



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>

Minutes of the Annual General Meeting of Shareholders No. 1/2019 The Brooker Group Public Company Limited

Time and Place : The Meeting was held on 24 April 2019 at 10.00 a.m. at Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Soi 13-15, Klongtoey Nua, Wattana, Bangkok 10110.

Preliminary Proceeding : Dr. Narongchai Akrasanee, the Chairman of the Board of Directors, acted as the Chairman of the Meeting.

Directors Present : 10 Directors were present at the Meeting as follows:

1. Dr. Narongchai Akrasanee Chairman of the Board of Directors
2. Mr. Chan Bulakul Vice Chairman
Chairman of the Executive Committee
Chief Executive Officer
Authorized Director
Chairman of the Risk Management Committee
Chairman of the Investment Committee
3. Mr. Robert William McMillen Member of the Executive Committee
4. Dr. Peter Weldon Chairman of the Audit Committee
Member of the Compensation Committee
5. Ms. Punnee Worawuthichongsathit Member of the Audit Committee
Chairwoman of the Nominating Committee
Chairwoman of the Compensation Committee
6. Mr. Sompong Phaoenchoke Member of Audit Committee
Member of the Compensation Committee
7. Mr. Anake Kamolnate Member of the Executive Committee
Authorized Director
Member of the Risk Management Committee
Member of the Investment Committee
8. Mr. Kirin Narula Authorized Director
Member of the Nominating Committee
Member of the Risk Management Committee
9. Mr. Phongchai Sethiwan Authorized Director
Member of the Nominating Committee
Member of the Risk Management Committee
10. Mr. Varut Bulakul Member of the Executive Committee
Member of the Compensation Committee
Member of the Nominating Committee
Member of the Investment Committee

The proportion of all directors attending the meeting is 100%

Management Present :

1. Mr. Chan Bulakul Chief Executive Officer
2. Mr. Anake Kamolnate President
3. Mr. Varit Bulakul Executive Vice President, Head of Business & Financial Consultancy, Investments
4. Ms. Supanee Phongsuparbchon Finance & Accounting Manager

Auditors Present :

1. Mr. Sakchai Vathanadachakul A.M.T. & Associates

There were 82 shareholders presented, either personally or by proxy, holding together a total of 3,638,044,781 shares equal to 1.90% of the total number of shareholders and equal to 64.53% of the total number of subscribed shares of the Company, thereby constituting a quorum.

Prior to the opening of the Meeting, the Chairman informed all present of the procedures for voting on each agenda as follows:

"If no shareholder opposes or abstains from voting, it shall mean that the Meeting agrees to or approves of the proposed matter. Should any shareholder oppose, disagree or abstain from voting, the voting card provided by the Company shall be used. Each shareholder has the right to either vote for, against or abstain from voting but cannot split his shares to vote in different directions. One share will be counted as one vote. The Company will separate the total votes of shareholders, attending and have the right to vote in the Meeting, into disagreeing, abstaining and agreeing. For the proxy holders holding proxy Form B in which the shareholders have clearly specified their intentions in the proxy form, the Company has already recorded their votes according to the proxy form into the computer. These votes will be combined with the votes of the attending shareholders."

The Chairman declared the Meeting to be duly convened according to the agenda as follows:

Agenda 1: To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2018 held on 25th April 2018.

The Chairman presented the Minutes of the Annual General Meeting of Shareholders No. 1/2018 held on 25th April 2018 to the Meeting for consideration and adoption.

Resolution:

The Meeting duly considered and resolved to approve the said Minutes as proposed by the Chairman as follows:

- 3,639,184,922 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Remark: Under the above agenda, there were additional 11 shareholders either personally or by proxy, representing 1,140,141 shares joined the Meeting.

Agenda 2: To consider and acknowledge the operating results and approve the audited financial statements for fiscal year 2018.

The Chairman proposed to the Meeting for consideration and acknowledgement of the operational results and for approval of the financial statements for the year ended 31 December 2018, which has been audited by a certified auditor, as detailed in Attachment 3 - The Annual Report.

Khun Supanee Phongsuparbchon summarized the operating results of the Company and its subsidiaries for the year 2018 as follows:

- For the past year 2018, the Company had total revenue from its consolidated financial statement in the amount of Baht 466 million, which decreased from last year revenue of Baht 612 million by Baht 146 million.

Total profit was Baht 3 million. It was a profit attributable to equity holders of the parent in the amount of Baht 4 million with basic earnings per share and diluted earnings per share of Baht 0.001

The Company's consolidated financial position in 2018 with total assets of Baht 2,765 million. Total liabilities were Baht 576 million.

Net book value as total shareholders' equity was Baht 2,189 million.

A shareholder namely Khun Patcharin Chanmettha questioned regarding financial statement pages 222-225 as the followings:

1. Investment in subsidiary companies—net, what are the investments in subsidiary company?
2. What are the other components of shareholders' equity?
3. What is the definition of investment in trading securities?
4. Why is the total revenue of the year 2018 consolidated financial statements decreased?
5. Unappropriated retained earnings on consolidated F/S are very high. Any plan to manage?

Khun Supanee explained that trading securities means investment in shares on the Stock Exchange of Thailand. Last year the Company has not received any advisory fees in term of shares, they are our own investment. As for other components of shareholders' equity, they are the difference from foreign currency convert to Thai currency since Brooker has a subsidiary in a foreign country. As for the net investment in subsidiaries, it is appeared on Separate Financial Statement only; it will be eliminated in the Consolidated Financial Statements.

The Chairman added that the business has fluctuated in revenue because it is an IB business. The company therefore tries to maintain the dividend payment regularly by transferring the retained earnings from our overseas subsidiary to reinvest in Thailand or lending out to clients and also pay dividends to the shareholders as well.

A shareholder namely Khun Rojakorn Lertpiyanunthakul attended the meeting himself and questioned that the Company has invested in MILL shares thru private placement at Baht 1.50 per share, but current market price for MILL is a bit more than Baht 1.00. Is the Company still has such shares on its portfolio or not?

Khun Supanee replied that the Company still holds MILL shares, trading in and out from the up and down swing at the market price of the stock. The Company has also received a free MILL warrants for a certain amount which could bring down the average cost of MILL shares. The same shareholder further suggested that the Company should look closely at the share price. If the price rises a little bit, should be rushed to sell.

A shareholder namely Khun Preecha Chaiwan questioned that there are unrealized losses in trading securities for the year 2018 in the amount of Baht 232 million which is quite high. How should the Company continue to manage?

The Chairman replied that this question would be answered in other agendas.

Resolution:

The Meeting duly considered and resolved to acknowledge the operational results and approve the audited financial statements for the year ended 31 December 2018 as proposed by the Chairman in all respects as follows:

- 3,704,001,359 votes equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Remark: Under the above agenda, there were additional 12 shareholders either personally or by proxy, representing 64,816,437 shares joined the Meeting.

Agenda 3: To consider and approve the appropriation of annual net profits for dividend payment.

Then, the Chairman proposed to the Meeting to consider and approve the payment of annual dividend from the operating results for the accounting period from 1 January 2018 to 31 December 2018 at Baht 0.04 per share, for the approximate total amount of Baht 225.50 million. The Company's dividend policy – "dividend payment policy of not less than 50% of total net profit after tax depending on the Company's financial status and liquidity". In which the Company had already paid the first half interim dividend at Baht 0.02 per share on 7 September 2018, for the total amount of Baht 112.75 million, and the Company will pay the second half dividend at Baht 0.02 per share, for the total of Baht 112.75 million. The second half dividend will be paid to shareholders on 23 May 2019 after approval by the Annual General Meeting of Shareholders. This will be the tenth time that the Company has paid dividend.

Resolution:

The Meeting duly considered and resolved to approve the appropriation of the Company's annual net profits for dividend payment from the operating results for the accounting period from 1 January 2018 to 31 December 2018 at Baht 0.04 per share as proposed by the Chairman in all respects as follows:

- 3,704,001,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Agenda 4: To consider and appoint the Company's auditor and approve the audit fee for the 2019 fiscal year.

The Chairman proposed to the Meeting to consider reappointment of Mr. Chaiyuth Angsuwithaya CPA No.3885 or Mrs. Natsarak Sarochanunjeen CPA No.4563 or Ms. Daranee Somkamnerd CPA No. 5007 or Ms. Jarunee Nuammae CPA No. 5596 from A.M.T. & Associates that has no relationships and/or any interests with the Company and its subsidiaries, the management team, major shareholders or any connected with such persons, as the auditor of the Company and its subsidiaries for the year 2019 with the audit fee of not more than Baht 1,760,000.00.

Resolution:

The Meeting duly considered and resolved to reappoint the auditor for the Company and its subsidiaries for the year 2019 and to fix the audit fee as proposed by the Chairman in all respects as follows:

- 3,704,001,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Agenda 5: To consider and elect Directors to replace those who are due to retire by rotation.

The Chairman advised the Meeting that, as stipulated in the Company's Article of Association within the Annual General Meeting of Shareholders No. 1/2019, there are four directors due to retire by rotation, namely:

- Mr. Chan Bulakul
- Mr. Anake Kamolnate
- Mr. Sompong Phaoenchoke
- Mrs. Punnee Worawuthichongsathit

The Nominating Committee, after careful consideration, agreed and proposed to the Board of Directors of the Company to reappoint the four directors due to retire by rotation to serve as a director of the Company.

The Chairman proposed that all four directors to leave the meeting room before the Meeting voted.

For the Meeting to consider reappointing Mr. Chan Bulakul as the Company's director for another term.

Resolution:

The Meeting duly considered and resolved to reappoint Mr. Chan Bulakul as the Company's director for another term as proposed by the Chairman as follows:

- 3,704,083,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Remark: Under the above agenda, there were additional 2 shareholders personally; representing 82,000 shares joined the Meeting.

The Chairman proposed to the Meeting to consider reappointing Mr. Anake Kamolnate as the Company's director for another term.

Resolution:

The Meeting duly considered and resolved to reappoint Mr. Anake Kamolnate as the Company's director for another term as proposed by the Chairman as follows:

- 3,704,083,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

The Chairman proposed to the Meeting to consider reappointing Mr. Sompong Phaoenchoke as the Company's director for another term.

Resolution:

The Meeting duly considered and resolved to reappoint Mr. Sompong Phaoenchoke as the Company's director for another term as proposed by the Chairman as follows:

- 3,704,083,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

The Chairman proposed to the Meeting to consider reappointing Mrs. Punnee Worawuthichongsathit as the Company's director for another term.

Resolution:

The Meeting duly considered and resolved to reappoint Mrs. Punnee Worawuthichongsathit as the Company's director for another term as proposed by the Chairman as follows:

- 3,704,083,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Agenda 6: To consider and fix the remuneration for the Company's Board of Directors for the period from January 1 – December 31, 2019

The Chairman requested the Meeting to consider and approve the proposed remuneration for the Company's Board of Directors for the period from 1 January - 31 December 2019 which has been carefully reviewed by the Compensation Committee for the amount not exceeding Baht 5,300,000.00.

Resolution:

The Meeting duly considered and resolved to approve to fix the remuneration for the Company's Board of Directors for the period from 1 January – 31 December 2019 for the amount not exceeding Baht 5,300,000.00 as proposed by the Chairman as follows:

- 3,704,083,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.

- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Agenda 7: To consider and approve the amendment of the Company's Articles of Association as follows: (Attachment 4)

• Chapter 3 Shareholders' Meeting, Section 16 Right of Shareholders to Call Shareholders' Meeting

The Chairman requested the Meeting to consider and approve the amendment of the Company's Articles of Association, Section 16 regarding the right of shareholders to call for Shareholders' Meeting. To comply with Section 100 of the Public Limited Companies Act B.E. 2535, as amended by the order of the Head of the National Peacekeeping Council, 21/2017, Re: Amendment of the Law to Facilitate Business Operations dated 4 April 2017 as follows:

Chapter 3: Shareholders' Meeting

Section 16

Existing wording:

16. The Board of Directors must arrange for the Shareholders' Meeting to be an Annual General Meeting within 4 months from the end of the Company's fiscal year.

Shareholders' Meeting other than those mentioned above shall be called Extraordinary General Meetings. The Board of Directors shall call the shareholders' meeting as an Extraordinary General Meeting at any time it deems appropriated, or shareholders together, counting the number of shares not less than 1 in 5 of the total number of shares sold or not less than 25 shareholders who have a total of not less than one-tenth of the total number of shares sold. To be named together to make a request in writing to the Board of Directors to call an Extraordinary General Shareholders' Meeting at any time but must specify the reason for calling the meeting clearly in the request letter as well.

The Board of Directors must arrange for a meeting of shareholders within 1 month from the date of receiving the letter from the shareholders.

Section 16

Amended wording:

16. The Board of Directors must arrange for the Shareholders' Meeting to be an Annual General Meeting within 4 months from the end of the Company's fiscal year.

Shareholders' Meeting other than those mentioned above shall be called Extraordinary General Meetings. The Board of Directors shall call the shareholders' meeting as an Extraordinary General Meeting at any time it deems appropriated, or when one or more shareholders with a total of not less than ten percent of the total shares sold to be named together to make a request in writing to the Board of Directors to call an Extraordinary General Shareholders' Meeting at any time but must specify the subject and the reason for calling the meeting clearly in the request letter as well. In this case The Board of Directors must arrange for a meeting of shareholders within 45 days from the date of receiving the letter from the shareholders.

In the event that the Board of Directors fails to arrange a meeting within the period specified in second paragraph all shareholders who have their name on the request or other shareholders together with the number of shares as required shall be convened the meeting within 45 days from the expiration of the period under second paragraph. In this case shall be considered as a meeting of shareholders called by the Board of

Directors. The Company is responsible for the necessary expenses incurred from arranging such meetings and facilitating as appropriate.

In the event that the meeting of shareholders is called for a meeting because of the shareholders under the third paragraph, the number of shareholders attending the meeting does not constitute a quorum as specified in Section 19 of the Articles of Association. The shareholders under third paragraph must jointly be responsible for reimbursement of expenses incurred from arranging for such meeting to the Company.

Resolution:

The Meeting duly considered and resolved to approve the amendments of Section 16 of the Company's Articles of Association in regarding to the right of shareholders to call the Shareholders' Meeting. In accordance with Section 100 of the Public Limited Companies Act B.E. 2535, as amended by the order of the Head of the National Peacekeeping Council, 21/2017, Re: Amendments to the Law to Facilitate Business Operations dated 4 April 2017 as proposed above.

In regards to the registration of amendments to the Company's Articles of Association at the Department of Business Development Ministry of Commerce the Company deems it appropriate to propose the person that the Board of Directors or the Chief Executive Officer has given the authority to amend and add the text in the Articles of Association as proposed to amend in order to comply with the Registrar's order which shall not affect the essence of the amendment of the Articles of Association mention above as proposed by the Chairman as follows:

- 3,704,150,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Remark: Under the above agenda, there were additional 3 shareholders either personally or by proxy, representing 67,000 shares joined the Meeting.

Agenda 8: To consider and approve the reduction of the registered capital from Baht 705,918,641 to Baht 704,700,608.25 by canceling 9,744,262 unissued registered ordinary shares with the par value of Baht 0.125 per share.

The Chairman proposed to the Meeting to consider and approve the reduction of the registered capital from Baht 705,918,641 to Baht 704,700,608.25 by canceling 9,744,262 unissued registered ordinary shares with the par value of Baht 0.125 per share

Resolution:

The Meeting duly considered and resolved to approve the reduction of the registered capital from Baht 705,918,641 to Baht 704,700,608.25 by canceling 9,744,262 unissued ordinary shares with the par value of Baht 0.125 per share as proposed by the Chairman in all respects as follows:

- 3,704,150,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Agenda 9 : To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the capital reduction, as follows:

“Clause 4. Registered Capital: 704,700,608.25	Baht	(Seven hundred four Million seven hundred thousand six hundred eight Baht and twenty five Satang)
Divided into:	5,637,604,866 shares	(Five Billion six hundred thirty seven million six hundred four thousand eight hundred and sixty six shares)
Par value:	0.125 Baht	(Twelve Satang and a half)
Categorized into Ordinary Shares	5,637,604,866 shares	(Five Billion six hundred thirty seven million six hundred four thousand eight hundred and sixty six shares)
Preferred shares:	0 share	-None-”

The Chairman proposed to the Meeting to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the capital reduction. Provided that the person designated by the Board of Directors to proceed the registration of the amendment to the Memorandum of Association at the Department of Business Development Ministry of Commerce shall be authorized to make and change of wording or to take any action in order to comply with the instruction of the Registrar.

Resolution:

The Meeting duly considered and resolved to approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect the capital reduction as proposed by the Chairman in all respects as follows:

- 3,704,300,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Remark: Under the above agenda, there was additional 1 shareholder by proxy; representing 150,000 shares joined the Meeting.

Agenda 10: To consider and approve the issuance of warrants to purchase new ordinary shares (BROOK-W5) to allocate to the existing shareholders in the amount of 1,409,401,217 units

The Chairman requested the meeting to consider and approve the issuance of warrants to purchase new ordinary shares (BROOK-W5) to be allocated to the existing shareholders in the amount of 1,409,401,217 units which will be beneficially to the shareholders and in compliance with the demand for the company's capital.

Summary of important details of warrants to purchase ordinary shares of The Brooker Group Public Company Limited details are as follows:

Name:	Warrant purchasing ordinary shares of Brooker Group Public Company Limited (BROOK-W5)
Type of Warrant:	Specify the name of the holders and transferable.
Issued Amount:	1,409,401,217 Units
Unit Price:	Baht 0.00 per unit (no charge)
Exercise Ratio:	1 unit of warrant has the right to purchase 1 ordinary share, except in the case of the adjustment of the exercise ratio in accordance with the rights adjustment conditions.
Exercise Price:	Baht 0.25 per share, except in the case of the adjustment of the exercise price under the conditions of rights adjustment
Term of Warrants:	3 years from the date of issuance of warrants thereafter the issuance of warrants the Company will not extend the term of the warrants.
Allocation Method:	Issued to the existing shareholders of the Company in according to the shareholding ratio (Right Offering) at the ratio of 4 existing ordinary shares per 1 unit of warrants the Company has set the date for determining the list of shareholders who are entitled to receive warrants to purchase ordinary shares of the Company on 2 May 2019 (Record Date) . If there is a fraction of the existing ordinary shares from the calculation based on the ratio of warrants allocated to each shareholder to round off such shares.
Exercise Period:	Warrant holders may exercise the right under the warrants every last business day of each quarter within 3 years from the issuance date of the warrants In this regard, the last exercise date shall be the date that the warrant has reached 3 years from the date of issuance of the warrant. In the event that the last exercise date falls on the Company's holiday, the last exercise date shall be rescheduled to the last business day prior to the last exercise date.
Period to Express an Intension in the Last Exercise:	15 days before the last exercise date
Number of Ordinary Shares Allocated to Support warrants:	1,409,401,217 Shares
Secondary Market for the Warrants:	The Company will list the warrants on the MAI.
Reasons for Having to Issue New Shares to Support Changes in Exercise Right:	Upon the adjustment of the exercise price and the exercise ratio in accordance with the conditions for adjustment of rights as specified in the rights requirements and the terms of the warrants to buy ordinary shares which is the event specified in Article 11 (4) (b) under the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for Permission and Permission to Offer Warrants to Purchase Newly Issued Shares and Newly Issued Shares Reserved for the Accommodation of the Exercise of the Warrants.
Purpose of issuing	The Capital increase of the Company by issuing warrants to

Warrants and Benefits That the Company will Receive From the Allocation of Capital Increased Shares:

purchase shares of the Company this time is an opportunity for the Company; with an increased capital base and able to use the proceeds from the conversion of warrants BROOK-W5 to follow the objectives which will generate income in the form of capital gain, both short-term (less than 1 year) and long-term from investment or in the form of interest income. In the issuance of warrants and the allocation of shares to support the exercise of rights warrants this time **the Company will receive the amount of Baht 352.35 million if all warrant holders fully exercise their right to purchase the ordinary shares.**

Benefits that Shareholders Should Receive from the Capital Increase:

The shareholders of the Company will receive benefits in the form of dividends due to the fact that the Company has used the funds received to generate revenue for the Company.

Other:

The Company's Board of Directors and/or the authorized director of the Company and/or persons assigned by the Board of Directors or authorized directors of the Company in having the authority to

(1) Determine and amend conditions and other details necessary and appropriate in relation to the issuance of warrants such as details of the offering

(2) Signing in various authorization documents and necessary evidence in relation to the issuance of warrants which includes contact and submission of applications for permission documents and evidences to government agencies or agencies related to the issuance of warrants and the listing of warrants on the MAI and

(3) Taking any action that deems necessary and appropriate in connection with the issuance of this warrant.

A shareholder namely Khun Patcharin Charnmetha asked when will shareholders receive BROOK-W5 in their port? Will the warrants be able to start trading in May? And would like to know how long does it take for listing process?

Khun Supanee replied that the Company must register the capital reduction, capital increase at the Ministry of Commerce within 14 days from the date of the Shareholders' Meeting that has approved the capital reduction, the capital increase prior to submit an application to the Stock Exchange of Thailand to grant BROOK-W5 as listed securities. If it is not able to consider within May. It may have to be in early June, but the Company will try as soon as possible.

The Chairman added that it should take about 2-3 weeks to be listed securities.

A shareholder namely Khun Jurairat Kirattivoranun asked that proceeds received from the exercising of BROOK-W5 will it be approximately Baht 350 million? How does the Company plan to manage such fund?

Khun Supanee replied that the proceeds from the conversion of the warrants to purchase the Company's capital increase shares (BROOK-W5) are used as follows:

Strategy in using the fund raised	Expected utilization
1) Invest in the non-listed companies that have the growth potentials or the potential to be listed in the Stock Exchange of Thailand or provide loans to such companies.	Approximately 50%
2) Invest in the securities of the listed companies on the Stock Exchange of Thailand	Approximately 25%
3) Use for working capital	Approximately 25%
Total	100%

Resolution:

The Meeting duly considered and resolved to approve the issuance of warrants to purchase new ordinary shares (BROOK-W5) to allocate to the existing shareholders in the amount of 1,409,401,217 units as proposed by the Chairman in all respects as follows:

- 3,704,408,059 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Remark: Under the above agenda, there were additional 4 shareholders either personally or by proxy, representing 107,700 shares joined the Meeting.

Agenda 11: To consider and approve the increase of the registered capital from Baht 704,700,608.25 to Baht 880,875,760.375, by issuing new 1,409,401,217 ordinary shares at the par value of Baht 0.125 per share.

The Chairman proposed to the Meeting to consider and approve the increase of the registered capital from Baht 704,700,608.25 to Baht 880,875,760.375, by issuing new 1,409,401,217 ordinary shares at the par value of Baht 0.125 per share.

Resolution:

The Meeting duly considered and resolved to approve the increase of the registered capital from Baht 704,700,608.25 to Baht 880,875,760.375, by issuing new 1,409,401,217 ordinary shares at the par value of Baht 0.125 per share as proposed by the Chairman in all respects as follows

- 3,704,408,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Remark: Under the above agenda, there was additional 1 shareholder by proxy; representing 300 shares joined the Meeting.

Agenda 12: To consider and approve the amendment to Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital as follows:

“Clause 4. Registered Capital: 880,875,760.375 Baht	(Eight hundred eighty Million eight hundred seventy five thousand seven hundred sixty Baht and thirty seven Satang and a half)
Divided into: 7,047,006,083 shares	(Seven Billion forty seven Million six thousand and eighty three shares)
Par value: 0.125 Baht	(Twelve Satang and a half)

Categorized into

Ordinary Shares	7,047,006,083	shares	(Seven Billion forty seven Million six thousand and eighty three shares)
-----------------	---------------	--------	--

Preferred shares:	0	share	-None-
-------------------	---	-------	--------

The Chairman proposed to the Meeting to consider and approve the amendment to Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital. Provided that the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development the Ministry of Commerce has the power to amend and add words or take any action in order to comply with the Registrar's order.

Resolution:

The Meeting duly considered and resolved to approve the amendment to Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital as proposed by the Chairman in all respects as follows:

- 3,704,408,359 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Agenda 13: To consider and approve the allocation of new shares for 1,409,401,217 shares to support the exercise of warrants BROOK-W5 for newly issued ordinary shares which allocated to the existing shareholders.

The Chairman proposed to the Meeting to consider and approve the allocation of new shares for 1,409,401,217 shares to support the exercise of warrants BROOK-W5 for newly issued ordinary shares which allocated to the existing shareholders.

Resolution:

The Meeting duly considered and resolved to approve the allocation of new shares for 1,409,401,217 shares to support the exercise of warrants BROOK-W5 for newly issued ordinary shares which allocated to the existing shareholders as proposed by the Chairman in all respects as follows:

- 3,704,408,859 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Remark: Under the above agenda, there was additional 1 shareholder by proxy; representing 500 shares joined the Meeting.

Agenda 14: To consider on other business (if any).

The Chairman informed that this agenda was set for shareholders to ask questions or to allow the Board of Directors to clarify any questions or concerns of the shareholders. The Chairman gave an opportunity to the Meeting to inquire and give additional comments. The Chairman invited the shareholders to ask questions and give any suggestions.

Khun Chan mentioned that the Company has 2 types of business which are investments and investment banking. The Company's IB focuses on wholesales, not retail business. The Company used to work and complete on big projects such as JASIF worth Baht 55,000 million, HEMRAJ worth Baht 40,000 million. The Company helps the major shareholders to get the best price. The Company will indicate the deal size and estimate the share price. The major shareholder feels satisfied and trusts the Company very much, but the big deal consumes lot of time, it may take 1 year or may take 3 years, cannot control the time, since there are many factors involved.

The fund that the subsidiary is managing will invest in small, mid-cap (SME) stocks in the Stock Exchange of Thailand since the shares in SET 100 have lot of investors invested already. The growth rate is not high; the Company will invest in small and medium-sized companies. Which looks at the overall investments are profitable but for last year, the investment is not profitable.

If holding BROOK share, it is not a P/E play because of some years are profitable some years are not profitable due to the work has not been completed. One must consider 2 things: considering the dividend yield and considering book value by evaluate how many times the market price is to the book value not considering year-on-year basis. Considering BROOK shares must aim for long-term.

Operating results for the past 7-8 years, 60% of profit came from IB and 40% came from investments. Investments made approximately over Baht 1,000 million of profit. The unrealized loss, mark to market is about numbers in the Income Statement not related to the operation. Last year the Company has a lot of unrealized loss, causing the Company's investment base on much lower level. Lower base level has a chance to make high profits for this year. The Company has a policy to bring back retained earnings from abroad to reinvest all in Thailand. Invest in Thailand; the Company is able to have a chance to analyze the stocks more thoroughly than investing in foreign stocks, which cannot be thoroughly understood, also the Company has a clear investment policy, which has already informed the Stock Exchange of Thailand.

A shareholder namely Khun Tanad Harnvong asked about JASIF 2 project that will it be completed within this year?

Khun Chan replied that this project has been worked on for almost 2 years. It is nearly completed, but cannot predict the exact completion time and has answered like this for 2 years already.

A shareholder namely Khun Rojakorn Lertpiyanunthakul asked that last year Ministry of Finance set up and offered unit trust for Thailand Future Fund; TFF, in the amount of Baht 45 billion to investors, why such big project the Company could not get it?

The Chairman said that Ministry of Finance assigned MFC Asset Management PCL and Krungthai Asset Management (KTAM) to handle. Brooker is not a subsidiary of the Government hence, could not get any part of such work.

The same shareholder further asked that he has heard that in the next 10 years Saudi Arabia will invest USD 430,000 million all over the world. Will the Company get some projects regarding Saudi Arabia's investment?

Khun Chan replied that we are not expert in oil business. So, we will not get any projects from them.

The same shareholder further asked that last year there were so many Merger & Acquisition deals such as CPN, Supalai, TMB and Thanachart. Has Brooker had such deals on hand?

The Chairman replied that some projects on hand are confidential work. So, it cannot be disclosed.

A shareholder namely Khun Patcharin Chanmettha further asked that

- Has Brooker acted as Business consulting advisory as well as invested in client shares? or
- Has Brooker invested in listed stock by itself without advisory role? and
- What are the criteria to consider investment in listed stock?

Khun Chan replied that the Company focuses on domestic SME investment. As for foreign fund, there is a foreign partner who is managing the company for oversea fund which the Company has not involved. Stock investment has to consider P/E ratio and potential target price. If we analyze wrongly on a stock, our investment will be lost, want to be profitable, must hold for a long-term. Last year we lost from unrealized loss around Baht 232 million. This year it should be a gain from stocks.

Khun Chan went on to say that when SMC companies encountered a little crisis, it may affect with their target. When SME changed the way of operation, did not meet the target set. The Company would sell that stock.

The same shareholders further asked that the Company has a lot of retained earnings. If investing in renewable energy stocks for receiving continuously dividends is it better off? And how is the oversea business in the future since the Company transfers its retained earnings to invest in Thailand?

Khun Chan answered that last year we remit overseas fund to Brooker around Baht 400 million. This year we expect to remit overseas fund around Baht 1,000 million. Oversea business is related to the operation in Thailand.

A shareholder namely Khun Rojakorn Lertpiyanunthakul asked that the investment of the Company in the TRITN shares in Private Placement was not successful. What is the story?

Khun Chan responded that TRITN could not register the Private Placement capital increase due to its mistake not follow time frame of SEC regulation. Therefore, TRITN has to ask for the AGM approval again. The Company has already subscribed and made payment without any interest charge since it would be building a connection. This investment is an investment in shares following the CP group. The Company knows the chairman of the CP group personally, therefore, it is recommended to invest.

A shareholder namely Khun Thanad Harnvong said that he has invested in BROOK shares for 3 years and still losing. Hopefully when the JASIF 2 project is successful, the Company will still be able to profit Baht hundreds of millions. The share price is likely to reach Baht 1.00.

Khun Chan replied that considering the investment in BROOK shares; one should look at dividend payments records and how many times are the market prices to the book values. Considering completion of only the Big Deal should make share price better is invalid. For the JASIF2 project, if filing has gone through, the assets management company must call a Unit Holders' Meeting, the IC Meeting (Investment Committee) and the final step is to borrow money from the banks. Completion of filing will start counting day 1, SEC has 120 days to consider which may possible be less than 120 days. If SEC approves of the filing it will be able to sell the units within 45 days.

A shareholder namely Khun Rojakorn Lertpiyanunthakul asked that the Company has received GJS shares as an advisory fees. Is the Company still holding such shares?

Khun Chan replied that right now the Company holds only GJS 1,000 shares. This year GJS announced to increase its capital in order to improve its production. It has a par value at Baht 0.96 per share while market price is Baht 0.13 per share. The Company still is GJS advisor for this capital increase.

A shareholder namely Khun Somsak Kanokphakorn asked if he wanted to know that 2 types of businesses that the Company is doing which are investing in stocks and a financial advisor What is the estimated revenue for each business for the year 2019.

Khun Chan replied that to invest in BROOK shares have to see 2 things, how much is the dividend payment and how many times of the market price to the book value? It is not valid to look at P/E, since BROOK does not have P/E. When the Company completed big deal projects the share price rises, without completion of big deal projects the share price falls. The Company tries to make the growth consistent by paying dividends regularly.

The Chairman thanked the shareholders for sacrificing their time to attend the Meeting and declared the Meeting adjourned.

The Meeting adjourned at 11.40 a.m.



Signature _____ **Chairman of the Meeting**
(Dr. Narongchai Akrasanee)