

Guidelines for providing Minority Shareholders with Rights according to the Principles of Good Corporate Governance

Purpose: To show that The Brooker Group Public Co Ltd treats all shareholders equitably as specified in the Principles for Good Corporate Governance for Listed Companies.

Issues to be proposed for the Agenda:

1. The proposal of agenda items in advance for consideration by the directors for inclusion in the Annual General Meeting of Shareholders.
2. The nomination of candidates for the positions of director of The Brooker Group Public Co Ltd.

Procedures:

1. The shareholder may propose issues for the agenda item as mentioned above to the Company Secretary or the Chief Executive Officer within the timeframe specified in the consideration criteria through the following channels:
 - (1) Website: <http://www.brookergroup.com/irsism.php>
 - (2) email : cghotline@brookergroup.com
 - (3) Company's Office on: 26th Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road, Klong Toey Nua, Wattana, Bangkok 10110.
 - (4) Facsimile: 0-2168-7111-2
2. The Company Secretary and the Chief Executive Officer will consider, according to the consideration criteria, the proposed agenda for inclusion as an agenda in the Executive Committee meeting and then the Board of Directors' meeting.

Criteria for Consideration of the Proposed Agenda:

1. The proposed agenda must contain in full the following supporting details of the proposer:
 - (1) Name, address and telephone number.
 - (2) Number of shares presently holding, duration held, and confirmation that the shares will be held until the date of the next annual meeting.
2. The proposed agenda must fully contain the following information:
 - (1) Purpose for proposing the agenda, so that the directors may know whether the shareholder wishes it to be included for consideration or approval.
 - (2) Details of the agenda together with supporting documents or information for consideration. The company may contact the shareholder who proposed the agenda for additional details.
3. In the case of the nomination of a candidate for the positions of director of the company, please provide in writing the personal details, work experience and contact details of the candidate in the form provided by the company. The form should then be sent directly to the company's address so that the Nomination Committee may consider the candidate for further consideration by the Board of Directors.

In case the shareholder fails to fully provide the information required above, the company may refuse to consider the candidate nominated by the shareholder.

4. Issues that the company may refuse to include as an agenda include:
 - (1) Matters relating to normal business practices of the company and claims of irregularities with no rationale.
 - (2) Matters that are beyond the control of the company.
 - (3) Matters that had been proposed by shareholders and included as an agenda of a shareholder meeting within the last 12 months that received less than 10% of the total votes, provided that the facts related to these matters have not significantly changed.
 - (4) Other matters that the company's board of directors deem to be unnecessary for inclusion as an agenda item.
5. Timeframe for submission of proposals

The shareholders can submit their proposals to the company from October of the current year to December of the following year.