



THE BROOKER GROUP PUBLIC COMPANY LIMITED

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22nd April 2022

To : The President
The Stock Exchange of Thailand

Re: Notification of the Resolutions of the 2021 Annual General Meeting of Shareholders

The 2022 Annual General Meeting of Shareholders of The Brooker Group Public Company Limited (the "Company") held on 22nd April 2022, via electronic meeting (E-AGM) only.

There are 35 shareholders, in person and by proxy representing a total of 4,693,148,224 shares were present at the Meeting. The shares present in aggregate were more than one-third of the total paid-up shares of the Company (8,388,432,449 shares) and thus formed a quorum under Article 19 of the Company's Articles of Association. The resolutions passed at the Meeting are as follows;

1. To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on 4th June 2021.

The Meeting resolved to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021. The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

Remark: There is one additional shareholder representing 288,884 shares in aggregate additionally presented.

2. To consider and acknowledge the operating results and approve the audited financial statements for fiscal year 2021.

The Meeting resolved to acknowledge the report on the Company's operating results and approve the audited financial statements for fiscal year 2021. The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00

4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

3. To consider and approve the allocation of net profit as legal reserve and the dividend for the year 2021.

3.1 To allocate net profits of Baht 9,617,696.84 as the legal reserve of the Company which is equivalent to 5% of the net profit for the year 2021. This is in compliance with the Public Limited Company Act B.E. 2535 and Clause 40 of the Article of Association of the Company.

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 paid in form of cash at the rate of Baht 0.0125 per share.

The total dividend payment by cash and Stock Dividend is Baht 0.0175 per share. Therefore, the total dividend value will be approximately not exceeding Baht 146.80 million.

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.

The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

4. To consider and appoint the Company’s auditor and approve the audit fee for fiscal year 2022.

The Meeting resolved to approve the appointment of Mr. Chaoyuth Angsuwithaya Certified Public Accountant No. 3885 or Mrs. Natsarak Sarochanunjeen Certified Public Accountant No.4563 or Ms. Daranee Somkamnerd Certified Public Accountant No. 5007 or Ms. Jarunee Nuammae Certified Public Accountant No. 5596 or

Mr. Siramate Akkharachotkullanun Certified Public Accountant No. 11821 of A.M.T. & Associates as the company's auditor and its subsidiaries for the year 2022, and to fix the audit fee of a maximum of 1,900,000 Baht. The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

5. To consider and elect directors to replace those who are due to retire by rotation.

The Meeting resolved to approve the appointment of the nominated people as Directors, namely, Mr. Chan Bulakul, Mrs. Punnee Worawuthichongsathit, Dr. Peter Weldon and Mr. Phongchai Sethiwan as Directors of the Company.

The appointment of directors.

- a. The re-appointment of Mr. Chan Bulakul who would retire by rotation for another term with the vote results are as follows;

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

Remark: There is one additional shareholder representing 40 shares in aggregate additionally presented.

- b. The re-appointment of Mrs. Punnee Worawuthichongsathit who would retire by rotation for another term with the vote results are as follows;

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

- c. The re-appointment of Dr. Peter Weldon who would retire by rotation for another term with the vote results are as follows;

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

- d. The re-appointment of Mr. Phongchai Sethiwan who would retire by rotation for another term with the vote results are as follows;

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

6. To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2022 - 31 December 2022.

The Meeting resolved to approve to fix the remuneration of the Company's Board of Directors for the period of 1 January 2022 to 31 December 2022 at a maximum amount of Baht 5,300,000 (Five Million and Three Hundred Thousand Baht). The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

7. 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 due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W6 and BROOK-W7) follow as right adjustment conditions.

The Meeting resolved to approve the increase of the registered capital from Baht 1,489,315,278.75 to Baht 1,637,350,330.125 by issuing new 1,184,280,411 ordinary shares at the par value of Baht 0.125 per share.

The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

8. To consider and approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to 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 Meeting resolved to approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase.

The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

9. To consider and allot of shares 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 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 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 69,644,140 newly issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W7.

The vote results are as follows:

Votes	Number of votes	Percentage of voting rights exercised by the shareholders present (%)
1. Affirmative votes	4,693,437,108	100.00
2. Negative votes	0	0.00
3. Abstaining votes	0	0.00
4. Voided ballot 0 ballot	0	0.00
TOTAL	4,693,437,108	100.00

Please be informed accordingly.

Mr. Chan Bulakul
Chief Executive Officer