



THE BROOKER GROUP PUBLIC COMPANY LIMITED

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21 February 2023

Subject: Notification on the Resolution of the Board of Directors Meeting, the schedule for the 2023 Annual General Meeting of Shareholders, the dividend payment for the year 2022 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. 1/2023 which was held on February 21, 2023 at 16.30 at The Brooker Group Plc office, as follows:

1. It was resolved to adopt the Minutes of the Board of Directors Meeting No. 7/2022
2. It was resolved to adopt the Company operating report and audited financial statement for the year 2022.
3. It was resolved to propose the 2023 Annual General Meeting of Shareholders (“**AGM**”) to consider and approve the payment of dividends for the operating performance of the year 2022 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 3,803,303.93.
 - 3.2. To pay dividends in the form of cash at Baht 0.0075 per share, or approximately Baht 69.86 million in the event that the number of issued and offered shares is equal to 9,315,208,558 shares (the existing number of the Company’s shares)

Remarks: As the Company exercise date of the warrants representing the rights to purchase the ordinary shares of the Company No.6 and No. 7 (“**BROOK-W6**”) (“**BROOK-W7**”) is on 31 March 2023, such exercise could affect the number of shares of the Company after 31 March 2023.

The Shareholders should be informed of the interim dividend payment in the form of cash for the first 6 months of 2022 at the rate of Baht 0.005 per share which was paid on 14 September 2022. The Company’s Board of Directors (the “**Board of Directors**”) has resolved to propose to the Shareholders for approval the final cash dividend payment as mentioned above at the rate of Baht 0.0075 per share for the later 6 months of 2022 from

the Company's net profit and retained earnings. Therefore, the total dividend for 2022 will equal to Baht 0.0125 per share.

- 3.3 The record date for shareholders who are entitled to receive such dividends (Record Date) is scheduled to be March 17, 2023, and the dividend payment is set to be on May 25, 2023. However, the dividend payment is not certain as it is subject to the approval by the Shareholders.
4. It was resolved to adopt the appointment of A.M.T. & Associates as the Company's and its subsidiaries' auditors for the year 2023, 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 2,010,000 (Two Million and Ten 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. Narongchai Akrasanee, Mr. Anake Kamolnate, Mr. Varit Bulakul and Mr. Sompong Phaoenchoke 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, 2023 – December 31, 2023 for the shareholders' meeting to consider and approve.
7. It was resolved to propose the Annual General Meeting of Shareholders to approve the follow matters:
 - 7.1 The reduction in the registered capital of the Company from Baht 1,637,350,330.125 to Baht 1,634,229,486.875 by cancelling 24,966,746 unissued ordinary shares at the par value of Baht 0.125 per share. The Board also resolved to amend Clause 4 of the Memorandum of Association of the company to reflect to capital reduction. The capital reduction and the amendment to the Memorandum of Association shall be proposed to the Shareholders Meeting for approval. (Enclosure 1)
 - 7.2 The increase in the registered capital of the Company to accommodate the exercise of BROOK-W6 and BROOK-W7 of 10,375,000 Baht from the existing registered capital of 1,634,229,486.875 Baht to 1,644,604,486.875 Baht by issuing a total of 83,000,000 ordinary shares, at the par value of 0.125 Baht per share. In the case where the Company has ordinary shares remaining from the exercise of the Warrants, the Company shall conduct a capital decrease by writing off any unissued shares (as detailed in the Enclosure: Capital Increase Report Form (F53-4 for AGM)).

In addition, it is necessary that the Company increases the registered capital by issuing the ordinary shares at such amount to reserve for BROOK-W6 and BROOK-W7 right adjustment. According to the terms and conditions governing the rights and obligations of the warrant issuer and the warrant holders representing BROOK-W6

and BROOK-W7 (the “Terms & conditions”) specify the details in respect of the rights adjustment of the Warrants in Clause 1.5, which includes the following: (a) if the Company pays dividends being equivalent to an amount greater than 80 per cent of the net profit under the separate financial statement of the Company after deducting corporate income tax, for any accounting period during the term of the Warrant, the adjustment of the exercise price and exercise ratio shall be effective from the first day on which the persons purchasing the ordinary shares are not entitled to receive dividends (the first day on which the Stock Exchange of Thailand posts the “XD” sign) in accordance with Clause 1.5.5;

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-W6 and BROOK-W7, the new exercise price and exercise ratio will be applied on the exercise date of March 31, 2023.

7.3 The amendment to Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered capital, as follows:

“Clause 4 Registered capital:	1,644,604,486.875	Baht	(One Thousand Six Hundred Forty-Four Million Six Hundred Four Thousand Four Hundred Eighty-Six Baht and Eighty Seven and a half Satang.)
Divided in to:	13,156,835,895	Shares	(Thirteen Thousand One Hundred Fifty-Six Million Eight Hundred Thirty Five Thousand Eight Hundred Ninety -Five Shares)
At a par value of Divided into:	0.125	Baht	(Twelve and a Half Satang)
Ordinary shares	13,156,835,895	Shares	(Thirteen Thousand One Hundred Fifty-Six Million Eight Hundred Thirty Five Thousand Eight Hundred Ninety -Five Shares)
Preferred shares	0	Shares	-None-”

7.4 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.

8. Approved the allotment of shares 83,000,000 shares, at the par value 0.125 Baht per share as reserve for the exercise of the remaining warrants 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 as follows:

- 8.1 Allotment of the amount not exceeding 66,000,000 newly-issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W6.
 - 8.2 Allotment of the amount not exceeding 17,000,000 newly-issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W7.
9. It was resolved to call for the 2023 Annual General Meeting of Shareholders to be held on Thursday April 27, 2023 at 10.00 am. by Electronic Meeting (E-Meeting) to consider the following agendas:
- 9.1. Approval of the minutes of the 2022 Annual General Meeting of Shareholders held on April 22, 2022.
 - 9.2. Reporting of the operating results of the Company and approval of the audited Financial Statements for the Fiscal year 2022.
 - 9.3. Approval the allocation of gain (loss) for the year 2022 to retained (loss) earnings and the dividend for the year 2022.
 - 9.4. Consideration and approve on the appointment of the auditors and the auditor's fee for fiscal year 2023.
 - 9.5. Consideration and approve the election of directors to replace the retiring directors by rotation.
 - 9.6. Consideration and approve the remuneration of the directors of the Company from January 1, 2023 to December 31, 2023.
 - 9.7. Consideration on the reduction of the registered capital from Baht 1,637,350,330.125 to Baht 1,634,229,486.875 by cancelling 24,966,746 unissued ordinary shares at the par value of Baht 0.125 per share
 - 9.8. Consideration and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with such capital reduction.
 - 9.9. Consideration and approve the increase in registered capital of the Company from the original registered capital Baht 1,634,229,486.875 to registered capital Baht 1,644,604,486.875 divided into 13,156,835,895 shares by issuing newly-issued ordinary shares 83,000,000 shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W6 and BROOK-W7.
 - 9.10. Consideration and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with such capital increase.
 - 9.11. Consideration of the allotment of newly-issued ordinary shares not exceeding 83,000,000 shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W6 and BROOK-W7.
 - 9.12. Other Business (if any)
10. It was resolved to schedule March 30, 2023 as the Record Date for shareholders who have the right to attend the 2023 Annual General Meeting of Shareholders.

Sincerely yours,

(Mr. Chan Bulakul)
Chief Executive Officer

Capital Increase Report Form to be considered in the 2023 Shareholders' AGM
The Brooker Group Public Company Limited
21 February 2023

We, The Brooker Group Public Company Limited (the “**Company**”) hereby report the resolutions of the Board of Directors’ Meeting No. 1/2023, convened on February 21, 2023 at 16.30, relating to the capital increase and the allocation of newly-issued ordinary shares. The details are as follows;

1. Capital Reduction and Capital Increase

The Board of Directors’ Meeting resolved to propose the 2023 Annual General Meeting of Shareholders

1.1 To consider and approve the reduction of the Company’s registered capital for the amount of THB 3,120,843.25 from the current registered capital of THB 1,637,350,330.125 to THB 1,634,229,486.875 by cancelling the unissued ordinary shares for the amount of 24,966,746 shares newly issued ordinary shares at the par value of THB 0.125 per share. Details are as follow:

- 24,810,308 shares which were issued according to the 2019 Annual General Meeting of Shareholders in relation to the resolution for the capital increase to accommodate the exercise of Right Offering warrant (BROOK-W5). However, BROOK-W5 had already expired since 21 May 2022.
- 156,438 shares which were issued according to the 2022 Annual General Meeting of Shareholders in relation to the resolution for the capital increase to accommodate the Stock Dividend. However, the Stock Dividend had already paid on 20 May 2022.

1.2 To consider and approve the increase of the Company’s registered capital for the amount of THB 10,375,000 from the registered capital of THB 1,634,229,486.875 to THB 1,644,604,486.875 by issuing not exceeding 83,000,000 newly-issued ordinary shares at the par value of THB 0.125 per share, to accommodate 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 83,000,000	0.125	Not exceeding 10,375,000
	Preference	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preference	-	-	-

2. Allocation of shares

The meeting was resolved to approve the allocation of the amount not exceeding 83,000,000 ordinary shares at the par value of Baht 0.125 per share, totaling of the value not exceeding Baht 10,375,000 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 BROOK-W6	Not exceeding 66,000,000	-	-	-	Please see Remarks 1)
To Accommodate BROOK-W7	Not exceeding 17,000,000	-	-	-	Please see Remarks 2)
Total	Not exceeding 83,000,000	-	-	-	

Remarks:

- 1) 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 1.5.5 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.6 and No. 7(“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.

The rights adjustment for 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-W6 and BROOK-W7, the new exercise price and exercise ratio will be applied on the exercise date of March 31, 2023.

The Board of Directors’ Meeting passed the resolution to propose the 2023 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 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 2023 Annual General Meeting of Shareholders is scheduled to be convened on Thursday April 27, 2023 at 10.00 am, by Electronic Meeting (E-Meeting). In addition, the record date for the shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) was resolved to schedule on March 30, 2023.

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 exercise of the Warrants

5.2 After the Warrants are exercised to purchase the newly-issued ordinary shares of the Company, the Company will be able to use the proceeds derived from the exercise as additional capital for business operation.

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

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 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.

7.2 The shareholders shall be entitled to benefits in the form of dividends from the operational results, in case that the holders of the Warrants exercise their Warrants to purchase the newly-issued shares of the Company.

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. 1/2023	21 February 2023
2.	Record Date to ascertain the list of shareholders with the right to 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)	17 March 2023 The XD, or the date on which a share purchaser will not be entitled to receive dividends will be on Thursday, March 16, 2023.
3.	Record Date to ascertain the list of shareholders with the right to attend the Annual General Meeting of Shareholders for the year 2023	30 March 2023 The XM, or the date on which a share purchaser will not be entitled to attend in the shareholders meeting, will be on Wednesday, March 29, 2023.
4.	Notification the result of the exercise of BROOK-W6 and BROOK-W7	Within 3 April 2023

No.	Procedures	Date / Month / Year
5.	Registration of shares issued as a result of BROOK-W6 and BROOK-W7	<p>Expected to be 10 April 2023</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>
6.	Submit an application for listing the new ordinary shares issued upon the exercise of BROOK-W6 and BROOK-W7	<p>Expected to be 12 April 2023</p> <p><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.</p>
7.	The 2023 Annual General Meeting of Shareholders	27 April 2023
8.	Notification of the resolution of the 2023 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	27 April 2023
9.	Registration of the capital increase and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce	<p>Expected to be 3 May 2023</p> <p><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 2023 Annual General Meeting of Shareholders</p>

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