



# THE BROOKER GROUP PUBLIC COMPANY LIMITED

26<sup>th</sup> Floor, The Trendy Building, 10/190 -193 Soi Sukhumvit 13, Sukhumvit Road,  
Klong Toey Nua, Wattana, Bangkok 10110  
Tel: (662) 168-7100, Fax: (662) 168-7111-2  
<http://www.brookergroup.com>

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No. AGM 1/2021

18<sup>th</sup> March 2021

**Subject:** Notice of the 2021 Annual General Meeting of Shareholders  
**To:** The Shareholders of the Company

**Enclosed:**

1. Copy of the Minutes of the 2020 Annual General Meeting of Shareholders
2. Proxy Form B and profiles of the Independent Directors in case of proxy
3. Annual Report 2020 in the form of QR Code and the Audited Financial Statements of the Company for the year ended 31st December 2020 (and request form for hard copy)
4. Guidelines and Criteria for Selection of Director and Independent Directors
5. Information of the directors who are due to retire by rotation and have been nominated for reappointment as directors for another term at the 2021 Annual General Meeting of Shareholders
6. Capital Increase Report Form (F 53-4)
7. Map of the Meeting Venue
8. Company's Articles of Association relating to the General Meeting of Shareholders
9. Measures and Guidelines for Attending the 2021 Annual General Meeting of Shareholders

Notice is hereby given that, by virtue of the Board of Directors of The Brooker Group Public Company Limited, the 2021 Annual General Meeting of Shareholders will be held on Friday 2<sup>nd</sup> April 2021 at 10.00 a.m. at Ballroom 2 and 3 room, 7<sup>th</sup> 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 2020 Annual General Meeting of Shareholders held on 14<sup>th</sup> July 2020.**

**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 acknowledge the operating results and approve the audited financial statements for fiscal year 2020.**

**Board of Directors' opinion:** The Board recommends that the shareholders acknowledge the operating results and approve the audited financial statements for fiscal year 2020 as proposed.

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

**Fact and reason:** According to Clause 40 of Articles of Association of the Company

"At each distribution of dividend, the Company shall allocate to a reserve fund at least one-twentieth of the profits until the funds of such reserve represents at least one-tenth of the registered capital of the Company."

Together with the dividend payment policy detailed

“dividend payment policy of not less than 50% of net profit after tax depend upon financial condition and cash flow availability”

**Board’s opinion:** The Board of Directors recommends that the shareholders approve no allotment of the Company’s legal reserve, and the payment of dividend for the operation result 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.

**Details of dividend payment (Separate Financial Statement)**

	<b>2020 (The proposed year)</b>	<b>2019 (The previous year)</b>
1. Net profit (loss) (million baht)	1,265.19	1,265.19
2. Number of shares ( as at 31 December 2019) Number of shares ( as at 31 December 2020) At par value ( baht/share)	6,640,441,480 0.125	5,639,622,183 0.125
3. Payment period	Yearly	Yearly
4. Dividend payment (baht/share) -First half interim dividend -Second interim dividend /special dividend -Second half dividend	0.05 0.02 0.015 0.015	0.07 0.02 0.02 0.03
5. Total dividend amount (million baht)	332.02	404.62
6. Diluted earning per share (weighted average shares)	(0.003)	0.224
7. Dividend payout ratio (percent)	-	31.98

**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 4 : To consider and appoint the Company’s auditor and approve the audit fee for fiscal year 2021.**

**Audit Committee’s opinion:** The Audit Committee recommended to the Board of Directors that A.M.T. & Associates should be reappointed as the auditor of the Company and its subsidiaries. The Company and its subsidiaries’ auditors are as followings

1. Mr. Chaiyuth Angsuwithaya CPA No.3885 or
2. Mrs. Natsarak Sarochanunjeen CPA No.4563 or
3. Ms. Daranee Somkamnerd CPA No. 5007 or
4. Ms. Jarunee Nuammae CPA No. 5596 or

5. Mr. Siramate Akkharachotkullanun CPA No. 11821 or

6. Ms Yaowalak Somprasert, CPA No. 11902

Since this company has provided good services since its appointment for fiscal year 2007 and the audit fees quoted for 2021 are reasonable.

Mrs. Natsarak Sarochanunjeen has been appointed as the auditor of the Company since 2007. Consolidated financial statements of The Brooker Group Public Company Limited and its subsidiaries have been audited by Mrs. Natsarak Sarochanunjeen since 2010-2013, totally 4 years.

Mr. Chaiyuth Angsuwithaya has been appointed as the auditor of the Company since 2014. Consolidated financial statements of The Brooker Group Public Company Limited and its subsidiaries have been audited by Mr. Chaiyuth Angsuwithaya since 2014-2017, totally 4 years.

Ms. Daranee Somkamnerd has been appointed as the auditor of the Company since 2018. Consolidated financial statements of The Brooker Group Public Company Limited and its subsidiaries have been audited by Ms. Daranee Somkamnerd since 2018-Present.

Ms. Jarunee Nuammae has been appointed as the auditor of the Company since 2018. She has never signed to certify the financial statements of the Company and its subsidiaries yet.

Mr. Siramate Akkharachotkullanun and Ms Yaowalak Somprasert, will be recommended to the Meeting for appointment.

**Board of Directors' opinion:** The Board recommends that the Meeting should appoint Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885 or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No. 4563 or Ms. Daranee Somkamnerd, Certified Public Accountant No. 5007 or Ms. Jarunee Nuammae, Certified Public Accountant No. 5596 or Mr. Siramate Akkharachotkullanun, Certified Public Accountant No 11821 or Ms Yaowalak Somprasert, Certified Public Accountant No 11902 of A.M.T. & Associates, who have no relationship and/or any interest with the Company, its subsidiaries, the management team, major shareholders or any connected person, as auditor of the Company and its subsidiaries for the year 2021 and to fix the annual audit fee at a maximum of Baht 1,900,000 (one million nine hundred thousand Baht). Below is a comparison of audit fees for the years 2021 and 2020.

Unit : Baht )

	2021	2020
Audit fee - the company and its subsidiaries	1,900,000	1,760,000
Non-Audit fee - the company and its subsidiaries	None	None

(Audit fee of the company and its subsidiaries in 2021 is changed from 2020 Audit fee)

**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 elect Directors to replace those who are due to retire by rotation. (Attachment 5)**

**Nominating Committee's opinion:** The Nominating Committee has taken into consideration the qualifications, experience and expertise, as well as the performance in the past year of each retiring Director as detailed in the Nominating Guidelines (Attachment 5), and recommended to the Board that the Directors who are due to retire by rotation, namely, Dr. Narongchai Akrasanee, Mr. Anake Kamolnate, Mr. Varut Bulakul and Mr. Sompong Phaoenchoke should be reappointed.

**Board of Directors' opinion:** The Board of Directors, excluding the Directors with vested interest, recommends that the shareholders should reappoint Dr. Narongchai Akrasanee, Mr. Anake Kamolnate, Mr. Varut Bulakul and Mr. Sompong Phaoenchoke should be reappointed. The nominated person has already passed the screening process of the Board of Directors that have qualifications suitable for the company's business (No shareholder nominated any other person to be considered as a director).

Especially, Dr. Narongchai Akrasanee, Independent Director, and Mr. Sompong Phaoenchoke, Independent Director, who have knowledge and understanding the Company's businesses quite well. They are highly experienced having worked with several companies both government and private sector both domestically and internationally.

The Board of Directors has determined that, Dr. Narongchai Akrasanee, Independent Director and Mr. Sompong Phaoenchoke, Independent Director, are able to express their opinion freely and in accordance with the relevant rules.

The table below details the years of service of these four Directors:

Name/Surname	Position	Terms/ Years as Director	Attendance Record in 2020	Appointment Date	
				First	Last
Dr. Narongchai Akrasanee	Director	5	7/7	Oct 2015	Apr 2018
Mr. Anake Kamolnate	Director	13	7/7	May 2007	Apr 2019
Mr. Varut Bulakul	Director	8	7/7	May 2012	Apr 2018
Mr Sompong Phaoenchoke	Director	7	6/7	Aug 2013	Apr 2019

Remarks: The profiles of these Directors, including their holdings in the Company and directorships/management positions held in other institutions, are detailed in Attachment 5.

**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 : To consider and fix the remuneration of the Company's Board of Directors for the period 1 January 2021 to 31 December 2021.**

**Compensation Committee's opinion:** The Compensation Committee has carefully considered the proposed remuneration for the Company's Board of Directors in comparison with other companies within the same industry, as well as taking into account the Company's own size, performance, and business expansion. It was resolved to fix the Board of Directors' remuneration for the period of 1 January 2021 to 31 December 2021 to be not exceeding Baht 5,300,000 (five million three hundred thousand Baht) which was the same amount of the year 2020 which was Baht 5,300,000.

The details of the proposed remuneration for the Company's Board of Directors for the year 2021 are as follows:

	Baht per person
Monthly remuneration for the Chairman of the Board of Directors	15,000
Meeting attendance fee for the Board of Directors	25,000
- Chairman of the Board of Directors	15,000
- Independent Director	15,000
- Authorized Director	15,000
- Non-executive Director	15,000
Meeting attendance fee for the Chairman and Members of the Audit Committee	10,000
Members of the Executive Committee	10,000
Meeting attendance fee for Members of other committees	7,500

**Board's opinion:** The Board of Directors recommends that the shareholders approve to proposed revision of the remuneration for the Company's Board of Directors for the period of 1 January 2021 to 31 December 2021 to be not exceeding Baht 5,300,000 (five million and three hundred thousand Baht).

**Remarks:** Total remuneration in 2020 in cash, to each of the Directors is detailed in the "Directors' Remuneration" section of the 2020 Annual Report. The "Management Structure" section of the 2020 Annual Report also provides a listing of the Company's other committees, together with their duties and power. No remuneration for directors other than money.

**Voting Rule:** This resolution under this agenda must be passed by not less than two-third of the total number of the votes of the shareholders, attending the meeting

**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. (Attachment 6)**

**Board of Directors' opinion:** The Board is of the opinion that it is necessary for the Company to increase the registered capital in order to have sufficient shares reserve for exercising of the warrants BROOK-W5 due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W5) follow as right adjustment conditions. The shareholders Meeting should approve the capital increase 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 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-

**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 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.**

**Board of Directors' opinion:** The Board is of the opinion that the proposed allotment of shares is based on the purpose of the capital increase. The shareholders Meeting should approve the allotment as proposed.

**Voting Rule:** This Agenda shall be approved by a majority vote of the shareholders, attending the meeting and being entitled to vote.

**Agenda 10 : Consideration on other business (if any).**

The Record Date on which shareholders have the right to attend the 2021 Annual General Meeting of Shareholders has been fixed as 11 March 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.

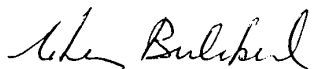
If you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the enclosed proxy form. The completed and executed proxy form with duty stamp duly affixed must be deposited with the Chairman of the Meeting and/or the person entrusted by the Chairman 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



## THE BROOKER GROUP PUBLIC COMPANY LIMITED

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### Minutes of the Annual General Meeting of Shareholders No. 1/2020 The Brooker Group Public Company Limited

- Time and Place** : The Meeting was held on 14 July 2020 at 10.00 a.m. at Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Soi 13-15, Klongtoey Nua, Wattana, Bangkok 10110.
- Preliminary Proceeding** : Dr. Narongchai Akrasanee, the Chairman of the Board of Directors, acted as the Chairman of the Meeting.
- Directors Present** : 10 Directors were present at the Meeting as follows:
1. Dr. Narongchai Akrasanee Chairman of the Board of Directors
  2. Mr. Chan Bulakul Vice Chairman  
Chairman of the Executive Committee  
Chief Executive Officer  
Authorized Director  
Chairman of the Risk Management Committee  
Chairman of the Investment Committee
  3. Mr. Robert William McMillen Member of the Executive Committee
  4. Dr. Peter Weldon Chairman of the Audit Committee  
Member of the Compensation Committee
  5. Ms. Punnee Worawuthichongsathit Member of the Audit Committee  
Chairwoman of the Nominating Committee  
Chairwoman of the Compensation Committee
  6. Mr. Sompong Phaoenchoke Member of Audit Committee  
Member of the Compensation Committee
  7. Mr. Anake Kamolnate Member of the Executive Committee  
Authorized Director  
Member of the Risk Management Committee  
Member of the Investment Committee
  8. Mr. Kirin Narula Authorized Director  
Member of the Nominating Committee  
Member of the Risk Management Committee
  9. Mr. Phongchai Sethiwan Authorized Director  
Member of the Nominating Committee  
Member of the Risk Management Committee
  10. Mr. Varut Bulakul Member of the Executive Committee  
Member of the Compensation Committee  
Member of the Nominating Committee  
Member of the Investment Committee

The proportion of all directors attending the meeting is 100%



**Management Present** :

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

**Auditors Present** :

1. Mr. Chaiyuth Angsuwithaya A.M.T. & Associates
2. Mr. Sakchai Vathanadachakul A.M.T. & Associates

There were 58 shareholders presented, either personally or by proxy, holding together a total of 3,783,842,267 shares equal to 1.41% of the total number of shareholders and equal to 63.40% of the total number of subscribed shares of the Company, thereby constituting a quorum.

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

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

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

**Agenda 1:** To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2019 held on 24<sup>th</sup> April 2019.

The Chairman presented the Minutes of the Annual General Meeting of Shareholders No. 1/2019 held on 24<sup>th</sup> April 2019 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:

- 3,783,902,267 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 1 shareholder by proxy; representing 60,000 shares joined the Meeting.

**Agenda 2: To consider and acknowledge the operating results and approve the audited financial statements for fiscal year 2019.**

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 2019, 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 2019 as follows:

- For the past year 2019, the Company had total revenue from its consolidated financial statement in the amount of Baht 1,788 million, which increased from last year revenue of Baht 466 million by Baht 1,322 million. This was due to the fact that this year 2019 the Company completed service on success fee from a big project and having gain on change of investment.

Total profit was Baht 737 million. It was a profit attributable to equity holders of the parent in the amount of Baht 736 million with basic earnings per share of Baht 0.131.

The Company's consolidated financial position in 2019 with total assets of Baht 3,434 million. Total liabilities were Baht 861 million.

Net book value as total shareholders' equity was Baht 2,573 million.

A foreign shareholder namely Mr. Basant Kumar Dugar attended the Meeting speaking in English and gave compliments on the Company's good performance in the past year. The Company has added new lending business with its ability to borrow from financial institutions and lending to its own clients which is in line with the recommendations of the shareholders to take advantage of liquidity and ability to borrow.

The Chairman then thanked for his continuous complimentary.

**Resolution:**

The Meeting duly considered and resolved to acknowledge the operational results and approve the audited financial statements for the year ended 31 December 2019 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:

- 3,783,942,267 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 1 shareholder by personally; representing 40,000 shares joined the Meeting.

**Agenda 3: To consider the allocation of net profit as legal reserve, to acknowledge the interim dividends payment, the special dividend payment and propose no additional final dividend payment for the year 2019.**

The Chairman proposed to the Meeting to consider the allocation of net profit as legal reserve, to acknowledge the interim dividends payment, the special dividend payment and propose no additional final dividend payment for the year 2019 as detailed below:

1. Approved no allotment of the Company's legal reserve. As during the year 2019, the legal reserve of the Company already reached the minimum amount required by law (10% of the registered capital); the Company did not have to allocate the legal reserve at the end of 2019. 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. Acknowledged the 1<sup>st</sup> payment of interim dividends for the first 6-month performance of the year 2019 on September 4, 2019 at the rate of Baht 0.02 per share, amounting to Baht 112.79 million.
3. Acknowledged the special dividend payment at the rate of Baht 0.02 per share which had been paid on December 12, 2019 amounting to Baht 112.79 million.
4. Acknowledged the 2<sup>nd</sup> payment of interim dividends for the last 6 months performance of the year 2019 on May 8, 2020 at the rate of Baht 0.03 per share, amounting to Baht 179.04 million. In this regard, the 2<sup>nd</sup> interim dividend payment was made in order to reduce the potential impact on the shareholders from the postponement of the annual general meeting of the Company which scheduled on Wednesday April 29, 2020 out indefinitely.
5. Propose no additional final dividend payment for the year 2019 from the performance of the year 2019 in accordance with the financial statements ending December 31, 2019, since the Company has already paid the interim dividends from the Company's performance covering January 1, 2019 to December 31, 2019.

A shareholder namely Khun Sathaporn Phangnirand attended the meeting by himself, commenting that this agenda is in accordance with the Company's Article of Association Clause no. 18, there is nothing wrong. The Board of Directors may announce payment of interim dividends to the shareholders and report to the shareholders at the shareholders' meeting. But in the matter of good Corporate Governance in the sense that the Company is a listed company, the Company should give shareholders the right to approve interim dividends payment during the year. Approve of using of the power of the Board of Directors to pay interim dividends as well.

The Chairman assigned the Audit Committee, Khun Punnee Worawuthichongsathit, to answer this question. Khun Pannee clarified that this agenda in the meeting invitation has written at the end of the agenda that – "This agenda must pass a resolution with a majority of votes of the shareholders who attend the meeting and have the right to vote". Therefore, the Company has compiled all the interim dividend payments for shareholders to consider and approve correctly.

**Resolution:**

The Meeting duly considered and resolved to approve no allocation of net profit as legal reserve, to acknowledge the interim dividends payment, the special dividend payment and no additional final dividend payment for the year 2019. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 3,783,942,267 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 2020 fiscal year.**

The Chairman proposed to the Meeting to consider reappointment of Mr. Chaiyuth Angsuwithaya CPA No.3885 or Mrs. Natsarak Sarochanunjeen CPA No.4563 or Ms. Daranee Somkamnerd CPA No. 5007 or Ms. Jarunee Nuammae CPA No. 5596 from A.M.T. & Associates that has no relationships and/or any interests with the Company and its subsidiaries, the management team, major shareholders or any connected with such persons, as the auditor of the Company and its subsidiaries for the year 2020 with the audit fee of not more than Baht 1,760,000.00.

**Resolution:**

The Meeting duly considered and resolved to reappoint the auditor for the Company and its subsidiaries for the year 2020 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:-

- 3,783,942,267 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 5: To consider and elect Directors to replace those who are due to retire by rotation.**

The Chairman advised the Meeting that, as stipulated in the Company's Article of Association within the Annual General Meeting of Shareholders No. 1/2020, there are four directors due to retire by rotation, namely:

- Dr. Peter Weldon
- Mr. Robert William McMillen
- Mr. Kirin Narula
- Mr Phongchai Sethiwan

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

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

For the Meeting to consider reappointing Dr. Peter Weldon as the Company's director for another term.

**Resolution:**

The Meeting duly considered and resolved to reappoint Dr. Peter Weldon 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:

- 3,783,941,767 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 500 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 2 shareholders personally; representing 82,000 shares joined the Meeting.

The Chairman proposed to the Meeting to consider reappointing Mr. Robert William McMillen as the Company's director for another term.

**Resolution:**

The Meeting duly considered and resolved to reappoint Mr. Robert William McMillen 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:-

- 3,783,942,267 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. Kirin Narula as the Company's director for another term.

**Resolution:**

The Meeting duly considered and resolved to reappoint Mr. Kirin Narula 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:

- 3,783,942,267 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. Phongchai Sethiwan as the Company's director for another term.

**Resolution:**

The Meeting duly considered and resolved to reappoint Mr. Phongchai Sethiwan 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:

- 3,783,942,267 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 6: To consider and fix the remuneration for the Company's Board of Directors for the period from January 1 – December 31, 2020**

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 2020 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 2020 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:

- 3,783,947,367 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.

Under the above agenda, there was additional 1 shareholder by proxy; representing 5,100 shares joined the Meeting.

**Agenda 7: 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 why the Company did not buy back the shares (treasury shares) despite the falling share price?

Khun Chan replied that there are 2 principles for share repurchase,

1. The Company can only buy back the shares around 5-10% of the shares sold which consume quite a lot of money and will increase the Company earnings per share by 5-10%.
2. Repurchasing increases the demand for shares. May cause the stock price to rise if the stock price is lower than the value that should be.

These two principles, when faced with the COVID-19 pandemic situation are incomparable withholding cash because:

1. During the COVID-19 pandemic, if the Company has a problem with insufficient funds, the Company may not be able to rely on fund raising thru shareholders since shareholders will not have money to give.
2. If the Company has a lot of deal coming, it may necessary to use cash to make the deal success. Should keep the cash to invest better than buying back shares because the return of investment is much higher than buying back the shares.

Last year, it was very profitable year because of investing in a lot of shares. With 1 share that took 3 years to get listed in the Stock Exchange. While our pre-listing cost was more than Baht 1 with 1<sup>st</sup> trading day in the market, the price raised to more than Baht 4 per share.

In addition, the JASIF project has been accomplished, with a successful fee of several hundred million Baht. Last year, therefore it was very profitable.

Investing in BROOK must mainly perceive of the dividends. Last year dividend payment of Baht 0.05 has been paid while market price is Baht 0.40 per share which yield is around 12-13%. Next year, if the share price of BROOK has fallen a lot, may consider repurchasing the shares, but at present, the share price and the book value are about the same.

Khun Chan further explained that having an excess liquidity should invest in shares/gold which is much better than investing in bonds because of the better returns. Bank deposit has low interest.

The economy for next year should be worse than this year. The Company should keep cash to closely monitor the situations; looking for the better opportunities arise and maintain dividend payments to shareholders on a regular basis in order for investors to consider in investing rather than using P/E because of the Company has business with unstable revenue which depending on success fee.

A shareholder namely Khun Rojakorn further questioned that the Company has received funds from the conversion of BROOK-W5 up till now approximately Baht 300 million and has already converted more than 1,000 million units. Currently, there are approximately 6,600 million paid-up capital shares. Question was whether the Company will move from the MAI market to the SET main board or not? Since the MAI market has relatively little liquidity. And ask the progress of the JAS project.

Khun Chan replied that the subsidiary company of JAS has entered into an agreement with the IPTV Consultancy Service as reported by JAS to the Stock Exchange. The project should start in the 4<sup>th</sup> quarter of this year or next year; other than that, there is nothing special. About the JASIF project that the Company, as a consultant, has already been

completed. When the COVID-19 situation has ended, causing lots of business problems, the Company would have the opportunity to be a financial advisor to solve the problems for those companies. Question whether the Company will move from the MAI market to the SET main board; Khun Chan replied that the Company has been qualified according to the rules to move to the SET main board for a long time. At present, the Company does not need to move. Most of the companies that are on the SET main board will have, but the Company still does not need foreign funds at this time. If there is a suitable opportunity will reconsider again.

A shareholder namely Khun Rojakorn further asked is 2020 and 2021 being the years of debt restructuring. How likely will Brooker get opportunity from this great crisis?

Chairman replied that the Company might not be able to reveal who is the Company's client.

One shareholder asked about

1. The progress of the Windshell Narathiwat project in which the Company holds shares in YLP, who is the developer of the Windshell Project.
2. The progress in lending to various people. The progress of interest payments.
3. What shares does the Company hold in the stock market?

Chairman replied that question 3 cannot be answered because it will be a leading.

Khun Chan replied that the Windshell Narathiwat project has been completed. Currently has already selling many units; these are luxury units with an area of approximately over 400 square meters per unit. The Company intends to sell YLP shares and does not want to develop the project. As for the personal lending, the situation now is that the parent company is submitting to the Rehabilitation Court and needed to wait for the parent company to be accepted by the Rehabilitation Court for rehabilitation before negotiating for the loan repayment.

A shareholder namely Khun Sathaporn Phangnirand asked about the progress of the loan granting to Kingdom Property Company Limited.

Khun Supanee replied that Kingdom Property Company Limited has paid interest payment every month, over Baht 40,000 per month, while the principal is approximately Baht 4 million. The Company has already set up a provision.

A shareholder namely Khun Rojakorn Lertpiyanunthakul further asked what is the progress of principal repayment and interest payment of Khun Sorapoj Techakrasri?

Khun Chan replied that Pace Development Corporation Public Company Limited ("PACE") has submitted the rehabilitation plan to the Rehabilitation Court. The Court scheduled a hearing on June 29, 2020, but three creditors objected, causing the rehabilitation process to be delayed for three months. PACE will has to wait for the acceptance of the rehabilitation before negotiating for any repayment of the loan, but the Company has shares and 2 pieces of land as collateral for loans can be used to repay as debt repayment and the Company has already set up partially provision on loan principal.

A shareholder namely Khun Rojakorn further asked that on November 2, 2019, the Company granted a loan of Baht 130 million to Global Alliance Company Limited, which Miss Kannikar Adhyanasakul is co-borrower, with Mr. Chainid Adhyanasakul is the guarantor of the loan how is the return?

Khun Chan replied that last year, the Company has a lot of cash, so it gives out loans by charging interest at 15% p.a. and having assets to guarantee loans 1.5 times to 2 times of principal, but this year is faced with the situation of COVID-19 pandemic, the Company has no policy to provide loans again but will invest by oneself.

The same shareholder further asked that on April 30, 2019, the Company has invested thru Private Placement approximately 200 million shares in TRITN shares with a free warrant of approximately 40 million units. The conversion ratio of Warrant is 1: 1 at the price of Baht 0.40 per share. What will the Company do next with this share?



Khun Chan replied that the investment in this share is an investment in shares by following CP Group. The Company does not manage anything in TRITN, thinking that it will be invested for about 3 years, but now has already passed more than a year.

The same shareholder further asked that the Company have completed GJS and GSTEEL restructuring. Acquired a new major shareholder, ACO, the price of GJS share is only Baht 0.10. Does the Company have any plan to buy more GJS shares?

Khun Chan replied that the situation like this year better to keep cash, the Company will invest less and not increase investment.

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

The Meeting adjourned at 11.40 a.m.



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

**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 of .....shares and the total number of votes for which I/ we am /are entitled to cast is .....votes as described below :

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

(3) I / We hereby appoint

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

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

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

**Only one of them act as my/our Proxy** to attend and vote on my/ our behalf at the Annual General Meeting of the Shareholders No. 1/2021 to be held on 2<sup>nd</sup> April 2021 at 10.00 a.m. at Ballroom II and III room, 7<sup>th</sup> 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 Annual General Meeting of Shareholders No. 1/2020 held on 14<sup>th</sup> July 2020.

(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 acknowledge the operating results and approve the audited financial statements for fiscal year 2020

(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 the allocation of gain (loss) for the year 2020 to retained earnings and the dividend for the year 2020.

(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 appoint the Company's auditor and approve the audit fee for fiscal year 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 5** To consider and elect directors to replace those who are due to retire by rotation.

(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)

Approve the appointment of certain directors as follows:

1. Mr. Narongchai Akrasanee

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

2. Mr. Anake Kamolnate

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

3. Mr. Varut Bulakul

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

4. Mr. Sompong Phaoenchoke

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

**Agenda 6** To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2021 – 31 December 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 7** To consider on the increase of the registered capital from Bath 880,875,760.375 to Bath 888,375,760.375, by issuing new 60,000,000 ordinary shares at the par value of Baht 0.125 per share.

(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 8** To consider on 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 9** To consider of the allotment 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.

(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 10** 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

( )

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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 Annual General Meeting of Shareholders No. 1/2021 on 2<sup>nd</sup> April 2021 at 10.00 a.m. at Ballroom II and III room, 7<sup>th</sup> 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, 22<sup>nd</sup> Floor, Somkid Gardens Condominium, 18 Soi Somkid, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330

To have interests on Agenda 6 as the following;

Agenda 6 To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2021 – 31 December 2021.

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

**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

To have interests on Agenda 5 and Agenda 6 as the following;

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

Agenda 6 To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2021 – 31 December 2021.

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

**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

To have interests on Agenda 6 as the following;

Agenda 6 To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2021 – 31 December 2021.

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

To Shareholders  
The Brooker Group Public Company Limited

The Brooker Group Public Company Limited (“Company”) would like to inform you that if you desire to receive a **2020 Annual Report in Book**, you are able to advise the Company of your intention by filling your clear information on this Form and send to the Company by a Fax no. 66 (2) 168-7111-2. The Company will deliver you a 2020 Annual Report in Book by a registered mail.

Name of  
Shareholder  Company .....

Mr./Mrs./Miss.....Surname.....

Number of shares held.....share(s)

Address Building.....Floor.....No.....  
Moo.....Road.....Sub-District.....  
District.....Province.....Postal Code.....  
Telephone.....Fax.....

**OR** You are able to receive by yourself at:  
The Brooker Group Public Company Limited  
26<sup>th</sup> Floor, The Trendy Building,  
10/190-193 Soi Sukhumvit 13,  
Sukhumvit Road, Klong Toey Nua,  
Wattana, Bangkok 10110, Thailand.  
Tel. 0-2168-7100 Ext. 1301-1304



**Guidelines and Criteria for Selection of Directors and Independent Directors**

Candidates to serve as directors, including independent directors, on the Board will be reviewed by the Nominating Committee before being nominated for the consideration of the Board of Directors. Guidelines and criteria of the Nominating Committee are as follows:

1. Qualified and not possessing any of the prohibited characteristics stipulated by the Articles of Association of the Company, the Public Company Limited Act and the Securities and Exchange Act.
2. An expert from many differing backgrounds with knowledge, capabilities and experience that will make a significant contribution to the Company and possessing leadership, broad vision, ethical judgment, transparent career profile and ability to express opinions independently.

Apart from the above-mentioned guidelines and criteria for selection of Directors, the Independent Directors must possess all the qualifications stipulated by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), including:


1. holding shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;
3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company;
4. neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;

The term ‘business relationship’ under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

5. neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;
6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years;
7. not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder;
8. not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company;
9. not having any other characteristics which cause the inability to express independent opinions with regard to the applicant’s business operations.  
After being appointed as independent director with the qualifications under (1) to (9) of the first paragraph, the independent director may be assigned by the board of directors to take part in the business decision of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.


## Attachment No. 5


### The Curricula Vitae of the directors who are due to retire by rotation and are proposed for re-election for another term


Name – Surname Position	Dr. Narongchai Akrasanee - Chairman of the Board of Directors - Independent Director	
Age	75 years	
Education	Ph D Economics, John Hopkins University, USA	
Training for director course	Directors Accreditation Program (DAP) (2003)	
Share holding in the Company	8,301,000 shares, equal to 0.125% of paid up capital	
Experience		
2015-Present	- Chairman of the Board of Directors and Independent Director, Brooker Group Plc.	
2015-Present	- Chairman of the Board of Directors, MFC Asset Management Plc.	
2015-Present	- Chairman of the Board of Directors, Ananda Development Plc.	
2015-Present	- Chairman of the Board of Directors, Thai-German Products Plc.	
2014-Present	- Chairman of the Board of Directors, Seranee Group of Companies	
2014-Present	- Independent Non-Executive Director of AIA Group	
2004-Present	- Chairman, KhonKaen University Council	
2010-Present	- Chairman, Thailand National Committee for Pacific Economic Cooperation Council (TNCPEC)	
2004-Present	- Chairman of The Steering Committee and Vice Chairman, The Council of Mekong Institute (MI)	
2002-Present	- Honorary Advisor, The Fiscal Policy Research Institute Foundation (FPRI)	
1984-Present	- Member of the Board of Directors & Council of Trustees, Thailand Development Research Institute (TDRI)	
2014-2015	- Minister of Energy	
2012-2014	- Independent Non-Executive Director of AIA Group	
2012-2014	- Chairman of the Board of Directors, Ananda Development Plc.	
2012-2014	- Independent Director and Chairman of the Audit Committee, Malee Sampran Plc.	
2011-2014	- Member, Monetary Policy Committee of the Bank of Thailand (BOT)	
2009-2013	- Director, National Economic and Social Development Board, (NESDB)	
	-	

2009-2011	- Advisory Member of Board of Investment of Thailand (BOI)
2008-2012	- Chairman, the Office of Knowledge Management and Development (OKMD)
2008-2010	- Chairman of the Board of Directors, Export-Import Bank of Thailand (EXIM)
2007-2011	- Member of the Board of Directors, Office of the Insurance Commission (OIC)
2006-2007	- Member of the National Legislative Assembly of Thailand
2005-2007	- Chairman, the Thai Government Working Group on FTA Implementation
2004-2006	- Advisor to the Board of the Federation of Thai Industries (FTI)
2004-2014	- Chairman of the Board of Directors, MFC Asset Management Plc.
2003-2008	- President, Economic Society of Thailand
2003-2004	- Member of the Board of Directors and Executive Vice Chairman, The Industrial Finance Corporation of Thailand (IFCT)
2003-2014	- Chairman of the Board of Directors and Independent Director, Brooker Group Plc.
1997-2014	- Chairman of the Board of Directors, Seranee Group of Companies
1996-2000	- Senator, the Senate of Thailand
1996-1997	- Minister of Commerce
1992-1996	- Member of the Board of Directors, Securities and Exchange Commission (SEC)
1991-1996	- Chairman of the Board and Chief Executive Officer, General Finance & Securities Plc.
1974-2011	- Former Economic Advisor to various Thai Government
1974	- Dean, Faculty of Economics, Thammasart University
Directors/ Executives in other listed companies	3 companies - Chairman of the Board of Directors, MFC Asset Management Plc. - Chairman of the Board of Directors, Ananda Development Plc. - Chairman of the Board of Directors, Thai-German Products Plc.
Directors/Executives in other companies (non-listed companies)	2 companies - Chairman of the Board of Directors, Seranee Group of Companies - Independent Non-Executive Director of AIA Group
Directors/Executives in other companies which may cause conflict of interest to the Company	-None-
Duration of being director	5 years 2 months

<p>Participation in BOD Meeting in the year 2020</p> <p>Relationship with the Company/subsidiaries/associates or other corporates which may have conflict in present or during the past 2 years</p>	<p>7 times from the total of 7 times</p> <ul style="list-style-type: none"> <li>- Having no relationship with executives or major shareholders/subsidiaries/associates or other corporates which may have conflict</li> <li>- Being a non-executive director, staff, employee or advisor receiving regular salary</li> <li>- Not being a professional such as auditor or law consultant</li> <li>- Have no significant business relationship which may affect the independence in performing duties</li> </ul>
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Name – Surname Position	Mr. Anake Kamolnate - Authorized Director - Member of Executive Committee - Member of Risk Management Committee - Member of Investment Committee	
Age Education	63 years M.B. A. (Master of Business Administration), College of Notre Dame, USA	
Training for director course	Directors Accreditation Program (DAP) (2007)	
Share holding in the Company	-None-	
Experience		
Nov 2018 -Present	- President, The Brooker Group Plc	
May 2007-Nov 2018	- Executive Director and Authorized Director, The Brooker Group Plc.	
Feb 2012-Dec 2012	- Authorized Director, Golden Land Property Development Plc	
Feb 2012-Dec 2012	- Authorized Director, United Homes Co Ltd	
Feb 2012-Dec 2012	- Authorized Director, Ritz Village Co Ltd	
Feb 2012-Dec 2012	- Authorized Director, North Sathorn Realty Co Ltd	
Feb 2012-Dec 2012	- Authorized Director, Narayana Pavilion Co Ltd	
Feb 2012-Dec 2012	- Authorized Director, Golden Land (Mayfair) Co Ltd	
Feb 2012-Dec 2012	- Authorized Director, Grand Mayfair Co Ltd	
Feb 2012-Dec 2012	- Authorized Director, Baan Chang Estate Co Ltd	
Sep 2009 - 2015	- Independent Director and Chairman of Audit Committee, DataMat Plc.	
2007 - 2007	- Director, Electric Vehicles (Thailand) Plc	
Sept 2006 - 2018	- Executive Vice President, The Brooker Group Plc.	
2003 - Aug 2006	- Senior Vice President, Investment Banking, The Brooker Group Plc.	
1996 - 2003	- Managing Director, M.C.L. Management Services Co., Ltd.	
Directors/ Executives in other listed companies	-None-	
Directors/Executives in other companies (non-listed companies)	-None-	
Directors/Executives in other companies which may cause conflict of interest to the Company	-None-	
Duration of being director	13 years 6 months	
Participation in BOD Meeting in the year 2020	7 times from the total of 7 times	

Name – Surname	Mr. Varut Bulakul	
Position	<ul style="list-style-type: none"> <li>- Director</li> <li>- Member of Executive Committee</li> <li>- Member of Compensation Committee</li> <li>- Member of Nominating Committee</li> <li>- Member of Investment Committee</li> </ul>	
Age	36 years	
Education	MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University B.S. (Honours) Major Computing and Information Technology, Carnegie Mellon University - Tepper School Business	
Training for director course	Directors Accreditation Program ( DAP) (2013)	
Shareholding in the Company	1,406,011,535 shares, equal to 21.17 % of paid up capital	
Experience	<ul style="list-style-type: none"> <li>- Senior Executive Vice President, The Brooker Group Plc</li> <li>- Director, The Brooker Group Plc</li> <li>- Director, Advance Finance Plc</li> <li>- Authorized director, Banchang Group Plc</li> <li>- Authorized director, MCL Property Ltd.</li> <li>- Authorized director, MCL Assets Co., Ltd</li> <li>- Authorized director, Century Pattaya Co., Ltd.</li> <li>- Authorized director, MCL Co., Ltd</li> <li>- Authorized director, MCL Real Estate Co., Ltd</li> <li>- Analyst, Bank of Ayudhaya Pcl</li> </ul>	
Nov 2018 - Present		
May 2012 - Present		
Mar 2016 - Present		
Jan 2011 - Present		
2011- Present		
2011- Present		
Oct 2009 - Present		
2008- Present		
2008- Present		
2007-2010		
Directors/ Executives in other listed companies	-None-	
Directors/Executives in other companies (non-listed companies)	7 company <ul style="list-style-type: none"> <li>- Director, Advance Finance Plc</li> <li>- Authorized director, Banchang Group Plc</li> <li>- Authorized director, MCL Property Ltd.</li> <li>- Authorized director, MCL Assets Co., Ltd</li> <li>- Authorized director, Century Pattaya Co., Ltd.</li> <li>- Authorized director, MCL Co., Ltd</li> <li>- Authorized director, MCL Real Estate Co., Ltd</li> </ul>	
Directors/Executives in other companies which may cause conflict of interest to the Company	-None-	
Duration of being director	8 Years 7 months	
Participation in BOD Meeting in the year 2020	7 times from the total of 7 times	

<p>Name – Surname Position</p>	<p>Mr. Sompong Phaoenchoke</p>	
<p>Age Education</p>	<p>- Independent Director - Member of Audit Committee - Member of Compensation Committee</p>	
<p>Age Education</p>	<p>60 years Master's degree in Industrial Engineering, Keio University, Japan</p>	
<p>Education</p>	<p>- National Defence College Class of 2006 and Capital Market Academy No.8 - National Defence College, Course in high level security management and administration (class of 2010)</p>	
<p>Training for director course</p>	<p>Director Certification Program 26/2003: IOD</p>	
<p>Share holding in the Company</p>	<p>-None-</p>	
<p>Experience</p>	<p>- Director &amp; Managing Director, Thai Rung Union Car Plc.</p>	
<p>1990-Present</p>	<p>- Chairman of Risk Management Committee, Thai Rung Union Car Plc</p>	
<p>2003-Present</p>	<p>- Director &amp; Vice President, Thai V.P. Corporation Co. Ltd.</p>	
<p>1987-Present</p>	<p>- Director &amp; Vice President, Thai Ultimate Car Co., Ltd.</p>	
<p>1992-Present</p>	<p>- Director &amp; Vice President, V.P. Auto Enterprise Co. Ltd.</p>	
<p>1992-Present</p>	<p>- Director &amp; Vice President, First Part Co., Ltd.</p>	
<p>1993-Present</p>	<p>- Director &amp; Vice President, Isuzu Chaicharoenkij Motors Co. Ltd.</p>	
<p>1994-Present</p>	<p>- Director &amp; Vice President, Biz Motor Co., Ltd.</p>	
<p>2004-Present</p>	<p>- Director &amp; Vice President, Lexus Auto City Co. Ltd.</p>	
<p>2004-Present</p>	<p>- Director &amp; Vice President, Delta Thairung Co., Ltd.</p>	
<p>2007-Present</p>	<p>- Director &amp; Managing Director, Thai Rung Tools and Dies Co. Ltd</p>	
<p>1989-Present</p>	<p>- Director &amp; Managing Director, Thai V.P. Auto Service Co., Ltd.</p>	
<p>1991-Present</p>	<p>- Director &amp; Managing Director, Thai Auto Pressparts Co., Ltd.</p>	
<p>2001-Present</p>	<p>- Director, Chaicharoenkij Motors Co. Ltd.</p>	
<p>1986-Present</p>	<p>- Director, Sinthoranee Property Co. Ltd.</p>	
<p>1996-Present</p>	<p>- Director, Thai Auto Conversion Co., Ltd.</p>	
<p>2004-Present</p>		
<p>Directors/ Executives in other listed companies</p>	<p>1 company - Director &amp; Managing Director, Thai Rung Union Car Plc.</p>	



<p>Directors/Executives in other companies (non-listed companies)</p>	<p>14 companies</p> <ul style="list-style-type: none"> <li>- Director &amp; Vice President, Thai V.P. Corporation Co. Ltd.</li> <li>- Director &amp; Vice President, Thai Ultimate Car Co., Ltd.</li> <li>- Director &amp; Vice President, V.P. Auto Enterprise Co.Ltd.</li> <li>- Director &amp; Vice President, First Part Co., Ltd.</li> <li>- Director &amp; Vice President, Isuzu Chaicharoenkij Motors Co. Ltd.</li> <li>- Director &amp; Vice President, Biz Motor Co., Ltd.</li> <li>- Director &amp; Vice President, Lexus Auto City Co. Ltd.</li> <li>- Director &amp; Vice President, Delta Thairung Co., Ltd.</li> <li>- Director &amp; Managing Director, Thai Rung Tools and Dies Co. Ltd</li> <li>- Director &amp; Managing Director, Thai V.P. Auto Service Co., Ltd.</li> <li>- Director &amp; Managing Director, Thai Auto Pressparts Co., Ltd.</li> <li>- Director, Chaicharoenkij Motors Co. Ltd.</li> <li>- Director, Sinthoranee Property Co. Ltd.</li> <li>- Director, Thai Auto Conversion Co., Ltd.</li> </ul>
<p>Directors/Executives in other companies which may cause conflict of interest to the Company</p>	<p>-None-</p>
<p>Duration of being director</p>	<p>7 years 5 months</p>
<p>Participation in BOD Meeting in the year 2020</p>	<p>6 times from the total of 7 times</p>
<p>Relationship with the Company/subsidiaries/associates or other corporates which may have conflict in present or during the past 2 years</p>	<ul style="list-style-type: none"> <li>- Having no relationship with executives or major shareholders/subsidiaries/associates or other corporates which may have conflict</li> <li>- Being a non-executive director, staff, employee or advisor receiving regular salary</li> <li>- Not being a professional such as auditor or law consultant</li> <li>- Have no significant business relationship which may affect the independence in performing duties</li> </ul>

(F53-4 for AGM)

**Capital Increase Report Form to be considered in the 2021 Shareholders' AGM****The Brooker Group Public Company Limited****25 February 2021**

We, The Brooker Group Public Company Limited (the "Company") hereby report the resolutions of the Board of Directors' Meeting No. 1/2021, convened on 25 February 2021 at 17.00 hrs., relating to relating to the increase in capital and the allocation of newly-issued ordinary shares. The details are as follows.

**1. Capital increase**

The meeting resolved to propose that the 2021 Annual General Meeting of Shareholders consider and approve the increase in the registered capital of the Company in order to accommodate the exercise of the warrants representing the rights to purchase the ordinary shares of the Company No.5 (BROOK-W5) (the "Warrants") of 7,500,000 Baht, from the existing registered capital of 880,875,760.375 Baht, to 888,375,760.375 Baht, by issuing 60,000,000 ordinary shares, at the par value of 0.125 Baht per share, in the following manner:

Capital Increase	Type of Shares	Number of Shares	Par Value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of proceeds utilization	Ordinary Preference	60,000,000 -	0.125 -	7,500,000 -
<input type="checkbox"/> General Mandate	Ordinary Preference	- -	- -	- -

**2. Allocation of shares**

The meeting resolved to approve the allocation of not exceeding 60,000,000 ordinary shares, at the par value of 0.125 Baht per share, totaling 7,500,000 Baht, in accordance with the following details:

**2.1 Allocation details**

Allocated to	Number of Shares (Share)	Ratio (old : new)	Offering Price (Baht)	Subscription and Payment Period	Remarks
To Accommodate Right adjustment of The Warrants (BROOK-W5)	Not exceeding 60,000,000 (At present, the Total number of the Company's issued Shares is 6,647,942,480 Shares)	-	-	-	Please see Remarks 1-3
Total	Not exceeding 60,000,000	-	-	-	-

**Remarks:**

1. The terms and conditions governing the rights and obligations of the warrant issuer and the warrant holders representing the rights to purchase the ordinary shares of the Company No.5 (“**BROOK-W5**”) (the “Terms & conditions”) specify the details in respect of the rights adjustment of the Warrants in Clause 1.5, which includes the following: (a) if the Company pays dividends being equivalent to an amount greater than 80 per cent of the net profit under the separate financial statement of the Company after deducting corporate income tax, for any accounting period during the term of the Warrant, the adjustment of the exercise price and exercise ratio shall be effective from the first day on which the persons purchasing the ordinary shares are not entitled to receive dividends (the first day on which the Stock Exchange of Thailand posts the “XD” sign) in accordance with Clause 1.5.5;

The Company is currently unable to calculate the adjustment for the exercise price and exercise ratio of BROOK-W5, and therefore has made preliminary estimates number of shares of 60,000,000 shares to reserve for the adjustment. The Company has the duty to announce the new exercise price and new exercise ratio after the closed hours of the stock market on the day before the XD date (This is because the weighted average trading price during 15 days before the XD date is one of the parameters used in the formula for calculating the new exercise price and exercise ratio.)

2. The Board of Director Meeting No. 1/2021 held 25 February 2021 passed the resolution to propose the 2021 Annual General Meeting of Shareholders to consider and approve the allocation of not exceeding 60,000,000 ordinary shares, at the par value of 0.125 Baht per share, in order to accommodate the exercise of the Warrants.
3. The Board of Director Meeting passed the resolution to propose the 2021 Annual General Meeting of Shareholders to authorize the authorized signatory directors or any person appointed by the authorized signatory directors to register the amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce and to amend the terms in the relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar’s order in order to complete the registration.

**2.2 The Company’s procedure in case there is a fraction of shares**

In the case where there are fractions of shares or Warrants from the calculation, the fraction shall be rounded down.

**3. Schedule for a shareholders’ meeting to seek approval for the capital increase/ the allocation of the newly-issued shares**

The 2021 Annual General Meeting of Shareholders is scheduled to be convened on Friday 2 April 2021 at 10.00 hrs, at Sofitel Bangkok Sukhumvit Hotel, 7<sup>th</sup> floor, 189 Sukhumvit Road, Soi 13-15, Klongtoey NUa, Wattana, Bangkok 10110. The date to record the names of the shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date) is set on 11 March 2021.

**4. Application to the relevant government agencies for approval of the capital increase / the allocation of the newly-issued shares and the conditions thereto (if any)**

4.1 The Company will file an application for the registration of the capital increase and the amendment to Clause 4 of the Memorandum of Association with the Department of Business Development, Ministry of Commerce to be in accordance with the increase in the registered capital.

4.2 After the Warrants are exercised, the Company will file an application for the listing of the newly-issued shares resulting from the exercise of the Warrants as listed securities with the Stock Exchange of Thailand in compliance with the applicable laws and regulations.

**5. Objectives of the capital increase and plans for utilizing the proceeds derived from the capital increase**

5.1 To accommodate the exercise of the Warrants

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

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

The Company will use the proceeds derived from the exercise of the Warrants as additional capital for business operation.

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

7.1 The Company has established a policy to distribute dividends of not less than 50 percent of the net profit under the separate financial statements after the deduction of corporate income tax.

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

**8. Other details necessary for the shareholders to consider in support of their decision to approve the capital increase / the allocation of the newly-issued shares:**

-None-

**9. Schedule of the capital increase / the allocation of the newly-issued shares, approved by the Board of Directors**

<b>Procedures</b>	<b>Date / Month / Year</b>
1. The Board of Directors' Meeting No.1/2021	25 February 2021

<b>Procedures</b>	<b>Date / Month / Year</b>
2. Record the names of the shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date)	11 March 2021
3. The 2021 Annual General Meeting of Shareholders	2 April 2021
4. Notification of the resolution of the 2021 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	2 April 2021
5. Registration of the capital increase and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Expected to be 5 April 2021  (Remark: The law stipulates that this has to be complete within 14 days from the date on which approval is granted by the 2021 Annual General Meeting of Shareholders)
6. Notification the result of the exercise of BROOK-W5	Within 8 April 2021
7. Registration of shares issued as a result of BROOK W5 with the Ministry of Commerce	Expected to be 9 April 2021  (Remark: According to the warrant covenant, the Company shall register the change in its paid-up capital with the Ministry of Commerce in the amount corresponding with the number of the new ordinary shares issued upon each exercise of the Warrants within 14 (fourteen) days from the date on which the Company receives the payment for each exercise. The Company shall arrange the share registrar of the Company to register the Warrant Holders, who exercise the Warrants, as shareholders of the Company in the shares register book according to the number of new ordinary shares issued upon the relevant exercise of Warrants.)

<b>Procedures</b>	<b>Date / Month / Year</b>
8. Submit an application for listing the new ordinary shares issued upon the exercise of Warrants as listed securities on the SET	Expected to be 12 April 2021  (Remark: According to the warrant covenant, the Company shall submit an application for listing the new ordinary shares issued upon the exercise of Warrants as listed securities on the SET within 30 (thirty) days from the respective Exercise Date each time.

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

The Brooker Group Public Company Limited

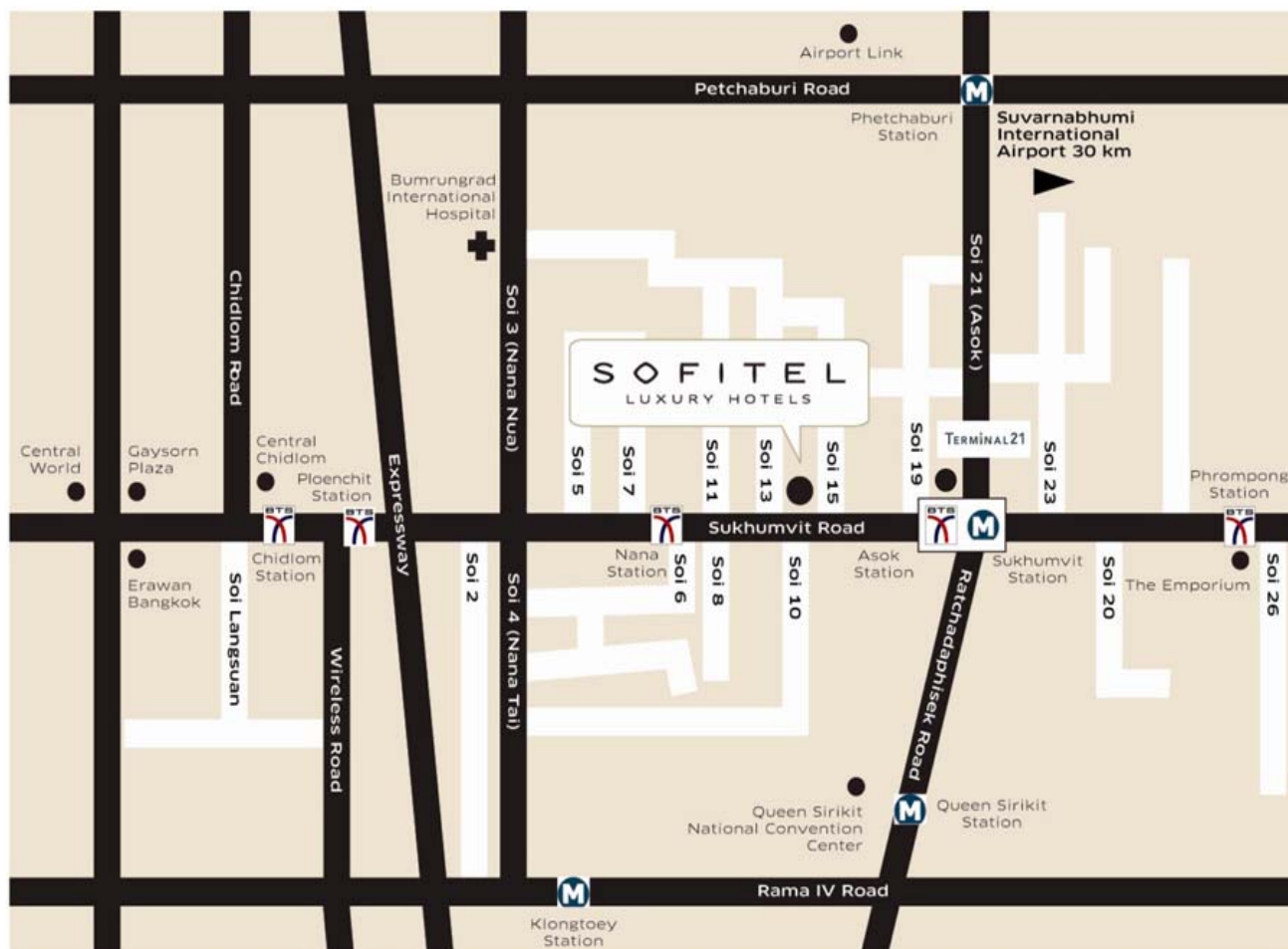
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(Mr. Chan Bulakul)

Chief Executive Officer

## Attachment No. 7

### 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, 7<sup>th</sup> 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 2021 Annual General Meeting of Shareholders

Regarding to the situation of COVID-19 pandemic and the AGM 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 2021 Annual General Meeting of shareholders 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  
26<sup>th</sup> 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 AGM 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 AGM, will be denied the entry.

The shareholders who are denied the entry to the AGM 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 AGM 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.