

PROXY(Form B)

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

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

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

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

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

(3) I / We hereby appoint

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

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

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

Only one of them act as my/our Proxy to attend and vote on my/ our behalf at the Annual General Meeting of the Shareholders No. 1/2021 to be held on 2nd April 2021 at 10.00 a.m. at Ballroom II and III room, 7th floor, Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Soi 13-15, Klongtoey Nua, Wattana, Bangkok 10110 or on such other date and at such other place as may be adjourned or changed.

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

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2020 held on 14th 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 2nd April 2021 at 10.00 a.m. at Ballroom II and III room, 7th floor, Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Soi 13-15, Klongtoey Nua, Wattana, Bangkok 10110 or at any adjournment thereof to any other date time and venue.

.....
 Agenda _____ subject _____

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

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

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

Agenda _____ subject _____

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

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

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

Agenda _____ subject _____

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

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

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

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

Singed Grantor

(.....)
Date / /

Singed Proxy

(.....)
Date / /

Independent Directors' Information in case of proxy

1. Dr. Peter Weldon

Independent Director

Chairman of the Audit Committee

Age 83 years

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

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.