baht 0.125 per share, totaling of the value not exceeding Baht 148,035,051.375, in accordance with the following details:

2.1 Allocation details

Allocated to	Number of Shares (Share)	Ratio (old : new)	Offering Price (Baht/Share)	Subscription and Payment Period	Remarks
To Accommodate Stock Dividend Payment	Not exceeding 838,843,245	10:1	-	-	Please see Remarks 1)
To Accommodate BROOK-W6	Not exceeding 275,793,026	-	-	-	Please see Remarks 2)
To Accommodate BROOK-W7	Not exceeding 69,644,140	-	-	-	Please see Remarks 2)
Total	Not exceeding 1,184,280,411	-	-	-	

Remarks:

- 1) The Board of Directors Meeting was resolved to propose Shareholders to pay dividends in form of Stock Dividend and cash.

According to the Stock Dividend, it will be paid at the ratio of 10 existing shares per 1 Stock Dividend for the amount not exceeding 838.84 million shares at the par value Baht 0.125 per share to the Shareholders, or approximately worth not exceeding Baht 104.86 million representing dividend payout of Baht 0.0125 per share. In case that any shareholder of the Company holds shares fewer than 10 shares, the dividend shall be paid to such shareholder in the form of cash for the value of Baht 0.0125 per share instead. If there are fractions of a stock dividend share from the calculation, such fractions shall be removed.

As for the cash dividend payment, the Company's Board of Directors (the "**Board of Directors**") was resolved to propose to the Shareholders at Baht 0.005 per share.

The total dividend payment (by cash and Stock Dividend) is Baht 0.0175 per share.

However, the dividend payment is not certain as it is subject to the approval by the Shareholders.

- 2) As the Terms and Conditions of the Warrant Issuer and the Warrant Holders Representing the Rights to Purchase the Ordinary Shares of The Company ("**Terms & Conditions of the Warrant**") Clause 1.5.4 indicates the adjustment of the exercise price and ratio in the case the Company declares a Stock Dividend payment to the Shareholders and Clause 1.5.5 if the Company pays dividends being equivalent to an amount greater than 80 percent of the net profit under the separate financial statement of the Company after deducting corporate income tax. These 2 Clauses are applied to all existing series of the Company's warrants, which are the Rights to Purchase the Ordinary Shares of The Company No.5 ("**BROOK-W5**"), BROOK-W6, and BROOK-W7. All of them require adjustments for both the exercise price and the exercise ratio. The rights adjustment consequently requires the Company to allocate additional shares per the above table to accommodate the exercise of BROOK-W6 and BROOK-W7 respectively.

For BROOK-W5, the rights adjustment is also required; however, sufficient number of shares has already been reserved to accommodate the exercise. Therefore, there is no need to additionally issue new ordinary shares.

The rights adjustment for BROOK-W5, BROOK-W6 and BROOK-W7 shall be effective immediately from the first day on which the persons' purchasing the ordinary shares are not entitled to receive dividends. (ie. the first day on which the Stock Exchange of Thailand posts the "XD" sign).

Therefore, the new exercise price and exercise ratio will be applied to the exercise of the warrants for the next round as follows:

- For the exercise of BROOK-W5, the new exercise price and exercise ratio will be applied on the exercise date of May 20, 2022, which is the last exercise date of BROOK-W5.
- For the exercise of BROOK-W6 and BROOK-W7, the new exercise price and exercise ratio will be applied on the exercise date of March 31, 2022.

The Board of Directors' Meeting passed the resolution to propose the 2022 Annual General Meeting of Shareholders to consider and approve the authorization of the person designated by the Board of Directors to register the amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce and to amend the terms in the relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar's order in order to complete the registration.

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

- In case of the Stock Dividend payment, any shareholder of the Company holds shares fewer than 10 shares, the dividend shall be paid to such shareholder in the form of cash for the value of Baht 0.0125 per share instead. If there are fractions of a stock dividend share from the calculation, such fractions shall be removed.
- In case of the adjustment for the exercise price and exercise ratio of warrants, where there are fractions of a share from the calculation, such fractions shall be removed.

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

The 2022 Annual General Meeting of Shareholders is scheduled to be convened on Friday April 22, 2022 at 10.00 am, by Electronic Meeting (E-Meeting). In addition, the record date for the shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) was resolved to schedule on March 15, 2022.

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

- 4.1 The Company will file an application for the registration of the capital increase and the amendment as mentioned above in item 1. with the Department of Business Development, Ministry of Commerce to be in accordance with the increase in the registered capital within 14 days from the date on which approval is granted by the Shareholders.
- 4.2 After the Warrants are exercised, the Company will file an application for the listing of the newly-issued shares resulting from the exercise of the Warrants as listed securities in MAI with the Stock Exchange of Thailand in compliance with the applicable laws and regulations.

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

5.1 To accommodate the Stock Dividend payment to the Shareholders

5.2 To accommodate the exercise of the warrants

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

6.1 Allotment of the newly-issued shares is to accommodate the Stock Dividend payment to the Shareholders as a return for their investment.

6.2 Allotment of the newly-issued shares will provide the Company the sufficient number of the ordinary shares to accommodate the exercise of the warrants. When warrants are exercised for the newly-issued ordinary shares, the Company will use the proceeds derived from such exercise as a working capital for the Company's business operations.

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

7.1 The Shareholders will receive a cash dividend at the rate of Baht 0.005 per share and the Stock Dividend at the ratio of 10 existing shares per 1 Stock Dividend at the par value Baht 0.125 per share representing the stock dividend payout at the value of Baht 0.0125 per share. The total dividend will be Baht 0.0175 per share.

The Shareholders should be informed of the dividend payment in the form of cash for the first 6 months of 2021 at the rate of Baht 0.015 per share which was paid on 15 September 2021. The Board of Directors has resolved to propose to the Shareholders for approval the final dividend payment as mentioned above at the rate of Baht 0.0175 per share (cash and Stock Dividend) for the later 6 months of 2021 from the Company's retained earnings. Therefore, the total dividend for 2021 will equal to Baht 0.0325 per share.

7.2 Dividend Policy

The Company has established a policy to distribute dividends of not less than 50 percent of the net profit under the separate financial statements of the Company after the deduction 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.

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

-None-

9. Schedule of the capital increase, the allocation of the newly-issued shares, and other continuation of the relevant procedures:

No.	Procedures	Date / Month / Year
1.	The Board of Directors' Meeting No.2/2022	25 February 2022
2.	<p>Record Date to ascertain the list of shareholders with the right to</p> <p>2.1 attend the Annual General Meeting of Shareholders for the year 2022</p> <p>2.2 receive the dividends (as stated in the remarks 1 under Section 2.1 Allocation details (<u>Remarks</u>: the dividend payment is still uncertainty based on the shareholders meeting approval)</p>	<p>15 March 2022</p> <p>The XM, or the date on which a share purchaser will not be entitled to attend in the shareholders meeting, will be on Monday, March 14, 2022. The XD, or the date on which a share purchaser will not be entitled to receive dividends will be on Monday, March 14, 2022 as well.</p>
3.	Notification the result of the exercise of BROOK-W6 and BROOK-W7	Within 1 April 2022
4.	Registration of shares issued as a result of BROOK-W6 and BROOK-W7	<p>Expected to be 8 April 2022</p> <p><u>Remark</u>: According to the Terms & Conditions of BROOK-W6 and BROOK-W7, the Company shall register the change in its paid-up capital with the Ministry of Commerce in the amount corresponding with the number of the new ordinary shares issued upon each exercise of the warrants within 14 (fourteen) days from the date on which the Company receives the payment for each exercise. The Company shall arrange the share registrar of the Company to register the Warrant Holders, who exercise the Warrants, as shareholders of the Company in the shares register book according to the number of new ordinary shares issued upon the relevant exercise of warrants.</p>

No.	Procedures	Date / Month / Year
5.	Submit an application for listing the new ordinary shares issued upon the exercise of BROOK-W6 and BROOK-W7	Expected to be 11 April 2022 <u>Remark:</u> According to the Terms & Conditions of BROOK-W6 and BROOK-W7, the Company shall submit an application for listing the new ordinary shares issued upon the exercise of Warrants as listed securities on the SET within 30 (thirty) days from the respective exercise date each time.
6.	The 2022 Annual General Meeting of Shareholders	22 April 2022
7.	Notification of the resolution of the 2022 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	22 April 2022
8.	Registration of the capital increase and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Expected to be 3 May 2022 <u>Remark:</u> The law stipulates that this has to be complete within 14 days from the date on which approval is granted by the 2022 Annual General Meeting of Shareholders
9.	Cash and Stock Dividend payment	20 May 2022

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

Please be informed accordingly.

Sincerely yours,

Mr. Chan Bulakul
Chief Executive Officer