



THE BROOKER GROUP PUBLIC COMPANY LIMITED

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No. EGM 1/2021

18th May 2021

Subject: Notice of the Extraordinary General Meeting of Shareholders 1/2021
To: The Shareholders of the Company

Enclosed:

1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders
2. Proxy Form B and profiles of the Independent Directors in case of proxy
3. Capital Increase Report Form (F 53-4)
4. Summary of Features of Warrants to Purchase Ordinary Shares of The Brooker Group Public Company Limited No. 6 (BROOK-W6)
5. Summary of Features of Warrants to Purchase Ordinary Shares of The Brooker Group Public Company Limited No. 7 (BROOK-W7)
6. Map of the Meeting Venue
7. Company's Articles of Association relating to the General Meeting of Shareholders
8. Measures and Guidelines for Attending the Extraordinary General Meeting of Shareholders 1/2021

Notice is hereby given that, by virtue of the Board of Directors of The Brooker Group Public Company Limited, the Extraordinary General Meeting of Shareholders 1/2021 will be held on Friday 4th June 2021 at 10.00 a.m. at Ballroom 2 and 3 room, 7th floor, Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Soi 13-15, Klongtoey Nua, Wattana, Bangkok 10110 to consider the matters according to the agenda as follows:

Agenda 1 : To consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders held on 2nd April 2021.

Board of Directors' opinion: The Board recommends that such Minutes be adopted.

Voting Rule: The resolution under this agenda has to be passed by a majority vote of the shareholders, attending the meeting and eligible to vote.

Agenda 2 : To consider and approve the increase in the registered capital from the existing registered capital of Baht 888,375,760.375, to Baht 1,489,315,278.75, by issuing not exceeding 4,807,516,147 newly-issued ordinary shares, at the par value of Baht 0.125 per share, totaling Baht 600,939,518.375. (Attachment 3)

Objectives and reason:

The reasons for the capital increase of the company are to invest in modern open technologies in the Digital Asset ecosystem. This includes block chain technologies relating to smart contracts, centralize exchanges, decentralize exchanges, and decentralize finance. The investment can be in the form of, but not limited to, security tokens, shares, or options in promising new technology companies.

The company will greatly benefit from diversifying its business models. Digital Asset is an upcoming trend of the next decade. The ecosystem is developing very rapidly and very few Thai companies have exposure in this sector. The company will be in a unique position as we will be directly invested in one of the top innovative sectors.

Board of Directors' opinion: The Board recommends that the shareholders approve the increase in the registered capital from the existing registered capital of Baht 888,375,760.375, to Baht 1,489,315,278.75, by issuing not exceeding 4,807,516,147

newly-issued ordinary shares, at the par value of Baht 0.125 per share, totaling Baht 600,939,518.375.

Voting Rule: This Agenda shall be approved by votes of no less than three-quarters of the total votes cast by the shareholders, attending the Meeting and being entitled to vote.

Agenda 3 : 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:1,489,315,278.75 Baht (One billion four hundred eighty nine million three hundred fifteen thousand two hundred seventy eight and seventy-five satang)

Divided into: 11,914,522,230 shares (Eleven billion nine hundred fourteen million five hundred twenty two thousand two hundred and thirty shares)

Par value: 0.125 Baht (Twelve Satang and a half)

Categorized into

Ordinary shares: 11,914,522,230 shares (Eleven billion nine hundred fourteen million five hundred twenty two thousand two hundred and thirty shares)

Preferred Shares: 0 share -None-”

Board of Directors’ opinion: The Board is of the opinion that since there is a capital increase, it is necessary to amend Clause 4 of the Memorandum of Association accordingly. Provided that the person designated by the Board 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. The shareholders Meeting should approve the amendment to Clause 4 of the Memorandum of Association as proposed.

Voting Rule: This Agenda shall be approved by votes of no less than three-quarters of the total votes cast by the shareholders, attending the Meeting and being entitled to vote

Agenda 4: To consider and approve the issuance of warrants BROOK-W6 of not exceeding 2,731,152,084 units and BROOK-W7 of not exceeding 682,788,021 units and offered without consideration for the allocation to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) (Attachment 4 and 5)

Objectives and reason:

The Company aims to issue and offer no more than 3,413,940,105 units of warrants to subscribe for newly issued ordinary shares in the capital increase of the Company (BROOK-W6) and (BROOK-W7) to existing shareholders who subscribe for and are allocated newly issued ordinary shares in the Rights Offering, the details of which are discussed below:

1. the issuance of BROOK-W6 of not exceeding 2,731,152,084 units which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) and offered without consideration (i.e. offering price per unit is THB0.00) resulting in no more than 2,731,152,084 ordinary shares to be allocated for the exercise of the warrants (40 percent of the total issued shares of the Company) at the allocation ratio of 1 newly-issued ordinary

shares to 2 unit of BROOK- W6 and the exercise price of the shares according to BROOK-W6 is Baht 0.65 per share. The exercise of right period of BROOK-W6 is 3 years. In the case where the calculation of the allocation of BROOK-W6 results in fractions, the fraction shall be rounded down for the calculation of each of the shareholders. **(Attachment 4)**

2. the issuance of BROOK-W7 of not exceeding 682,788,021 units which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) and offered without consideration (i.e. offering price per unit is THB0.00) resulting in no more than 682,788,021 ordinary shares to be allocated for the exercise of the warrants (10 percent of the total issued shares of the Company) at the allocation ratio of 2 newly-issued ordinary shares to 1 unit of BROOK- W7 and the exercise price of the shares according to BROOK-W7 is Baht 1.30 per share. The exercise of right period of BROOK-W7 is 5 years. In the case where the calculation of the allocation of BROOK-W7 results in fractions, the fraction shall be rounded down for the calculation of each of the shareholders. **(Attachment 5)**

In addition, The Board of Directors and/or the Chief Executive Officer or the person delegated by the Board of Directors or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation BROOK-W6 and BROOK-W7 in all respects in compliance with the applicable laws and in compliance with the approval of the Extraordinary General Meeting of Shareholders No. 1/2021, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of BROOK-W6 and BROOK-W7; (b) the details with respect to the allocation of BROOK-W6 and BROOK-W7 i.e. the issuance and allocation of BROOK-W6 and BROOK-W7 whether shall be allocated on one occasion or more, period for subscribing and payment, ratio of the offering, offering price, payment method and exercise price to purchase ordinary shares including the Record Date for the shareholders who are entitled to receive BROOK-W6 and BROOK-W7; (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of BROOK-W6 and BROOK-W7 with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of BROOK-W6 and BROOK-W7 and the ordinary shares from the exercise of BROOK-W6 and BROOK-W7 on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of BROOK-W6 and BROOK-W7.

Board of Directors' opinion: The Board of Directors recommends that the shareholders approve the issue of warrants BROOK-W6 and BROOK-W7 to existing shareholders follow as the BOD proposes since it shall be benefit the shareholders and be corresponding to the company's capital requirement.

Voting Rule: The resolution under this agenda has to be passed by a majority vote of the shareholders, attending the meeting and eligible to vote.

- Agenda 5: To consider and approve the allocation of the Company's newly issued ordinary shares not more than 4,807,516,147 shares at the par value of Baht 0.125 per share in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), to accommodate the exercise of BROOK-W6 and BROOK-W7, to accommodate the right adjustment of BROOK-W5 Warrants (follow as right adjustment conditions). (Attachment 3, 4 and 5)**

Objectives and reason:

The Board of Directors has resolved to propose to the shareholders' meeting to consider and approve the capital increase of up to Baht 600,939,518.375 as set out in Agenda 2 above. The objective of such capital increase is to allot the newly issued shares of up to 4,807,516,147 shares with the par value of Baht 0.125 per share as follows:

1. The allocation of the newly-issued ordinary shares of not exceeding 1,365,576,042 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), at 1 the allocation ratio of 5 existing ordinary share to 1 newly-issued ordinary shares, at the offering price of Baht 0.40 per share.

In this regard, the shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription), provided that they do so only if there are shares remaining from the allocation to the existing shareholders who subscribe for the shares in accordance with their rights.

In case there are remaining shares after share allocation per rights, the Company shall allocate the remaining shares for shareholders that oversubscribe shares and pay for such oversubscription. However, the allocation for the oversubscription shall not cause any shareholder to receive the share allocation under this Rights Offering for the amount that is more than the number of the existing shares that such shareholder has as of the XR date. As a result, no shareholder that oversubscribe the shares will be entitled to subscribe the shares more than 1 old share to 1 new share. The Company shall allocate the shares in a number proportionate to the existing shareholding of each oversubscribing shareholder

Any allocation of oversubscription of shares in accordance with the details above must not result in any oversubscribing shareholder holding the shares of the Company in the number that reaches or surpasses the trigger point requiring such shareholder to make a tender offer as specified under the Notification of the Capital Market Supervisory Board No. Tor Chor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers; and any oversubscribing shareholder holding the shares in a manner that is a violation of a foreign shareholding limit specified under the Company's Articles of Association, which currently provide that a foreigner shall not hold shares of more than 49% of the Company's paid-up shares.

However, if there are remaining shares after the allocation, the Company's Board of Director is proposed to be authorized to allocate such remaining to reserve for the right adjustment for BROOK-W5, BROOK-W6, and BROOK-W7 in the future (if any).

2. The allocation of not exceeding 2,731,152,084 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to accommodate the exercise of BROOK-W6 which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights offering) at the allocation ratio of 1 newly-issued ordinary shares to 2 unit of the BROOK W-6 without cost.
3. The allocation of not exceeding 682,788,021 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to accommodate the exercise of BROOK-W7 which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights offering) at the allocation ratio of 2 newly-issued ordinary shares to 1 unit of the BROOK-W7 Warrants without cost.
4. The allocation of the newly-issued ordinary shares of not exceeding 28,000,000 newly-issued ordinary shares, at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W5 Warrants. The Company shall adjust the rights of BROOK-W5 in case that the Company offers the newly-issued ordinary shares and any newly-issued securities where such securities offer the rights to subscribe of the ordinary of the ordinary shares which have the average price of newly-issued shares or such newly-issued shares to be issued or such allocation lower than 90% of the market price off the ordinary shares of the Company to be in

accordance with the right adjustment indicated in the Terms and Conditions of BROOK-W5.

The Board of Directors, and/or the Chief Executive Officer, and/or any person appointed by the Board of Directors and/or the Chief Executive Officer, shall be authorized: (a) to consider and determine the details of the allocation of the newly-issued ordinary shares for the purpose of offering for sale to the existing shareholders proportionate to their respective shareholdings to be in compliance with the laws and regulations governing the issuance and offer for sale of the securities under the Thai law and any foreign laws and regulations; (b) to determine or change the details of the allocation, such as whether the newly-issued ordinary shares shall be allocated on one occasion or more, or any alterations to the offering period, allocation ratio, offering price, payment method, or any other details with respect to the allocation and the offer for sale, e.g. changing of the Record Date for the allocation of the newly-issued ordinary shares; (c) to execute application forms for permission and waivers, notices, as well as any documentation relevant to the allocation of the newly-issued ordinary shares, including to contact and file the documentation with the officials or representatives of the relevant agencies, the listing of the newly-issued ordinary shares on the Stock Exchange of Thailand (the "Stock Exchange"), as well as to undertake any act necessary for and relevant to the allocation of the newly-issued ordinary shares for the purpose of offering for sale to the existing shareholders proportionate to their respective shareholdings in compliance with the applicable laws; and (d) to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, to amend the terms in the Memorandum of Association in accordance with the registrar's order in order to complete the registration.

Board of Directors' opinion: The Board of Directors has resolved to propose the shareholders' meeting to consider and approve the allocation of newly issued shares of up to 4,807,516,147 shares with a par value of Baht 0.125 per shares as proposed in all respects.

Voting Rule: The resolution under this agenda has to be passed by a majority vote of the shareholders, attending the meeting and eligible to vote.

Agenda 6 : Consideration on other business (if any).

The Record Date on which shareholders have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2021 and record the names of the shareholders who are entitled to the allocation and offer for sale of the newly-issued ordinary shares proportionate to the shareholders' respective shareholdings (Rights Offering) have been fixed as 6 May 2021.

All shareholders are cordially invited to attend the Meeting on the date, time and place stated above. In order to facilitate the registration, the shareholders and proxies may **register their attendance from 9.00 a.m. on the meeting date.**

Please bring your identification card, government officer identification card, passport or driving license as evidence of your right to attend the meeting.

If you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the enclosed proxy form. The completed and executed proxy form with duty stamp duly affixed must be deposited with the Chairman of the Meeting and/or the person entrusted by the Chairman prior to the proxy entering the meeting, provided that the proxy bring the following documents to show his or her right to attend the meeting:

1. If the shareholder is a natural person (individual), a copy of the identification card, government identification card, passport or driving license of the shareholder, certified true and correct by the shareholder, shall be presented.
2. In case of the shareholders is a juristic person or custodian

2.1 In case of the Juristic person, please enclose a certified copy of the Affidavit of the Juristic Person and a certified copy of the Identification Card or Passport (for foreign shareholder) of the authorized director (s) who signed the Proxy Form;

2.2 In case of custodian, please enclose the power of attorney together with enclose documents of both shareholder and custodian as provided in 2.1. Also, the custodian shall provide the certificate of custodian or custodian license.

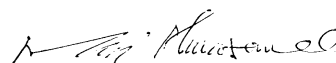
The proxy shall also be required to present his or her own identification card, government officer identification card, passport or driving license.

Certified by:

Yours faithfully,



Mr. Chan Bulakul
Chief Executive Officer
Chairman, Executive Committee



Dr. Narongchai Akrasanee
Chairman



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Minutes of the 2021 Annual General Meeting of Shareholders The Brooker Group Public Company Limited

- Time and Place** : The Meeting was held on 2 April 2021 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** : 9 Directors from 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. Dr. Peter Weldon Chairman of the Audit Committee
Member of the Compensation Committee
 4. Ms. Punnee Worawuthichongsathit Member of the Audit Committee
Chairwoman of the Nominating Committee
Chairwoman of the Compensation Committee
 5. Mr. Anake Kamolnate Member of the Executive Committee
Authorized Director
Member of the Risk Management Committee
Member of the Investment Committee
 6. Mr. Kirin Narula Authorized Director
Member of the Nominating Committee
Member of the Risk Management Committee
 7. Mr. Phongchai Sethiwan Authorized Director
Member of the Nominating Committee
Member of the Risk Management Committee
 8. Mr. Varut Bulakul Member of the Executive Committee
Member of the Compensation Committee
Member of the Nominating Committee
Member of the Investment Committee
 9. Mr. Varit Bulakul Member of the Executive Committee
Member of the Investment Committee

The proportion of all directors attending the meeting is 90%

Management Present :

1. Mr. Chan Bulakul Chief Executive Officer
2. Mr. Anake Kamolnate President Operation
3. Mr. Varut Bulakul President Investment
4. Mr. Varit Bulakul President Investment Banking
5. Ms. Siriya Boontarig Executive Vice President, Head of IB Operation
6. Ms. Supanee Phongsuparbchon Finance & Accounting Manager

Auditors Present :

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

There were 56 shareholders presented, either personally or by proxy, holding together a total of 4,611,996,748 shares equal to 1.11% of the total number of shareholders and equal to 69.37% 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 2020 Annual General Meeting of Shareholders held on 14th July 2020.

The Chairman presented the Minutes of the 2020 Annual General Meeting of Shareholders held on 14th July 2020 to the Meeting for consideration and adoption.

Resolution:

The Meeting duly considered and resolved to approve the said Minutes as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,655,796,748 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.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Remark: Under the above agenda, there was additional 3 shareholders by proxy; representing 43,800,000 shares joined the Meeting.

Agenda 2: To consider and acknowledge the operating results and approve the audited financial statements for fiscal year 2020.

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 2020, 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 2020 as follows:

- For the past year 2020, the Company had total revenue from its consolidated financial statement in the amount of Baht 202 million, which decreased from last year revenue by Baht 1,586 million. This was due to the fact that year 2019 the Company completed service on success fee from a big project, and year 2020 several projects are in the process and amid economic uncertainty from pandemic of the Covid-19 virus.

Total profit was Baht 60 million. It was a profit attributable to equity holders of the parent in the amount of Baht 63 million with basic earnings per share of Baht 0.01.

The Company's consolidated financial position in 2020 with total assets of Baht 2,566 million. Total liabilities were Baht 96 million.

Net book value as total shareholders' equity was Baht 2,470 million.

Resolution:

The Meeting duly considered and resolved to acknowledge the operational results and approve the audited financial statements for the year ended 31 December 2020 as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,726,226,670 votes equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 1,000 votes, 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.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Remark: Under the above agenda, there were additional 6 shareholder by personally; representing 70,430,922 shares joined the Meeting.

Agenda 3: To consider and approve the allocation of net profit as legal reserve and the dividend for the year 2020.

The Chairman proposed to the Meeting to consider and approve the allocation of net profit as legal reserve, and the dividend for the year 2020 as detailed below:

1. The Board of Directors recommends that the shareholders approve no allotment of the Company's legal reserve. Since the legal reserve of the Company already reached the

minimum amount required by law (10 percent of the registered capital), the Company did not have to allocate the legal reserve at the end of 2020. At present, the Company's legal reserve is 88,087,576.04 Baht. (Its registered capital is 880,875,760.38 Baht.) This is in compliance with the Public Limited Company Act B.E. 2535 and Clause 40 of the Article of Association of the Company.

2. The Board of Directors recommends that the shareholders approve payment of annual dividend of operating results for accounting period from 1 January 2020 to 31 December 2020 of Baht 0.05 per share, totaling approximately Baht 332.02 million. (relate to number of shares as at 31 December 2020)

The Company had already paid the six-month periods 2020 interim dividend of Baht 0.02 per share on 10 September 2020, totaling Baht 132.78 million, including the second interim dividend at the rate of 0.015 Baht per share which had been paid on 09 December 2020 totaling Baht 99.61 million. Therefore, the Company will pay six-month periods 2020 dividend of Baht 0.015 per share, totaling approximately Baht 99.61 million.

The Company will fix shareholders list for the right to receive dividend on 11 March 2021. The six-month periods 2020 dividend will be payable on 30 April 2021 after the Annual General Meeting of Shareholders approval. This will be the twelfth time the Company will pay a dividend.

Resolution:

The Meeting duly considered and resolved to approve no allocation of net profit as legal reserve and approve the dividend payment for the year 2020 of Baht 0.05 per share. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,726,227,670 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.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 4: To consider and appoint the Company's auditor and approve the audit fee for the 2021 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 or Mr. Siramate Akkharachotkullanun, Certified Public Accountant No 11821 or Ms Yaowalak Somprasert, Certified Public Accountant No 11902 of 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 2021 with the audit fee of not more than Baht 1,900,000.00.

Resolution:

The Meeting duly considered and resolved to reappoint the auditor for the Company and its subsidiaries for the year 2021 and to fix the audit fee as proposed by the Chairman. There was no shareholder without the voting right on this agenda item. There was no voided voting ballot. The Meeting resolution was as follows: -

- 4,726,226,670 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.

- 1,000 votes, 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.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

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 2021 Annual General Meeting of Shareholders, there are four directors due to retire by rotation, namely:

- Dr. Narongchai Akrasanee
- Mr. Anake Kamolnate
- Mr. Varut Bulakul
- Mr Sompong Phaoenchoke

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.

Chairman assigned Mr. Chan Bulakul to handle this agenda to the Meeting since he left the meeting.

Mr. Chan Bulakul proposed the Meeting to consider reappointing Dr. Narongchai Akrasanee as the Company's director for another term.

Resolution:

The Meeting duly considered and resolved to reappoint Dr. Narongchai Akrasanee as the Company's director for another term as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,726,226,710 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 1,000 votes, 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.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Remark: Under the above agenda, there were additional 1 shareholder personally; representing 40 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. There was no shareholder without the voting right on this agenda item. There was no voided voting ballot. The Meeting resolution was as follows: -

- 4,726,227,710 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.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

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

Resolution:

The Meeting duly considered and resolved to reappoint Mr. Varut Bulakul as the Company's director for another term as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,726,227,710 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.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

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. Mr. Sompong Phaoenchoke as the Company's director for another term as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,726,226,710 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 1,000 votes, 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.

- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 6: To consider and fix the remuneration for the Company’s Board of Directors for the period from January 1 – December 31, 2021

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 2021 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 2021 for the amount not exceeding Baht 5,300,000.00 as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,726,226,710 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 1,000 votes, 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.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 7: To consider and approve the increase of the registered capital from Baht 880,875,760.375 to Baht 888,375,760.375, by issuing new 60,000,000 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 880,875,760.375 to Baht 888,375,760.375, by issuing new 60,000,000 ordinary shares at the par value of Baht 0.125 per share.

Resolution:

The Meeting duly considered and resolved to approve the registered capital from Baht 880,875,760.375 to Baht 888,375,760.375, by issuing new 60,000,000 ordinary shares at the par value of Baht 0.125 per share as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,726,227,710 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.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 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: 888,375,760.375 Baht (Eight hundred eighty-eight million three hundred seventy-five thousand seven hundred sixty Baht thirty seven satang and a half)

Divided into: 7,107,006,083 shares (Seven thousand one hundred seven million six thousand and eighty three shares)

Par value: 0.125 Baht (Twelve Satang and a half)

Categorized into

Ordinary shares: 7,107,006,083 shares (Seven thousand one hundred 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 of the company to reflect to capital increase. Provided that the person designated by the Board 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.

Resolution:

The Meeting duly considered and resolved to approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,726,227,710 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.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 9: To consider and allot of shares 60,000,000 shares as reserve for the exercise of ordinary share warrant issued to existing shareholders (BROOK-W5) due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W5) follow as right adjustment conditions.

The Chairman proposed to the Meeting to consider and approve the allotment of 60,000,000 shares as reserve for the exercise of warrant issued to existing shareholders (BROOK-W5) due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W5) follow as right adjustment conditions.

Resolution:

The Meeting duly considered and resolved to approve the allotment of 60,000,000 shares as reserve for the exercise of warrant issued to existing shareholders (BROOK-W5) due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W5) follow as right adjustment conditions as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,726,227,710 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.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 10: 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.

A shareholder namely Khun Rojakorn Lertpiyanunthakul asked that over the past several years there are companies issued debt instruments and the Roll Over is not possible due to their liquidity status, how will Brookers create opportunities from this crisis?

The Chairman replied that Brooker has not raised funds from debt instruments, the Company is a financial advisor, if the bond issuing company has a problem, and want us to solve the liquidity problem the Company can give some advice in solving such problems.

The same shareholder further asked that on June 9, 2019, the Company has invested in MILL shares of 65 million shares and Brooker Corporate Advisory invested 40 million shares in MILL shares. Is this company a subsidiary or not? What kind of business is it doing, how does it acquire MILL shares?

Khun Supanee replied that the Brooker Corporate Advisory is Brooker subsidiary, engage in advisory business for SME and investment business. And has invested in MILL shares on its own.

The same shareholder further asked how is MILL doing with its business? And how profitable for the Company in holding of MILL shares after the share price rose?

Khun Chan replied that the Mill share price increase or decrease is not involved with the Company. Overall steel industry is on the uptrend due to Chinese Government, now, has ban on Chinese steel exports. China has about 1,200 million tons of steel production, so the World steel market price has increased from 400-500 US dollars per ton to 800-900 US dollars per ton that improving the steel industry better. Many companies doing business in steel share prices have risen, not just MILL.

The Chairman added that Khun Chan's opinion is broad, in general, it is not an analysis of MILLCON. How much profit will Brooker make from investing in this share cannot comment at this time. It is a matter of internal management. Because it will mislead investors which are illegal only can answer as allowed by the law.

The same shareholder further asked Brooker holds 40 million shares of TRITN -W4. This warrant is not traded on the stock exchange. What will the Company do with it?

Khun Chan replied that this warrant was obtained free of charge from investing in TRITN shares as a private investor (Private Placement) at a conversion price of 0.40 baht per share, which is close to the current market price if the Company is interested in continuing to invest in these shares then the warrants will be converted into shares. If not interested, the Company will let it expire.

The same shareholder further asked what is the progress of Khun Sorapot's debt with the Company and the restructuring of PACE?

Khun Chan replied that the Company has fully received all assets as collateral to cover such debt. PACE has been accepted under the Rehabilitation Court. If PACE can complete and exit the rehabilitation plan, PACE share will have more value. However, PACE's share price and PACE's debt are not related to Brooker.

The Chairman added that the Company has a comprehensive risk management system and/or with collateral exceeding the contingent liability covered all transactions that occur.

The same shareholder further asked that on February 1, 2021, the United States Bankruptcy Court has ordered the termination of the business rehabilitation of Dean & DeLuca, Inc., an indirect subsidiary of PACE, what will affect the Company?

The Chairman replied that it is a matter of PACE which is not related to Brooker, the Company can answer only the part of the Company's business.

One shareholder asked about the rights offering of 5:1 and the issuance of W6 and W7 warrants, what will the Company use the money for?

Khun Chan replied that the Extraordinary General Meeting of Shareholders (EGM) which schedule to take place on June 4th will talk about this matter all shareholders are invited. But this time is the Annual General Meeting of Shareholders (AGM), therefore, we would like to talk about the operating results of the year 2020 only.

A shareholder named Mr. Rojakon further asked that in the past year, there are many listed companies listed their subsidiaries in the stock exchange, such as OR, Banpu Power. Don Muang Tollway, TQR. Does the Company plan to list its own subsidiary company on the stock exchange?

The Chairman replied that this information could not be given since it will be a leading to investors.

One shareholder asked if the Company has lent to an unrelated person of Baht 39 million due within March 31, 2021 and the loan to Ban Chang Water Development Co., Ltd. of Baht 130 Million due on March 31, 2021. Has the Company received repayment yet?

The Chairman replied that if it is about the performance of the year 2021, this information is not yet available as the Company's 1Q/2021 performance has not yet been announced to the public.

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

The Meeting adjourned at 11.04 a.m.



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

PROXY(Form B)

**Attachment No. 2
(Duty Stamp of Baht 20 is required)**

Written at
Date.....Month.....2021

(1) I / We..... Nationality.....Residing at No.....
Road.....Sub District..... District
Province.....Postal Code.....

(2) I / We am /are a shareholder of The Brooker Group Public Company Limited, holding the shares in the total amount ofshares and the total number of votes for which I/ we am /are entitled to cast isvotes as described below :

- ordinary shares in the amount ofshares and the number of votes for which I/ we am /are entitled to cast isvotes.

(3) I / We hereby appoint

(1)Age years, residing at no
Road Sub district District
ProvincePostal Code..... or

(2)Age years, residing at no
Road Sub district District
ProvincePostal Code..... or

(3)Age years, residing at no
Road Sub district District
ProvincePostal Code.....

Only one of them act as my/our Proxy to attend and vote on my/ our behalf at the Extraordinary General Meeting of the Shareholders No. 1/2021 to be held on 4th June 2021 at 10.00 a.m. at Ballroom II and III room, 7th floor, Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Soi 13-15, Klongtoey Nua, Wattana, Bangkok 10110 or on such other date and at such other place as may be adjourned or changed.

(4) I/ we hereby authorize the Proxy to vote on my /our behalf in this morning as follows:

Agenda 1 To consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders held on 2nd April 2021.

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows:

Approve.....vote(s) Disapprove.....vote (s) Abstain.....vote(s)

Agenda 2 To consider and approve the increase in the registered capital from the existing registered capital of Baht 888,375,760.375, to Baht 1,489,315,278.75, by issuing not exceeding 4,807,516,147 newly-issued ordinary shares, at the par value of Baht 0.125 per share, totaling Baht 600,939,518.375.

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows:

Approve.....vote(s) Disapprove.....vote (s) Abstain.....vote(s)

Agenda 3 To consider and approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase.

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s) Disapprove.....vote (s) Abstain.....vote(s)

Agenda 4 To consider and approve the issuance of warrants BROOK-W6 and BROOK-W7 for the allocation to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering)

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s) Disapprove.....vote (s) Abstain.....vote(s)

Agenda 5 To consider and approve the allocation of the Company's newly issued ordinary shares not more than 4,807,516,147 shares at the par value of Baht 0.125 per share in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), to accommodate the exercise of BROOK-W6 and BROOK-W7, to accommodate the right adjustment of BROOK-W5 Warrants (follow as right adjustment conditions).

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s) Disapprove.....vote (s) Abstain.....vote(s)

Agenda 6 Consideration on other business (if any).

Subject.....

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s) Disapprove.....vote (s) Abstain.....vote(s)

Subject.....

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve.....vote(s) Disapprove.....vote (s) Abstain.....vote(s)

(5) In case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(6) In case I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in every respects.

Signed _____ Grantor

()

Signed _____ Proxy

()

Signed _____ Proxy

()

Notes :

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. For Agenda electing directors, the whole Board of Directors or certain directors can be elected.
3. In case the meeting considers or passes resolutions in any matters over those specified above, it can be specified in the attached along of the proxy form.

Annex to the Form of Proxy

Grant of proxy as a shareholder of The Brooker Group Public Company Limited.

At the Extraordinary General Meeting of Shareholders No. 1/2021 on 4th June 2021 at 10.00 a.m. at Ballroom II and III room, 7th floor, Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Soi 13-15, Klongtoey Nua, Wattana, Bangkok 10110 or at any adjournment thereof to any other date time and venue.

.....

Agenda _____ subject _____

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve _____ vote(s) Disapprove _____ vote (s) Abstain _____ vote(s)

Agenda _____ subject _____

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve _____ vote(s) Disapprove _____ vote (s) Abstain _____ vote(s)

Agenda _____ subject _____

(A) The Proxy may consider the matters and vote on my /our behalf as the Proxy deems appropriate in all respects.

(B) The Proxy may consider the matters and vote on my /our behalf as follows :

Approve _____ vote(s) Disapprove _____ vote (s) Abstain _____ vote(s)

I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

Singed Grantor

(.....)
Date / /

Singed Proxy

(.....)
Date / /

Independent Directors' Information in case of proxy

1. Dr. Peter Weldon

Independent Director

Chairman of the Audit Committee

Age 83 years

Address: 18/112, 22nd Floor, Somkid Gardens Condominium, 18 Soi Somkid, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330

No interests in every agenda.

There is no special interest different from other directors in every agenda proposed at this EGM.

OR

2. Mr. Sompong Phaoenchoke

Independent Director

Member of the Audit Committee

Member of the Compensation Committee

Age 60 years

Address: 28/6 Moo.1 Soi Petchkasem 81, Petchkasem Rd., Nongkangphu, Nongkham, Bangkok 10160

No interests in every agenda.

There is no special interest different from other directors in every agenda proposed at this EGM

OR

3. Mrs. Punnee Worawuthichongsathit

Independent Director

Member of the Audit Committee

Chairperson of the Nominating Committee

Chairperson of the Compensation Committee

Age 68 years

Address: 612 Thanurat Road, Thungwatdown Sub-district, Sathorn District, Bangkok 10120

No interests in every agenda.

There is no special interest different from other directors in every agenda proposed at this EGM.

Capital Increase Report Form to be considered in the Shareholders' EGM No.1/2021

The Brooker Group Public Company Limited

25 February 2021

We, The Brooker Group Public Company Limited (the “**Company**”) would like to report the resolutions passed by Board of Directors Meeting No. 1/2021, convened on 25 February 2021 with respect to the capital increase, and offer for sale and allocation of the newly-issued ordinary shares, and the resolutions passed by Board of Directors Meeting No. 2/2021, convened on 19 April 2021 stipulated the final number of shares to be issued for the capital increase, and offer for sale and allocation of the newly-issued ordinary shares, as follows:

1. Capital increase

- 1.1 The Board of Directors Meeting resolved to propose that the Shareholders' Extraordinary General Meeting No.1/2021 to consider and approve the increase in the registered capital from the existing registered capital of Baht 888,375,760,375 **(from the Annual General Meeting of Shareholders 2021 which was held on 2 April 2021)** to Baht 1,489,315,278.75 by issuing 4,807,516,147 newly-issued ordinary shares, at the par value of Baht 0.125 per share, totaling Baht 600,939,518.375 in accordance with the following manner:

Type of 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	4,807,516,147	0.125	600,939,518.375
	Preference	—	—	—
<input type="checkbox"/> General Mandate	Ordinary	—	—	—
	Preference	—	—	—

2. Allocation of the newly-issued ordinary shares

The Board of Directors Meeting resolved to approve the allocation of not exceeding 4,807,516,147 newly-issued ordinary shares, at the par value of Baht 0.125 per share, totaling Baht 600,939,518.375 in accordance with the following details:

2.1 Allocation details

Allocated to	Number of Shares	Ratio (old: new)	Offering Price (Baht/share)	Subscription and Payment Period	Remarks
Existing shareholders of the Company (proportionate to their respective shareholdings (Rights Offering))	Not exceeding 1,365,576,042 (Calculated from the number of paid-up shares of the Company on 19 April 2021)	5 existing ordinary shares to 1 new ordinary shares	Baht 0.40	21-25 June 2021	Please see Remarks 1-4
To accommodate the exercise of the warrants to purchase the ordinary shares of the Company No. 6 (“ BROOK-W6 ”)	Not exceeding 2,731,152,084	1 newly-issued ordinary shares to 2 unit of warrant	Shareholders will receive the BROOK-W6 without cost when the shareholders subscribed and were allocated the newly-issued ordinary shares according to the terms and conditions of the Company	-	Please see Remarks 5
To accommodate the exercise of the warrants to purchase the ordinary shares of the Company No. 7 (“ BROOK-W7 ”)	Not exceeding 682,788,021	2 newly-issued ordinary shares to 1 unit of warrant	Shareholders will receive the BROOK-W7 without cost when the shareholders subscribed and were allocated the newly-issued ordinary shares according to the terms and conditions of the Company	-	Please see Remarks 6

Allocated to	Number of Shares	Ratio (old: new)	Offering Price (Baht/share)	Subscription and Payment Period	Remarks
To accommodate the right adjustment of the warrants to purchase the ordinary shares of the Company No. 5 (“ BROOK-W5 ”)	Not exceeding 28,000,000	Please see Remarks 7 and 8	Please see Remarks 7 and 8	Please see Remarks 7 and 8	Please see Remarks 7 and 8
Total	Not exceeding 4,807,516,147	-	-	-	-

Remarks:

- (1) The Company scheduled 6 May 2021 as the date to record the names of the shareholders who are entitled to the allocation and offer for sale of the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date), and expected the subscription period for the newly-issued ordinary shares to be 21 June 2021 to 25 June 2021 (total: 5 business days). However, the prescription of the subscription and allocation rights, including the schedule of the subscription period are subject to change, until an approval from the shareholders has been granted.
- (2) The Board of Directors, and/or the Chief Executive Officer, and/or any person appointed by the Board of Directors and/or the Chief Executive Officer, shall be authorized: (a) to consider and determine the details of the allocation of the newly-issued ordinary shares for the purpose of offering for sale to the existing shareholders proportionate to their respective shareholdings to be in compliance with the laws and regulations governing the issuance and offer for sale of the securities under the Thai law and any foreign laws and regulations; (b) to determine or change the details of the allocation, such as whether the newly-issued ordinary shares shall be allocated on one occasion or more, or any alterations to the offering period, allocation ratio, offering price, payment method, or any other details with respect to the allocation and the offer for sale, e.g. changing of the Record Date for the allocation of the newly-issued ordinary shares; (c) to execute application forms for permission and waivers, notices, as well as any documentation relevant to the allocation of the newly-issued ordinary shares, including to contact and file the documentation with the officials or representatives of the relevant agencies, the listing of the newly-issued ordinary shares on the Stock Exchange of Thailand (the “**Stock Exchange**”), as well as to undertake any act necessary for and relevant to the allocation of the newly-issued ordinary shares for the purpose of offering for sale to the existing shareholders proportionate to their respective shareholdings in compliance with the applicable laws; and (d) to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, to amend the terms in the Memorandum of Association in accordance with the registrar’s order in order to complete the registration.
- (3) The Company approved the allocation of not exceeding 1,365,576,042 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to offer for sale to the

existing shareholders proportionate to their respective shareholdings (Rights Offering), at the allocation ratio of 5 existing ordinary shares to 1 newly-issued ordinary shares, at the offering price of Baht 0.40 per share.

- (4) The shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription), provided that the oversubscribing shareholders shall be entitled to the oversubscription shares only after there are shares remaining from the allocation to the existing shareholders who subscribe for the shares in accordance with their rights.

In case there are remaining shares after share allocation per rights, the Company shall allocate the remaining shares for shareholders that oversubscribe shares and pay for such oversubscription. However, the allocation for the oversubscription shall not cause any shareholder to receive the share allocation under this Rights Offering for the amount that is more than the number of the existing shares that such shareholder has as of the XR date. As a result, no shareholder that oversubscribe the shares will be entitled to subscribe the shares more than 1 old share to 1 new share. The Company shall allocate the shares in a number proportionate to the existing shareholding of each oversubscribing shareholder.

Any allocation of oversubscription of shares in accordance with the details above must not result in any oversubscribing shareholder holding the shares of the Company in the number that reaches or surpasses the trigger point requiring such shareholder to make a tender offer as specified under the Notification of the Capital Market Supervisory Board No. Tor Chor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers; and any oversubscribing shareholder holding the shares in a manner that is a violation of a foreign shareholding limit specified under the Company's Articles of Association, which currently provide that a foreigner shall not hold shares of more than 49% of the Company's paid-up shares

However, if there are remaining shares after the allocation, the Company's Board of Director is proposed to be authorized to allocate such remaining to reserve for the right adjustment for BROOK-W5, BROOK-W6, and BROOK-W7 in the future (if any).

- (5) The Company approved the allocation of not exceeding 2,731,152,084 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to accommodate the exercise of the BROOK-W6 of not exceeding 2,731,152,084 units which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) at the allocation ratio of 1 newly-issued ordinary shares to 2 unit of the BROOK-W6 without cost, 1 BROOK-W6: 1 ordinary share, and the exercise price of the shares according to the BROOK-W6 is Baht 0.65 per share. The exercise of right period of the BROOK-W6 is 3 years.

In addition, The Board of Directors and/or the Chief Executive Officer or the person delegated by the Board of Directors or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation the BROOK-W6 in all respects in compliance with the applicable laws and in compliance with the approval of the Annual General Meeting of Shareholders, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of the BROOK-W6; (b) the details with respect to the

allocation of the BROOK-W6 i.e. the issuance and allocation of the BROOK-W6 whether shall be allocated on one occasion or more, period for subscribing and payment, ratio of the offering, offering price, payment method and exercise price to purchase ordinary shares including the Record Date for the shareholders who are entitled to receive BROOK-W6; (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of the BROOK-W6 with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of the BROOK-W6 and the ordinary shares from the exercise of the BROOK-W6 on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of the BROOK-W6.

- (6) The Company approved the allocation of not exceeding 682,788,021 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to accommodate the exercise of the BROOK-W7 of not exceeding 682,788,021 units which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) at the allocation ratio of 2 newly-issued ordinary shares to 1 unit of the BROOK-W7 without cost, 1 BROOK-W7: 1 ordinary share, and the exercise price of the shares according to the BROOK-W7 is Baht 1.30 per share. The exercise of right period of the BROOK-W7 is 5 years.

In addition, The Board of Directors and/or the Chief Executive Officer or the person delegated by the Board of Directors or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation the BROOK-W7 in all respects in compliance with the applicable laws and in compliance with the approval of the Annual General Meeting of Shareholders, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of the BROOK-W7; (b) the details with respect to the allocation of the BROOK-W7 i.e. the issuance and allocation of the BROOK-W7 whether shall be allocated on one occasion or more, period for subscribing and payment, ratio of the offering, offering price, payment method and exercise price to purchase ordinary shares including the Record Date for the shareholders who are entitled to receive BROOK-W7; (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of the BROOK-W7 with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of the BROOK-W7 and the ordinary shares from the exercise of the BROOK-W7 on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of the BROOK-W7.

- (7) The Company approved the allocation of the newly-issued ordinary shares of not exceeding 28,000,000 newly-issued ordinary shares, at the par value of Baht 0.125 per share to accommodate the right adjustment of BROOK-W5. The Company shall adjust the rights of BROOK-W5 in case that the Company offers the newly-issued ordinary

shares and any newly-issued securities where such securities offer the rights to subscribe of the ordinary shares which have the average price of newly-issued shares or such newly-issued shares to be issued or such allocation lower than 90% of the market price off the ordinary shares of the Company to be in accordance with the right adjustment indicated in the Terms and Conditions of BROOK-W5.

Remark: The required ordinary shares that shall be allocated to accommodate the rights adjustment of BROOK-W5 shall be in accordance with clauses 1.5.2 of the Terms and Conditions, and Rights of the Issuers and Holders of the Warrants to Purchase Ordinary Shares of the Company No. 5 dated 21 May 2019. At present, the ordinary shares that have been allocated to accommodate the rights adjustment of BROOK-W5 is equivalent to 459,063,603 shares and the ordinary shares that shall be allocated to allocate the rights adjustment pursuant to clauses 1.5.2 are equivalent to 28,000,000 shares. Therefore, the additional ordinary shares that shall be allocated to accommodate the rights adjustment of BROOK-W5 are 28,000,000 shares.

For the ordinary shares that shall be allocated in the amount of 28,000,000 shares, they shall be calculated from the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days before the first date on which the ordinary shareholders will not be entitled to receive the rights to subscribe the newly-issued ordinary shares or the ordinary shareholders will not be entitled to receive the rights to subscribe any securities that given the rights to subscribe newly-issued ordinary shares (the first date that the Stock Exchange has posted the “XR” or “XW” signs) in case offering to the existing shareholders proportionate to their respective shareholdings (Rights Offering).

However, the Company has determined the date to record the names of the shareholders who are entitled to subscribe the newly-issued ordinary shares (Record Date) to be 6 May 2021. Therefore, the first date that the Stock Exchange has posted the “XR” signs will be 5 May 2021.

On the date of the Board of Directors’ meeting, the Company is not certain on the market price; therefore, the allocation for the additional shares to accommodate the BROOK-W5 in the amount of 28,000,000 shares by using preliminary estimates to calculate. If the amount of shares that shall be allocated proposed to the meeting of the shareholders are not sufficient, the Company shall further propose to the meeting of the shareholders to approve in order to protect the rights of the warrants holders.

- (8) In addition, the Board of Directors, and/or the Chief Executive Officer, and/or any person appointed by the Board of Directors and/or the Chief Executive Officer, shall be authorized to undertake the following acts: (a) to consider and determine the details of the allocation of the newly-issued shares pursuant to Clauses 7 and 8 to be in compliance with the laws and regulations governing the issuance and offer for sale of the securities under the Thai law and any foreign laws and regulations; (b) to determine or change the details of the allocation, such as whether the newly-issued ordinary shares shall be allocated on one occasion or more, or any alterations to the offering period, allocation ratio, offering price, payment method, or any other details with respect to the allocation and the offer for sale i.e. to change the Record Date on which the shareholders who are entitled to the allocation of the newly-issued ordinary shares; (c) to execute application forms for permission and relaxation, notices, as well as any documentation relevant to the allocation of the newly-issued ordinary shares, including

to contact and file the documentation with the officials or representatives of the relevant agencies, as well as the listing of the newly-issued ordinary shares on the Stock Exchange of Thailand and to undertake any act necessary for and relevant to the allocation of the newly-issued ordinary shares; and (d) to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, in accordance with the registrar's order so as to complete the registration.

2.2 Company procedure regarding fractions of shares

In the case where there are fractions of shares from the allocation of the newly-issued ordinary shares or of the BROOK-W6 BROOK-W7 from the calculation of the allocation of each of the shareholders, the fraction shall be rounded down.

3. Scheduling of the shareholders meeting to seek approval for the capital increase and the allocation of the newly-issued shares

Extraordinary General Meeting of Shareholders No.1/2564 is scheduled to be convened on 4 June 2021 at 10.00 a.m., by electronic meeting (E-EGM) and the date to record the names of the shareholders who are entitled to attend the meeting (record date) is scheduled on 6 May 2021.

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

4.1 The Company will file the application form for the registration of the capital increase, amendment to the Memorandum of Association, and amendment to the paid-up capital to the Department of Business Development, Ministry of Commerce.

4.2 The Company will file the application for the listing of the newly-issued shares as listed securities to the Stock Exchange 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

	Type of shares allocation	Estimated amount to be received approximately (Baht million)	Objectives of the issuance of the newly-issued ordinary shares and the plan to use the proceeds derived from the issuance
1.	The offer for sale to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering)		
	1) The offer for sale to the existing shareholders of the Company proportionate to their respective shareholdings	546.23	In this regard, in the case where the newly-issued ordinary shares issued and offered for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering) are fully subscribed, the Company would be able to obtain the proceeds of not less than Baht 568.56 million to invest in modern open technologies in the Digital Asset

	Type of shares allocation	Estimated amount to be received approximately (Baht million)	Objectives of the issuance of the newly-issued ordinary shares and the plan to use the proceeds derived from the issuance
	(Rights Offering)		ecosystem. This includes block chain technologies relating to smart contracts, centralize exchanges, decentralize exchanges, and decentralize finance. The investment can be in the form of, but not limited to, security tokens, shares, or options in promising new technology companies. For the investment in Digital Assets that was made in the past, the Company shall use part or all of the proceeds from the subscription of the Rights Offering to repay the loan or use the remaining balance for the working capital or make the future investment in the Digital Assets to meet the total budget of Baht 1,200 mn
	2) The exercise of BROOK-W6	1,775.25	In the next 3 years, the company will use proceeds for investment and to expand and scale operations in Digital Assets. The Company may also use proceed and also for the working capital
	3) The exercise of BROOK-W7	887.62	In the next 5 years, the company will use proceed to invest in technology for operations , for investment and also the working capital
	Total*	3,209.10	Within 5 years, if the Rights Offering are fully subscribed and BROOK-W6 and BROOK-W7 are fully exercised.

Remarks: *In the event that the newly-issued ordinary shares proportionate to the respective shareholdings (Rights Offering) have been fully allocated and the Warrants have been fully exercised.

*The Company has been informed from The Securities and Exchange Commission, Thailand regarding the investment in the digital assets, the Company will comply with the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2008 regarding Criteria for entering into significant transaction that is the acquisition or disposal of assets and Notification of the Board of Governors of the Stock Exchange of Thailand Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (Including Amendments) (collectively, "Notification of Acquisition and Disposition of Assets").

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

- 6.1 The company will greatly benefit from diversifying its business models. Digital Asset is an upcoming trend of the next decade. The ecosystem is developing very rapidly and very few Thai companies have exposure in this sector. The company will be in a unique position as we will be directly invested in one of the top innovative sectors.

6.2 To strengthen the financial structure of the Company and for the Company to have sufficient amount of capital to accommodate the business operation and the expansion of the business of the Company.

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

7.1 Shareholders will receive BROOK-W6 and BROOK-W7 which in the long run can be exercised if the share price goes above the strike price.

7.2 The Company has established a policy to distribute dividends of not less than 50 percent of the net profits after deductions 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.

7.3 Subscribers for the newly-issued shares shall be entitled to dividends from the operational results upon their registration as Company's shareholders by having their names appears in the shareholder register book and the Company declaration of dividends. However, this is subject to the relevant law and regulations.

8. Impact to the shareholders that may happen from the allocation of the newly-issued ordinary shares of the Company

- Please see the impact on shareholders that may arise from the allocation of the newly issued ordinary shares according to the Company's plan at Appendix.

9. 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

9.1 Opinions of the Board of Directors with respect to the Capital Increase

9.1.1 Reasons and necessity of the Capital Increase

The reason for capital increase is to invest in modern open technologies in the Digital Asset ecosystem. The necessity is due to the timing of global adoption of Digital Assets. The past 6 months have been the start of large global institutional money investing in Digital Assets and many NASDAQ companies announcing services relating to Digital Assets. The notable names include Microstrategy, Tesla, Mass General insurance, Rothschild Investment Corporation, Paypal, Square, and Marathon Patent Group.

The investment strategy in Cryptocurrency will be a diversified portfolio of multiple sectors in the Digital Asset Ecosystem, including but not limited to Bitcoin, Ethereum, Binance, Uniswap, Enjin, Filecoin, and other stable coin digital currencies. The investment budget framework will be made by the Board which may assign its authority for investment decision to the Investment Committee.

The Board believes that blockchain technology which powers the Digital Asset Ecosystem has the potential to disrupt traditional financial services. With the growing adoption by retail and

major global institutions, the network effect is becoming more robust, more secure, and more valuable. The open-source nature of the ecosystem is fueling innovation and congruence at rapid speed. Major companies are now integrating digital asset services into their business models. The Board believes the digital asset ecosystem is still young and has long-term growth potential.

However, Digital Assets are volatile in the near term and the prices may be subject to fluctuations. There is therefore no assurance as to the timing, quantity, type or price and currency risk.

9.1.2 The Possibilities of budget plan for the use of proceeds

The Company expects to issue and offer the sale of shares proportionate to their respective shareholding (Rights Offering) to complete by June 2021.

To be allocated in Digital Assets and Digital technology according to opportunities which is determined by the Investment Committee.

9.1.3 The expected effects that may impact the business operation of the Company including financial status and performance of the Company resulting from the capital increase and budget plan for the use of proceeds or projects

The issuance of the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) will enable the Company to reduce debt obligations which shall create the stability of the capital structure of the Company including cause the Company to have working capital for operation. The capital increase shall not create negative impact to the business operation of the Company.

9.1.4 Representations of the Board of Directors regarding the capital increase

According to the Section 85 of the Public Company Limited Act B.E. 2535 (including any amendment thereto), in the case that the directors of the Company do not comply with the laws, the objectives, the articles of association of the Company, and the resolution of the meeting of shareholders in loyalty and care to preserve the interest of the Company on matters relating to the increase of registered capital, resulting that the performance of any act or non-performance of any act which fails to comply with the aforementioned duties and causes damages to the Company, the Company may claim compensation from the directors. In the case where the Company fails to make such claim, any one or more shareholders holding shares amounting to not less than five percent of the total number of issued shares of the Company may notify the Company requesting the Company to make such a claim. If the Company fails to take action as directed by the said shareholders, such shareholders may bring a suit to the court to claim compensation on behalf of the Company. In addition, according to Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendment thereto), in the case where the director acts or omits to act in such a way that not comply with the laws, the objectives, the articles of association and the resolution of the meeting of shareholders with due care and loyalty to preserve the interest of the Company on the matters relating to the increase of registered capital, resulting that the director, the executive or the related person to obtain undue benefits, the Company may bring an action against the director for disgorgement of such benefits to the Company. In this regard, a shareholder or shareholders who hold shares and have the right to vote amounting to not less than 5 percent of the total number of voting rights of the

Company may notify the Company requesting the Company to bring the aforementioned action and if the Company fails to proceed as requested within one month from the date of the notice, such shareholder or shareholders may bring an action for disgorgement of benefits on behalf of the Company.

10. Schedule of the capital increase/ the allocation of the newly-issued shares is approved by the Board of Directors

Procedures	Date / Month / Year
1. The Board of Directors' Meeting No.1/2021	25 February 2021
<p>2. The Company's Board of Directors stipulates the final number of shares to be issued for the capital increase for allocation to the existing shareholders on the pro rata basis (Rights Offering) and the final number of BROOK-W6 and BROOK-W7 which will be issued for free to the existing shareholders that subscribe shares under the Rights Offering only, and also determines the exact number of new shares which will be issued to support the exercise of BROOK-W6 and BROOK-W7 and determines the number of new shares which will be issued to support the right adjustment for BROOK-W5 as a result of the Rights Offering's price of Baht 0.40/shares* in case that after March 2021, any of BROOK-W5 still remains (Remark: *the Rights Offering price at Baht 0.40/shares is considered the low price with the value less than 90% of the current market price of the shares. The right adjustment is required in accordance with the covenant of BROOK-W5)</p> <p>However, (1) the rights offering ratio, the right offering price will be the same as those approved by the Company's Board of Directors on 25 February 2021 to propose to the shareholders for their consideration ie. 5 old shares for 1 new shares at the price of Baht 0.40/share (2) the entitlement ratio for the allocation of BROOK-W6 and BROOK-W7 for free to the existing shareholders that subscribe the shares under the Rights</p>	19 April 2021

<p>Offering, the exercise ratio, the exercise price, and the period term of the respective BROOK-W6 and BROOK-W7 will remain unchanged from the stipulation made by the Company's Board of Directors on 25 February 2021 to propose to the shareholders for their consideration ie.</p> <ul style="list-style-type: none"> • BROOK-W6: Entitlement ratio is that 1 Right offering share for 2 units of BROOK-W6 with the exercise ratio of 1 unit of BROOK-W6 for 1 new share and with the exercise price of Baht 0.65/share with the 3-year period term • BROOK-W7: Entitlement ratio is that 2 Right offering shares for 1 unit of BROOK-W7 with the exercise ratio of 1 unit of BROOK-W7 for 1 new share and with the exercise price of Baht 1.30/share with the 5-year period term 	
<p>3. The date to record the names of the shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders 1/2021 (Record Date)</p>	<p>6 May 2021</p>
<p>4. The date to record the names of the shareholders who are entitled to subscribe for the newly-issued ordinary shares (Record Date)</p>	<p>6 May 2021</p>
<p>5. The Extraordinary General Meeting of Shareholders 1/2021</p>	<p>4 June 2021</p>
<p>6. Registration of increase in the paid-up capital with the Ministry of Commerce</p>	<p>Within 14 days after the end of the share subscription period</p>
<p>7. Subscription period for the newly-issued ordinary shares</p>	<p>Not less than five business days which is 21-25 June 2021</p>
<p>8. Registration of increase in the paid-up capital with the Ministry of Commerce</p>	<p>Within 14 days after the end of the share subscription period</p>

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

The Brooker Group Public Company Limited

(Mr. Chan Bulakul)
Chief Executive Officer

Appendix

Impact to the shareholders that may happen from the allocation of the newly-issued ordinary shares of the Company

1. No Warrant Holders exercise BROOK-W5 before post XR signed
 - 1.1 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”)
 - Earnings per Share Dilution – in this case, it shall not affect
 - Price Dilution – in this case, it shall not affect
 - Control Dilution) – in this case, it shall not affect
 - 1.2 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”) but the shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription) which result. As a result, the number of shares (Rights Offering) ("RO") has been successfully issued and offered in full.

Various effects can be categorized into 4 events as follows:

1) No warrant holders BROOK-W6 and BROOK-W7 exercise

$$\begin{aligned}
 &\text{Number of Shares after RO without BROOK-W5 exercise} \\
 &= \text{No. of existing paid-up shares} + \text{No. of RO shares} \\
 &= 6,827,880,207 + \frac{6,827,880,207}{5} \\
 &= 6,827,880,207 + 1,365,576,042 \\
 &= 8,193,456,249 \text{ shares}
 \end{aligned}$$

which will be called “No. of shares after RO without BROOK-W5 exercise ”

- Earnings Per Share Dilution)

$$\begin{aligned}
 \text{EPS Dilution} &= \frac{\text{EPS}_{\text{present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}} \\
 \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\
 &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \\
 \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{\text{Net profit}}{\text{No. of shares after RO without BROOK-W5 exercise}} \\
 &= \frac{63,222,746.66}{8,193,456,249} = 0.0077 \text{ baht/share}
 \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0077}{0.0093} = 17.20\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}}$

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise})]}{\text{No. of shares after RO without BROOK-W5 exercise}}$$

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042)]}{8,193,456,249}$$

$$= 0.5167 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5167}{0.54} = 4.31\%$$

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,193,456,249} = 16.67\%$$

2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

No. of shares after RO without BROOK-W5 exercise, full W6 Exercise

= No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W6 Exercise

$$= 8,193,456,249 + (1,365,576,042 \times 2)$$

$$= 8,193,456,249 + 2,731,152,084$$

$$= 10,924,608,333 \text{ shares}$$

which will be called "No. of shares after RO without BROOK-W5 exercise, full W6 Exercise"

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{63,222,746.66}{10,924,608,333} = 0.0058 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0058}{0.0093} = 37.63\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084)]}{10,924,608,333} \\ &= \frac{6,008,534,583}{10,924,608,333} = 0.55 \text{ baht/share} \end{aligned}$$

Due to Price No. of shares after RO without BROOK-W5 exercise, full W6 Exercise is equal to 0.55 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution.

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{10,924,608,333} = 37.50\%$$

3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,193,456,249 + \frac{(1,365,576,042)}{2}$$

$$= 8,193,456,249 + 682,788,021$$

$$= 8,876,244,270 \text{ shares}$$

which will be called “No. of shares after RO without BROOK-W5 exercise, full W7 Exercise.”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} = \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{63,222,746.66}{8,876,244,270} = 0.0071 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0071}{0.0093} = 23.66\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$

$$= [(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]$$

$\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}$

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (1.30 \times 682,788,021)]}{8,876,244,270}$$

$$= \frac{5,120,910,155}{8,876,244,270} = 0.5769 \text{ baht/share}$$

Due to $\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$ is equal to 0.5769 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,876,244,270} = 23.08\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

$\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}$

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,193,456,249 + (1,365,576,042 \times 2) + \frac{(1,365,576,042)}{2}$$

$$= 8,193,456,249 + 2,731,152,084 + 682,788,021$$

$$= 11,607,396,354 \text{ shares}$$

which is called "No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise"

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}} \\ &= \frac{63,222,746.66}{11,607,396,354} = 0.0054 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0054}{0.0093} = 41.94 \%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084) + (1.30 \times 682,788,021)]}{11,607,396,354} \\ &= \frac{6,896,159,010}{11,607,396,354} = 0.5941 \text{ baht/share} \end{aligned}$$

Due to Price_{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise} is equal to 0.5941 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{11,607,396,354} = 41.18\%$$

2. In the event that the BROOK-W5 convertible rights are fully exercised prior to the XR sign date and the existing shareholders do not hold BROOK-W5, they do not have conversion rights.

2.1 In the event that no existing shareholders subscribe for RO shares, including BROOK-W5 holders who have converted to ordinary shares before the XR sign date, subscribe for RO shares.

Existing shareholders who do not hold BROOK-W5 will only be affected by the conversion of BROOK-W5 as follows:

Current number of paid-up ordinary shares + the total number of ordinary shares to be reserved for conversion of BROOK-W5 after the adjustment of rights under Clause 1.5.5 arising from a cash dividend payment of more than 80 percent of the Company's net profit.

$$= 6,827,880,207 + 263,820,926$$

$$= 7,091,701,133 \text{ shares}$$

which is called “No. of shares after conversion of BROOK-W5 with new right adjustment no. 1”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} = \frac{\text{Net profit}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

$$= \frac{63,222,746.66}{7,091,701,133} = 0.0089 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0089}{0.0093} = 4.30\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$\text{Price}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{new ex-price BROOK-W5} \times \text{total No. of shares reserve for BROOK-W5 exercise after adjustment})]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(0.54 \times 6,827,880,207) + (0.225 \times 263,820,926)]}{7,091,701,133}$$

$$= 0.5283 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5283}{0.54} = 2.17\%$$

- Control Dilution)

$$= \frac{[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

$$= 1 - \frac{6,827,880,207}{7,091,701,133} = 3.72\%$$

2.2 In the case of existing shareholders, including BROOK-W5 holders who convert to ordinary shares prior to the XR sign date, fully subscribe for RO shares,

Various effects can be categorized into 4 events as follows

1) No warrant holders BROOK-W6 and BROOK-W7 are exercised

Total number of shares that are eligible to subscribe for RO shares
= 7,091,701,133 share

RO shares to be allocated

$$\frac{7,091,701,133}{5} = 1,418,340,227 \text{ share}$$

$$\text{Total No. of shares after RO} = 8,510,041,360 \text{ share}$$

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise}} \\ &= \frac{63,222,746.66}{8,510,041,360} = 0.0074 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0074}{0.0093} = 20.43\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares})]}{\text{No. of shares after RO with BROOK-W5 exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,22)]}{8,510,041,360} \\ &= 0.5069 \text{ baht/share} \end{aligned}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5069}{0.54} = 6.13\%$$

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{8,510,041,360} = 19.77\% \end{aligned}$$

- 2) **An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted**

$$\begin{aligned} & \text{No. of shares after RO with BROOK-W5 exercise} + \text{No. of share reserve for W6 Exercise} \\ & = 8,510,041,360 + (1,418,340,227 \times 2) \\ & = 11,346,721,814 \text{ shares} \end{aligned}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W6 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}} \\ &= \frac{63,222,746.66}{11,346,721,814} = 0.0056 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0056}{0.0093} = 39.78\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W6} \times \text{No. of shares reserve for W6}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454)]}{11,346,721,814} \\ &= 0.5427 \text{ Baht /share} \end{aligned}$$

Due to $\text{Price}_{\text{No. of shares after RO with BROOK-W6 exercise, full W6 Exercise}}$ is equal to 0.5427 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{11,346,721,814} = 39.83\%$$

3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO with BROOK-W5 exercise, full W7 Exercise
 = No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W7 Exercise

$$= 8,510,041,360 + \frac{(1,418,340,227)}{2}$$

$$= 9,219,211,474 \text{ shares}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise , full W7 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise , full W7 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}$$

$$= \frac{63,222,746.66}{9,219,211,474} = 0.0069 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0069}{0.0093} = 25.81\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No.

2/2021 dated 19 April 2021 (between 23 March to 16 April 2021)
(the information from SETSMART) is Baht 0.54

$$\text{Price No. of shares after RO with BROOK-W5 exercise, full W7 exercise} = \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (1.30 \times 709,170,114)]}{9,219,211,474}$$

$$= 0.5679 \text{ baht/share}$$

Due to Price No. of shares after RO with BROOK-W5 exercise, full W7 Exercise is equal to 0.5679 baht/share which is higher than Price present which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{9,219,211,474} = 25.94\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

$$\begin{aligned} \text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise} &= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise} \\ &= 8,510,041,360 + (1,418,340,227 \times 2) + \frac{(1,418,340,227)}{2} \\ &= 12,055,891,928 \text{ shares} \end{aligned}$$

which will be called “No. of shares after RO with BROOK-W5 exercise, full W6 W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{12,055,891,928} = 0.0052 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0052}{0.0093} = 44.09\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W7 exercise}} = \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454) + (1.30 \times 709,170,114)]}{12,055,891,928}$$

$$= 0.5872 \text{ baht/ share}$$

Due to $\text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$ is equal to 0.5872 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{12,055,891,928} = 43.36\%$$

**Summary of Features of Warrants to Purchase Ordinary Shares of
The Brooker Group Public Company Limited No. 6 (BROOK-W6)**

1. Preliminary details of the Warrants

Securities issuer and offeror	The Brooker Group Public Company Limited (the “Company”)
Name of Securities offered for sale	Warrants to Purchase Newly-issued Ordinary Shares of The Brooker Group Public Company Limited No. 6 (BROOK-W6) (the “Warrants”)
Type	Registered certificate and transferable
Number of warrants issued and offered for sale	Not exceeding 2,731,152,084 units
Number of shares reserved to accommodate the exercise of the Warrants	Not exceeding 2,731,152,084 shares (at the par value of Baht 0.125 per share), equivalent to 33.33 percent of the total 1,365,576,042 sold shares of the Company after the offer for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings. No shares remained from the issuance and offer for sale.
Offering method / Allocation ratio	<p>The allocation of the Warrants to the existing shareholders who are entitled to the allocation of the newly-issued shares issued and offered for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), at the ratio of 1 newly-issued ordinary shares to 2 unit of the Warrant.</p> <p>In this regard, in the case where there are fractions of the Warrants from the calculation of the allocation, the fraction shall be rounded down. The Warrants remained from the allocation will be cancelled by the Company; therefore, the remaining Warrants will be proportionate to the allocated portion.</p>
Offering price per unit	Baht -0-
Exercise ratio	1 unit of the Warrant is entitled to purchase 1 newly-issued ordinary share with the exception for the case of the adjustment of rights in accordance with the adjustment conditions.
Exercise price	Baht 0.65 per share with the exception of the case of the adjustment of rights in accordance with the adjustment conditions.

Term of the Warrants	3 years from the issuance date of the Warrants
Exercise period	<p>The warrant holders may exercise their rights under the Warrants on every last business day of March, June, September and December.</p> <p>The last exercise date is the date on which the Warrants has the term of 3 years from the issuance date of the Warrants.</p> <p>In the event that any exercise date does not fall on a business day, the exercise date will be the business day prior to such date.</p>
Period for notification of intention to exercise	<p>The warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions within the period of 5 business days prior to each exercise date.</p> <p>For the last exercise date, the warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions to exercise the Warrants to purchase ordinary shares at least 15 days prior to the last exercise date.</p>
Irrevocability of the notice of intention to exercise the Warrants	The intention to exercise the Warrants may not be revoked after the warrant holders notify their intentions to purchase the ordinary shares under the Warrants.
Secondary market of the Warrants	The Company will file an application to list the Warrants as listed securities on the Stock Exchange of Thailand (the “ Stock Exchange ”).
Secondary market of the ordinary shares issued from the exercise of the Warrants	The Company will list the ordinary shares issued from the exercise of the Warrants as the listed securities on the Stock Exchange.
Reasons to issue new shares to accommodate the adjustment of rights	<p>The Company will adjust the exercise price and/or the exercise ratio in accordance with the conditions on the adjustment of rights upon the occurrence of any of the events stipulated in the terms and conditions of the Warrants as prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly-Issued Warrants and Newly Issued Underlying Shares or any similar circumstances, such as:</p> <ul style="list-style-type: none"> (a) The par value of the Company’s shares is changed due to a reverse share split or a share split; (b) The Company offers for sale the newly-issued shares at the price lower than the market price; (c) The Company offers for sale the convertible debentures or the warrants at the price lower than the market price; (d) The Company, wholly or partially, pays the dividend in a form of newly-issued shares to the shareholders;

	<p>(e) The Company pays the dividend in cash in an amount exceeding which is specified under the terms and conditions;</p> <p>(f) Any other circumstances similar to (a)–(e) which may prejudice the interests or returns to which the holders of the Warrants are entitled upon the exercise of the Warrants.</p>
Warrants registrar	Thailand Securities Depository Co., Ltd. or any person appointed as the registrar of the Warrants in place of Thailand Securities Depository Co., Ltd.
Other conditions	The Board of Directors and/or the Chief Executive Officer and/or the person delegated by the Board of Directors and/or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation the Warrants in all respects in compliance with the applicable laws, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of the Warrants; (b) the details with respect to the allocation thereof (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of the Warrants with the Office of the Securities and Exchange Commission, the Stock Exchange, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of the ordinary shares from the exercise of the Warrants on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of the Warrants.
Objectives of the issuance of the Warrants and the benefits that the Company shall receive from the allocation of the newly-issued shares	The company will use proceeds to expand and scale operations in Digital Assets. Alternatively, the Company may also use proceed for investment.

2. Impacts from the issuance and allocation of the Warrants

As the issuance of the Warrants to Purchase Newly-issued Ordinary Shares of The Brooker Group Public Company Limited No. 6 (BROOK-W6) (the “Warrants”) will be issued to the existing shareholders who subscribe the newly-issued shares issued to their proportionate shareholding (Rights Offering) only; therefore, the impact of the issuance and allocation of BROOK-W6 will occur with the exercise of right to subscribe such newly-issued shares. The calculation of such impact shall refer to the exercise of right to subscribe the newly-issued shares to the existing shareholders to their proportionate shareholding (Rights Offering).

Please see Appendix

Appendix

Impact to the shareholders that may happen from the allocation of the newly-issued ordinary shares of the Company

1. No Warrant Holders exercise BROOK-W5 before post XR signed
 - 1.1 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”)
 - Earnings per Share Dilution – in this case, it shall not affect
 - Price Dilution – in this case, it shall not affect
 - Control Dilution) – in this case, it shall not affect
 - 1.2 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”) but the shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription) which result. As a result, the number of shares (Rights Offering) ("RO") has been successfully issued and offered in full.

Various effects can be categorized into 4 events as follows:

1) No warrant holders BROOK-W6 and BROOK-W7 exercise

$$\begin{aligned}
 &\text{Number of Shares after RO without BROOK-W5 exercise} \\
 &= \text{No. of existing paid-up shares} + \text{No. of RO shares} \\
 &= 6,827,880,207 + \frac{6,827,880,207}{5} \\
 &= 6,827,880,207 + 1,365,576,042 \\
 &= 8,193,456,249 \text{ shares}
 \end{aligned}$$

which will be called “No. of shares after RO without BROOK-W5 exercise ”

- Earnings Per Share Dilution)

$$\begin{aligned}
 \text{EPS Dilution} &= \frac{\text{EPS}_{\text{present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}} \\
 \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\
 &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \\
 \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{\text{Net profit}}{\text{No. of shares after RO without BROOK-W5 exercise}} \\
 &= \frac{63,222,746.66}{8,193,456,249} = 0.0077 \text{ baht/share} \\
 \text{EPS Dilution} &= \frac{0.0093 - 0.0077}{0.0093} = 17.20\%
 \end{aligned}$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise})]}{\text{No. of shares after RO without BROOK-W5 exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042)]}{8,193,456,249} \\ &= 0.5167 \text{ baht/share} \end{aligned}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5167}{0.54} = 4.31\%$$

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{8,193,456,249} = 16.67\% \end{aligned}$$

2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

$$\begin{aligned} \text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise} &= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} \\ &= 8,193,456,249 + (1,365,576,042 \times 2) \\ &= 8,193,456,249 + 2,731,152,084 \\ &= 10,924,608,333 \text{ shares} \end{aligned}$$

which will be called "No. of shares after RO without BROOK-W5 exercise, full W6 Exercise"

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{63,222,746.66}{10,924,608,333} = 0.0058 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0058}{0.0093} = 37.63\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084)]}{10,924,608,333} \\ &= \frac{6,008,534,583}{10,924,608,333} = 0.55 \text{ baht/share} \end{aligned}$$

Due to $\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}$ is equal to 0.55 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution.

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{10,924,608,333} = 37.50\%$$

3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise
 = No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W7 Exercise
 = 8,193,456,249 + $\frac{(1,365,576,042)}{2}$
 = 8,193,456,249 + 682,788,021
 = 8,876,244,270 shares

which will be called “No. of shares after RO without BROOK-W5 exercise, full W7 Exercise.”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} = \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{63,222,746.66}{8,876,244,270} = 0.0071 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0071}{0.0093} = 23.66\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (1.30 \times 682,788,021)]}{8,876,244,270}$$

$$= \frac{5,120,910,155}{8,876,244,270} = 0.5769 \text{ baht/share}$$

Due to Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise is equal to 0.5769 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,876,244,270} = 23.08\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,193,456,249 + (1,365,576,042 \times 2) + \frac{(1,365,576,042)}{2}$$

$$= 8,193,456,249 + 2,731,152,084 + 682,788,021$$

$$= 11,607,396,354 \text{ shares}$$

which is called “No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{11,607,396,354} = 0.0054 \text{ baht/share}$$

EPS Dilution = $\frac{0.0093 - 0.0054}{0.0093} = 41.94 \%$

- Price Dilution

Price Dilution = $\frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{Price}_{\text{present}}}$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= [(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]$$

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084) + (1.30 \times 682,788,021)]}{11,607,396,354}$$

$$= \frac{6,896,159,010}{11,607,396,354} = 0.5941 \text{ baht/share}$$

Due to $\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$ is equal to 0.5941 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{11,607,396,354} = 41.18\%$$

2. In the event that the BROOK-W5 convertible rights are fully exercised prior to the XR sign date and the existing shareholders do not hold BROOK-W5, they do not have conversion rights.

2.1 In the event that no existing shareholders subscribe for RO shares, including BROOK-W5 holders who have converted to ordinary shares before the XR sign date, subscribe for RO shares.

Existing shareholders who do not hold BROOK-W5 will only be affected by the conversion of BROOK-W5 as follows:

Current number of paid-up ordinary shares + the total number of ordinary shares to be reserved for conversion of BROOK-W5 after the adjustment of rights under Clause 1.5.5 arising from a cash dividend payment of more than 80 percent of the Company's net profit.

$$= 6,827,880,207 + 263,820,926$$

$$= 7,091,701,133 \text{ shares}$$

which is called “No. of shares after conversion of BROOK-W5 with new right adjustment no. 1”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} &= \frac{\text{Net profit}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} \\ &= \frac{63,222,746.66}{7,091,701,133} = 0.0089 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0089}{0.0093} = 4.30\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{new ex-price BROOK-W5} \times \text{total No. of shares reserve for BROOK-W5 exercise after adjustment})]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(0.54 \times 6,827,880,207) + (0.225 \times 263,820,926)]}{7,091,701,133}$$

$$= 0.5283 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5283}{0.54} = 2.17\%$$

- Control Dilution)

$$= \frac{[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

$$= 1 - \frac{6,827,880,207}{7,091,701,133} = 3.72\%$$

2.2 In the case of existing shareholders, including BROOK-W5 holders who convert to ordinary shares prior to the XR sign date, fully subscribe for RO shares,

Various effects can be categorized into 4 events as follows

1) No warrant holders BROOK-W6 and BROOK-W7 are exercised

$$\begin{aligned} \text{Total number of shares that are eligible to subscribe for RO shares} \\ = 7,091,701,133 \text{ share} \end{aligned}$$

RO shares to be allocated

$$\frac{7,091,701,133}{5} = 1,418,340,227 \text{ share}$$

$$\text{Total No. of shares after RO} = 8,510,041,360 \text{ share}$$

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise}}$$

$$= \frac{63,222,746.66}{8,510,041,360} = 0.0074 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0074}{0.0093} = 20.43\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares})]}{\text{No. of shares after RO with BROOK-W5 exercise}} \end{aligned}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,22)]}{8,510,041,360}$$

$$= 0.5069 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5069}{0.54} = 6.13\%$$

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,510,041,360} = 19.77\%$$

2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

$$\begin{aligned} \text{No. of shares after RO with BROOK-W5 exercise} + \text{No. of share reserve for W6 Exercise} \\ &= 8,510,041,360 + (1,418,340,227 \times 2) \\ &= 11,346,721,814 \text{ shares} \end{aligned}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W6 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}} \\ &= \frac{63,222,746.66}{11,346,721,814} = 0.0056 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0056}{0.0093} = 39.78\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W6} \times \text{No. of shares reserve for W6}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454)]}{11,346,721,814} \\ &= 0.5427 \text{ Baht /share} \end{aligned}$$

Due to $\text{Price}_{\text{No. of shares after RO with BROOK-W6 exercise, full W6 Exercise}}$ is equal to 0.5427 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{11,346,721,814} = 39.83\% \end{aligned}$$

3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO with BROOK-W5 exercise, full W7 Exercise

= No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W7 Exercise

$$= 8,510,041,360 + \frac{(1,418,340,227)}{2}$$

$$= 9,219,211,474 \text{ shares}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise , full W7 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise , full W7 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}$$

$$= \frac{63,222,746.66}{9,219,211,474} = 0.0069 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0069}{0.0093} = 25.81\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after RO with BROOK-W5 exercise ,full W7 exercise

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (1.30 \times 709,170,114)]}{9,219,211,474}$$

$$= 0.5679 \text{ baht/share}$$

Due to Price No. of shares after RO with BROOK-W5 exercise, full W7 Exercise is equal to 0.5679 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{9,219,211,474} = 25.94\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,510,041,360 + (1,418,340,227 \times 2) + \frac{(1,418,340,227)}{2}$$

$$= 12,055,891,928 \text{ shares}$$

which will be called “ No. of shares after RO with BROOK-W5 exercise , full W6 W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{12,055,891,928} = 0.0052 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0052}{0.0093} = 44.09\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W7 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454) + (1.30 \times 709,170,114)]}{12,055,891,928} \end{aligned}$$

$$= 0.5872 \text{ baht/ share}$$

Due to Price_{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise} is equal to 0.5872 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{12,055,891,928} = 43.36\% \end{aligned}$$

**Summary of Features of Warrants to Purchase Ordinary Shares of
The Brooker Group Public Company Limited No. 7 (BROOK-W7)**

1. Preliminary details of the Warrants

Securities issuer and offeror	The Brooker Group Public Company Limited (the “Company”)
Name of Securities offered for sale	Warrants to Purchase Newly-issued Ordinary Shares of The Brooker Group Public Company Limited No. 7 (BROOK-W7) (the “Warrants”)
Type	Registered certificate and transferable
Number of warrants issued and offered for sale	Not exceeding 682,788,021 units
Number of shares reserved to accommodate the exercise of the Warrants	Not exceeding 682,788,021 shares (at the par value of Baht 0.125 per share), equivalent to 8.33 percent of the total 1,365,576,042 sold shares of the Company after the offer for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings. No shares remained from the issuance and offer for sale.
Offering method / Allocation ratio	<p>The allocation of the Warrants to the existing shareholders who are entitled to the allocation of the newly-issued shares issued and offered for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), at the ratio of 2 newly-issued ordinary shares to 1 unit of the Warrant.</p> <p>In this regard, in the case where there are fractions of the Warrants from the calculation of the allocation, the fraction shall be rounded down. The Warrants remained from the allocation will be cancelled by the Company; therefore, the remaining Warrants will be proportionate to the allocated portion.</p>
Offering price per unit	Baht -0-
Exercise ratio	1 unit of the Warrant is entitled to purchase 1 newly-issued ordinary share with the exception for the case of the adjustment of rights in accordance with the adjustment conditions.
Exercise price	Baht 1.30 per share with the exception of the case of the adjustment of rights in accordance with the adjustment conditions.

Term of the Warrants	5 years from the issuance date of the Warrants
Exercise period	<p>The warrant holders may exercise their rights under the Warrants on every last business day of March, June, September and December.</p> <p>The last exercise date is the date on which the Warrants has the term of 3 years from the issuance date of the Warrants.</p> <p>In the event that any exercise date does not fall on a business day, the exercise date will be the business day prior to such date.</p>
Period for notification of intention to exercise	<p>The warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions within the period of 5 business days prior to each exercise date.</p> <p>For the last exercise date, the warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions to exercise the Warrants to purchase ordinary shares at least 15 days prior to the last exercise date.</p>
Irrevocability of the notice of intention to exercise the Warrants	The intention to exercise the Warrants may not be revoked after the warrant holders notify their intentions to purchase the ordinary shares under the Warrants.
Secondary market of the Warrants	The Company will file an application to list the Warrants as listed securities on the Stock Exchange of Thailand (the “ Stock Exchange ”).
Secondary market of the ordinary shares issued from the exercise of the Warrants	The Company will list the ordinary shares issued from the exercise of the Warrants as the listed securities on the Stock Exchange.
Reasons to issue new shares to accommodate the adjustment of rights	<p>The Company will adjust the exercise price and/or the exercise ratio in accordance with the conditions on the adjustment of rights upon the occurrence of any of the events stipulated in the terms and conditions of the Warrants as prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly-Issued Warrants and Newly Issued Underlying Shares or any similar circumstances, such as:</p> <ul style="list-style-type: none"> (a) The par value of the Company’s shares is changed due to a reverse share split or a share split; (b) The Company offers for sale the newly-issued shares at the price lower than the market price; (c) The Company offers for sale the convertible debentures or the warrants at the price lower than the market price; (d) The Company, wholly or partially, pays the dividend in a form of newly-issued shares to the shareholders;

	<p>(e) The Company pays the dividend in cash in an amount exceeding which is specified under the terms and conditions;</p> <p>(f) Any other circumstances similar to (a)–(e) which may prejudice the interests or returns to which the holders of the Warrants are entitled upon the exercise of the Warrants.</p>
Warrants registrar	Thailand Securities Depository Co., Ltd. or any person appointed as the registrar of the Warrants in place of Thailand Securities Depository Co., Ltd.
Other conditions	The Board of Directors and/or the Chief Executive Officer and/or the person delegated by the Board of Directors and/or Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation the Warrants in all respects in compliance with the applicable laws, whereby the details are including but not limited to: (a) the preparation of the terms and conditions of the Warrants; (b) the details with respect to the allocation thereof (c) to provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of the Warrants with the Office of the Securities and Exchange Commission, the Stock Exchange, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons; (d) the listing of the ordinary shares from the exercise of the Warrants on the Stock Exchange; and (e) the appointment of the sub-grantee, etc., as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of the Warrants.
Objectives of the issuance of the Warrants and the benefits that the Company shall receive from the allocation of the newly-issued shares	The company will use proceed for major technology upgrade to remain competitive in the industry. Alternatively, the Company may also use proceed for investment.

2. Impacts from the issuance and allocation of the Warrants

As the issuance of the Warrants to Purchase Newly-issued Ordinary Shares of The Brooker Group Public Company Limited No. 7 (BROOK-W7) (the “Warrants”) will be issued to the existing shareholders who subscribe the newly-issued shares issued to their proportionate shareholding (Rights Offering) only; therefore, the impact of the issuance and allocation of BROOK-W6 will occur with the exercise of right to subscribe such newly-issued shares. The calculation of such impact shall refer to the exercise of right to subscribe the newly-issued shares to the existing shareholders to their proportionate shareholding (Rights Offering).

Please see Appendix.

Appendix

Impact to the shareholders that may happen from the allocation of the newly-issued ordinary shares of the Company

1. No Warrant Holders exercise BROOK-W5 before post XR signed
 - 1.1 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”)
 - Earnings per Share Dilution – in this case, it shall not affect
 - Price Dilution – in this case, it shall not affect
 - Control Dilution) – in this case, it shall not affect
 - 1.2 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”) but the shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription) which result. As a result, the number of shares (Rights Offering) ("RO") has been successfully issued and offered in full.

Various effects can be categorized into 4 events as follows:

1) No warrant holders BROOK-W6 and BROOK-W7 exercise

$$\begin{aligned}
 &\text{Number of Shares after RO without BROOK-W5 exercise} \\
 &= \text{No. of existing paid-up shares} + \text{No. of RO shares} \\
 &= 6,827,880,207 + \frac{6,827,880,207}{5} \\
 &= 6,827,880,207 + 1,365,576,042 \\
 &= 8,193,456,249 \text{ shares}
 \end{aligned}$$

which will be called “No. of shares after RO without BROOK-W5 exercise ”

- Earnings Per Share Dilution)

$$\begin{aligned}
 \text{EPS Dilution} &= \frac{\text{EPS}_{\text{present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}} \\
 \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\
 &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \\
 \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{\text{Net profit}}{\text{No. of shares after RO without BROOK-W5 exercise}} \\
 &= \frac{63,222,746.66}{8,193,456,249} = 0.0077 \text{ baht/share} \\
 \text{EPS Dilution} &= \frac{0.0093 - 0.0077}{0.0093} = 17.20\%
 \end{aligned}$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise})]}{\text{No. of shares after RO without BROOK-W5 exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042)]}{8,193,456,249} \\ &= 0.5167 \text{ baht/share} \end{aligned}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5167}{0.54} = 4.31\%$$

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{8,193,456,249} = 16.67\% \end{aligned}$$

2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

$$\begin{aligned} \text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise} &= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} \\ &= 8,193,456,249 + (1,365,576,042 \times 2) \\ &= 8,193,456,249 + 2,731,152,084 \\ &= 10,924,608,333 \text{ shares} \end{aligned}$$

which will be called "No. of shares after RO without BROOK-W5 exercise, full W6 Exercise"

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{63,222,746.66}{10,924,608,333} = 0.0058 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0058}{0.0093} = 37.63\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084)]}{10,924,608,333} \\ &= \frac{6,008,534,583}{10,924,608,333} = 0.55 \text{ baht/share} \end{aligned}$$

Due to $\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}$ is equal to 0.55 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution.

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{10,924,608,333} = 37.50\%$$

3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise
 = No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W7 Exercise
 = 8,193,456,249 + $\frac{(1,365,576,042)}{2}$
 = 8,193,456,249 + 682,788,021
 = 8,876,244,270 shares

which will be called “No. of shares after RO without BROOK-W5 exercise, full W7 Exercise.”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} = \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{63,222,746.66}{8,876,244,270} = 0.0071 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0071}{0.0093} = 23.66\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (1.30 \times 682,788,021)]}{8,876,244,270}$$

$$= \frac{5,120,910,155}{8,876,244,270} = 0.5769 \text{ baht/share}$$

Due to Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise is equal to 0.5769 baht/share which is higher than Price present which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,876,244,270} = 23.08\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

= No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W6 Exercise + No. of Shares reserve for W7 Exercise

$$= 8,193,456,249 + (1,365,576,042 \times 2) + \frac{(1,365,576,042)}{2}$$

$$= 8,193,456,249 + 2,731,152,084 + 682,788,021$$

$$= 11,607,396,354 \text{ shares}$$

which is called “No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{11,607,396,354} = 0.0054 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0054}{0.0093} = 41.94 \%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$$\text{Price}_{\text{present}} = \frac{\text{Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54}}{\text{Price}_{\text{present}}}$$

Price No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= [(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]$$

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084) + (1.30 \times 682,788,021)]}{11,607,396,354}$$

$$= \frac{6,896,159,010}{11,607,396,354} = 0.5941 \text{ baht/share}$$

Due to Price No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise is equal to 0.5941 baht/share which is higher than Price present which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{11,607,396,354} = 41.18\%$$

2. In the event that the BROOK-W5 convertible rights are fully exercised prior to the XR sign date and the existing shareholders do not hold BROOK-W5, they do not have conversion rights.

2.1 In the event that no existing shareholders subscribe for RO shares, including BROOK-W5 holders who have converted to ordinary shares before the XR sign date, subscribe for RO shares.

Existing shareholders who do not hold BROOK-W5 will only be affected by the conversion of BROOK-W5 as follows:

Current number of paid-up ordinary shares + the total number of ordinary shares to be reserved for conversion of BROOK-W5 after the adjustment of rights under Clause 1.5.5 arising from a cash dividend payment of more than 80 percent of the Company's net profit.

$$= 6,827,880,207 + 263,820,926$$

$$= 7,091,701,133 \text{ shares}$$

which is called “No. of shares after conversion of BROOK-W5 with new right adjustment no. 1”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} &= \frac{\text{Net profit}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} \\ &= \frac{63,222,746.66}{7,091,701,133} = 0.0089 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0089}{0.0093} = 4.30\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{new ex-price BROOK-W5} \times \text{total No. of shares reserve for BROOK-W5 exercise after adjustment})]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(0.54 \times 6,827,880,207) + (0.225 \times 263,820,926)]}{7,091,701,133}$$

$$= 0.5283 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5283}{0.54} = 2.17\%$$

- Control Dilution)

$$= \frac{[1 - \text{No. of existing paid-up shares}]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

$$= 1 - \frac{6,827,880,207}{7,091,701,133} = 3.72\%$$

2.2 In the case of existing shareholders, including BROOK-W5 holders who convert to ordinary shares prior to the XR sign date, fully subscribe for RO shares,

Various effects can be categorized into 4 events as follows

1) No warrant holders BROOK-W6 and BROOK-W7 are exercised

$$\begin{aligned} \text{Total number of shares that are eligible to subscribe for RO shares} \\ = 7,091,701,133 \text{ share} \end{aligned}$$

RO shares to be allocated

$$\frac{7,091,701,133}{5} = 1,418,340,227 \text{ share}$$

$$\text{Total No. of shares after RO} = 8,510,041,360 \text{ share}$$

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise}}$$

$$= \frac{63,222,746.66}{8,510,041,360} = 0.0074 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0074}{0.0093} = 20.43\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares})]}{\text{No. of shares after RO with BROOK-W5 exercise}} \end{aligned}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,22)]}{8,510,041,360}$$

$$= 0.5069 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5069}{0.54} = 6.13\%$$

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,510,041,360} = 19.77\%$$

2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

$$\begin{aligned} \text{No. of shares after RO with BROOK-W5 exercise} + \text{No. of share reserve for W6 Exercise} \\ &= 8,510,041,360 + (1,418,340,227 \times 2) \\ &= 11,346,721,814 \text{ shares} \end{aligned}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W6 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}} \\ &= \frac{63,222,746.66}{11,346,721,814} = 0.0056 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0056}{0.0093} = 39.78\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W6} \times \text{No. of shares reserve for W6}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454)]}{11,346,721,814} \\ &= 0.5427 \text{ Baht /share} \end{aligned}$$

Due to $\text{Price}_{\text{No. of shares after RO with BROOK-W6 exercise, full W6 Exercise}}$ is equal to 0.5427 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{11,346,721,814} = 39.83\% \end{aligned}$$

- 3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted

No. of shares after RO with BROOK-W5 exercise, full W7 Exercise

= No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W7 Exercise

$$= 8,510,041,360 + \frac{(1,418,340,227)}{2}$$

$$= 9,219,211,474 \text{ shares}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise , full W7 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise , full W7 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}$$

$$= \frac{63,222,746.66}{9,219,211,474} = 0.0069 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0069}{0.0093} = 25.81\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

Price_{present} = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after RO with BROOK-W5 exercise ,full W7 exercise

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (1.30 \times 709,170,114)]}{9,219,211,474}$$

$$= 0.5679 \text{ baht/share}$$

Due to Price No. of shares after RO with BROOK-W5 exercise, full W7 Exercise is equal to 0.5679 baht/share which is higher than Price_{present} which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{9,219,211,474} = 25.94\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,510,041,360 + (1,418,340,227 \times 2) + \frac{(1,418,340,227)}{2}$$

$$= 12,055,891,928 \text{ shares}$$

which will be called “ No. of shares after RO with BROOK-W5 exercise , full W6 W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{12,055,891,928} = 0.0052 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0052}{0.0093} = 44.09\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$ = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W7 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454) + (1.30 \times 709,170,114)]}{12,055,891,928} \end{aligned}$$

$$= 0.5872 \text{ baht/ share}$$

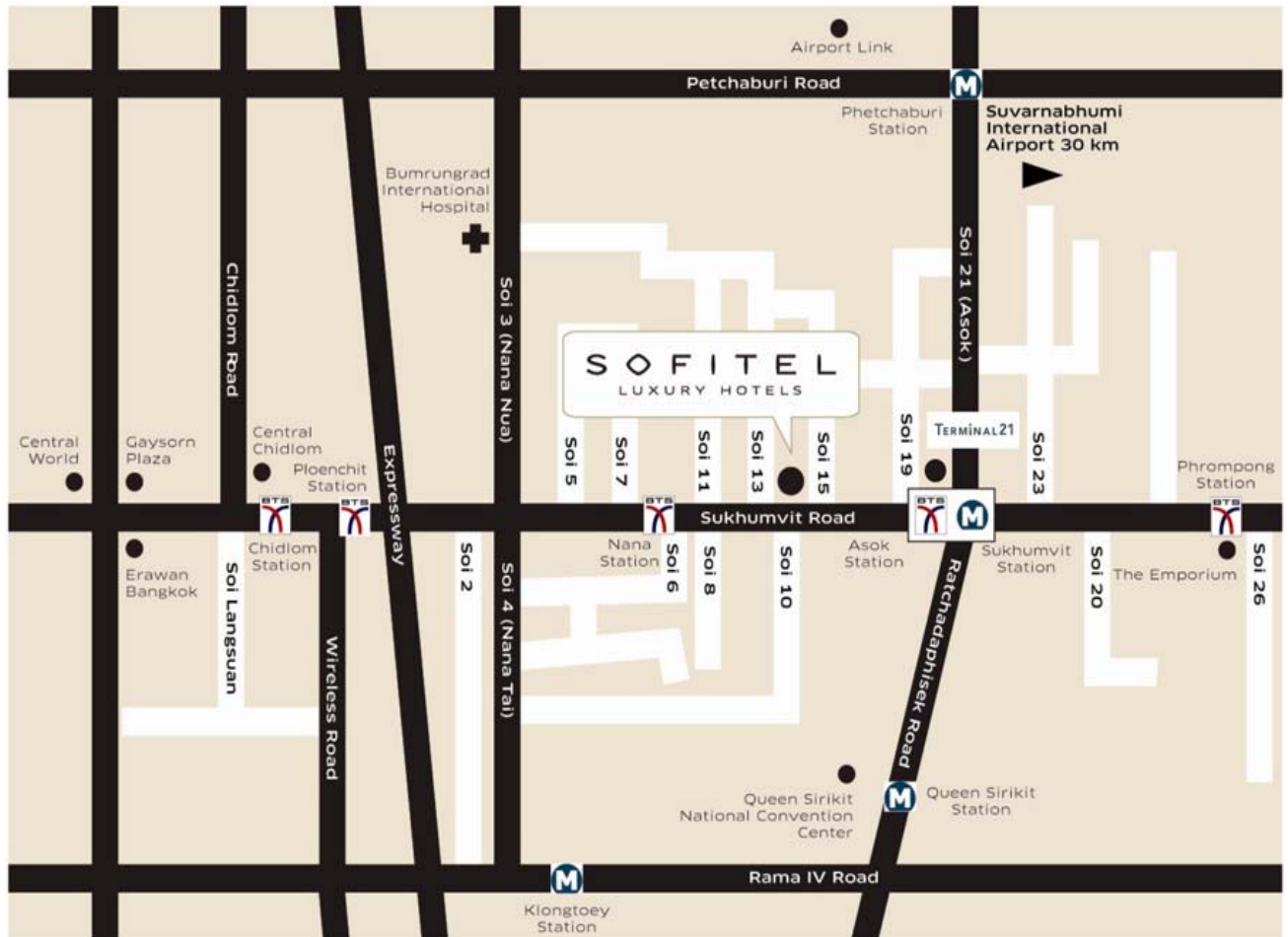
Due to $\text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$ is equal to 0.5872 baht/share which is higher than $\text{Price}_{\text{present}}$ which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{12,055,891,928} = 43.36\% \end{aligned}$$

Attachment No. 6

Map of Sofitel Bangkok Sukhumvit Hotel



**Sofitel Bangkok Sukhumvit, 189 Sukhumvit Road Soi 13-15,
Klongtoey Nua, Wattana, Bangkok 10110 Thailand,
Tel: +66 (0) 2126 9999, Fax: +66 (0) 2126 9998**

Ballroom II and III room, 7th Floor

**Articles of Association
of
The Brooker Group Public Company Limited**

-etc-

**Chapter 3
General Meetings**

- 16 The Board of Directors shall convene an annual general meeting of shareholders within 4 months following to the end of the fiscal year of the Company.

All other meetings of shareholders are called “extraordinary general meetings of shareholders.” The Board of Directors may summon an extraordinary general meeting whenever deemed necessary. One or more shareholders holding shares altogether representing not less than ten percent of the total number of shares issued may submit their names in a letter requesting the Board of Directors to call an Extraordinary Meeting of shareholders at any time, but they shall give express subjects and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the Meeting of shareholders to be held within 45 days of the date of receipt of such request from the shareholders.

In the event that the Board of Directors should fail to arrange the meeting within the period referred to in the second paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period referred to in the second paragraph. In such case, the meeting shall be deemed to be a shareholders’ meeting called by the Board of Directors, and the Company shall bear such necessary expenses as may be incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the event that, at a meeting called by shareholders as referred to in the third paragraph, the number of the shareholders present does not constitute a quorum as provided by Article 19, the shareholders referred to in the third paragraph shall jointly compensate the Company for the expense incurred in making arrangements for holding that meeting.

- 17 All shareholders meetings shall be held at the registered office of the Company or any other place as agreed upon by the directors and as stated in the notice calling the shareholders meeting.

To convene a general meeting of shareholders, the Board of Directors shall issue a notice to the shareholders specifying the place, the day and the time of the meeting together with the agenda and the matters to be proposed to the meeting with sufficient details, clearly stating which matter is for acknowledgement, approval or consideration of the shareholders together with the directors’ opinion on each matter. The notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the meeting and shall be published in a newspaper for 3 days consecutively and not less than 3 days prior to the meeting.

- 18 The purpose of an annual general meeting of shareholders is
- (1) to consider the report and review the performance of the board of directors and suggestions for the future operation;
 - (2) to consider and approve the balance sheet and profit and loss statement for the last fiscal year;
 - (3) to consider the remuneration for the board of directors and declaration of dividend and the allocation of capital reserves of the Company;
 - (4) to appoint directors replacing those retiring by rotation;
 - (5) to appoint the Company's auditors and fix their remuneration; and
 - (6) to consider other business.
- 19 At any shareholders meeting, a quorum requires the present of shareholders and proxies amounting to at least 25 persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to at least one-third of the total number of share sold of the company.

At any shareholder meeting, if 1 hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholders meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

- 20 Each shareholder is entitled to one vote for each share he holds in the Company.
- 21 A resolution of the shareholders' meeting shall require
- 21.1 in an ordinary event, a majority of votes of the shareholders who attend the meeting and cast their votes. In the case of tied votes, the chairman of the meeting shall have a casting vote.
 - 21.2 in following events, votes of not less than three-fourth of the total number of votes of shareholders who attend the meeting and have the rights to vote:
 - (a) a sales or transfer of the whole or a vital part of the business of the Company to other person;
 - (b) a purchase or acceptance of a transfer of business from other companies;
 - (c) the executing, amending or terminating of contracts with respect to leasing out the whole or a vital part of the business of the Company; the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other person.

22. Any shareholder may appoint a proxy to attend the meeting and vote for his behalf. The proxy shall be made in writing, executed by the shareholder and specify the details in relation to name of the authorized person, the number of shares which are held by the shareholders, and meeting number, which the proxy has been made for attending and voting. The proxy holder shall present the proxy form to the Chairman of the meeting or a person designated by the Chairman prior to the commencement of the meeting.
23. In any general meeting, only a shareholder, who has been registered and has paid up its share capital has the right to vote in any matters either directly or by proxy.
24. The Chairman of the board shall be the chairman of shareholder meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.
25. The Chairman of the shareholder meeting may postpone the general meeting with the consent of the meeting provided that the meeting shall fix place, date and time for the next meeting. The Board of Director shall send notice calling for the meeting stating the place, date time and agenda to the shareholders not later than 7 days before the date fixed for the meeting. Said notice shall be published in newspaper for consecutive 3 days no later than 3 days before the date fixed for the meeting. In the postponed meeting, other matters apart from those derived from the previous meeting shall not be discussed.

Measures and Guidelines for Attending the Extraordinary General Meeting of Shareholders No. 1/2021

Regarding to the situation of COVID-19 pandemic and the EGM that involves the gathering of a large number of the shareholders are risk factors that lead to the spread of COVID-19. With concern for the safety of all the meeting attendees against the risk of COVID-19 infection, The Brooker Group Public Company Limited (the “Company”) has put in place the measures and the guidelines for attending the Extraordinary General Meeting of shareholders No. 1/2021 as follows:

1. **Request for Shareholders’ cooperation to giving a proxy to the Company’s Independent Director to attend the meeting on behalf of Shareholders.** To prevent and reduce the risk of spreading possibility of COVID-19 virus from the crowding of shareholders on the meeting day, the Company asks for Shareholders’ kind cooperation to grant a proxy to the Company’s Independent Director to attend the meeting. By sending the proxy form via

Board Secretary Department
The Brooker Group Public Company Limited
26th Floor, The Trendy Building
10/190-193 Soi Sukhumvit 13, Sukhumvit Road,
Klong Toei Nua, Wattana, Bangkok 10110, Thailand

2. In the case that any shareholder or proxy-holder still wants to attend in person, the company would like to request attendees for cooperation to follow the Company’s measures as follows:

2.1 Screening measures as suggested by the Department of Disease Control: Everyone attending the EGM must be screened before entering the meeting area. Anyone who fails to pass the screening, i.e. having a body temperature higher than 37.5 degrees Celsius and/or having respiratory symptoms, including those who have traveled from abroad or communicable disease areas or places for COVID-19 within 14 days prior to the date of the EGM, will be denied the entry.

The shareholders who are denied the entry to the EGM can use proxy voting by assigning an Independent Director to vote on their behalf.

2.2 The Company has organized the meeting venue to avoid crowded meeting area with appropriate social distancing in various areas, which are temperature screening points, registration counters and meeting room which **will result in the limited number of 50 seats** in the meeting room as the Company cannot hold the gathering of a large number of people for safety and hygiene of all meeting participants and staffs. Once the seats are fully occupied, Shareholders, who attend the meeting in persons, are required to grant proxy to the Company’s Independent Directors to attend the Meeting instead of participating in persons.

2.3 The Company kindly requests all participants to prepare and wear a face mask throughout attending the meeting.

2.4 Only bottled water is available. Neither food nor coffee or tea will be provided for the shareholders. In addition, the Company also requests that all the attendees not eat food in the EGM venue and its compound in order to minimize risk of the spread of virus.

The Company apologizes for the delay in the screening and the registration processes that may occur due to these measures and guidelines.