



THE BROOKER GROUP PUBLIC COMPANY LIMITED

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

No. AGM 1/2022

1st April 2022

Subject: Notice of the 2022 Annual General Meeting of Shareholders
To: The Shareholders of the Company

Enclosed:

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021
2. Proxy Form B and profiles of the Independent Directors in case of proxy
3. One Report Annual Report 2021 in the form of QR Code and the Audited Financial Statements of the Company for the year ended 31st December 2021 (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 2022 Annual General Meeting of Shareholders
6. Capital Increase Report Form (F 53-4)
7. Company's Articles of Association relating to the General Meeting of Shareholders
8. Registration form for attending the E-AGM
9. Guidelines for attending the Annual General Meeting of Shareholders through Electronic Media (E-AGM) and appointment of Proxy

Notice is hereby given that, by virtue of the Board of Directors of The Brooker Group Public Company Limited, the 2022 Annual General Meeting of Shareholders will be held on Friday 22nd April 2022 at 10.00 a.m. via electronic meeting (E-AGM) only. In this regard, the Company shall comply with the requirements on electronic meeting as set out in the Royal Decree on Meetings through Electronic Media B.E. 2563 (2020) and the Announcement of the Ministry of Digital Economy and Society re: Standards for Maintaining Security of Electronic Meetings B.E. 2563 (2020) to consider the matters according to the agenda as follows:

Agenda 1 : To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on 4th June 2021.

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

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

Agenda 2 : To consider and acknowledge the operating results and approve the audited financial statements for fiscal year 2021.

Board of Directors' opinion: The Board recommends that the shareholders acknowledge the operating results and approve the audited financial statements for fiscal year 2021 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 2021.

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 the allotment of the Company’s legal reserve, and the payment of dividend for the operation result for the year 2021 as detailed below.

1. To allocate net profits of Baht 9,617,696.84 as the legal reserve of the Company which is equivalent to 5% of the net profit for the year 2021. 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. To pay dividends in the form of cash at Baht 0.005 per share, or approximately Baht 41.94 million.
3. To pay dividends in the form of ordinary shares (“Stock Dividend”) at the ratio of 10 existing shares per 1 Stock Dividend for the amount not exceeding 838.84 million shares at the par value Baht 0.125 per share to the Shareholders, or approximately worth not exceeding Baht 104.86 million representing dividend payout of Baht 0.0125 per share. In case that any shareholder of the Company holds shares fewer than 10 shares, the dividend shall be paid to such shareholder in the form of cash for the value of Baht 0.0125 per share instead. If there are fractions of a stock dividend share from the calculation, such fractions shall be paid in form of cash at the rate of Baht 0.0125 per share.

According to Clause 2 and 3, the total dividend payment by cash and Stock Dividend is Baht 0.0175 per share. (As of February 25, 2022, the total number of paid-up ordinary shares of the Company was 8,388,432,449 shares) Therefore, the total dividend value will be approximately not exceeding Baht 146.80 million.

Those dividends as mentioned above shall be subject to the withholding tax at the rate stipulated by law. In this regard, the record date for shareholders who are entitled to receive such dividends (Record Date) is scheduled to be March 15, 2022, and the dividend payment is set to be on May 20, 2022 after the Annual General Meeting of Shareholders approval. This will be the thirteenth time the Company will pay a dividend.

The Shareholders should be informed of the interim dividend payment in the form of cash for the first 6 months of 2021 at the rate of Baht 0.015 per share which was paid on 15 September 2021. The Company’s Board of Directors (the “Board of Directors”) has resolved to propose to the Shareholders for approval the final dividend payment as mentioned above at the rate of Baht 0.0175 per share (cash and Stock Dividend) for the later 6 months of 2021 from the Company’s retained earnings. Therefore, the total dividend for 2021 will equal to Baht 0.0325 per share.

Details of dividend payment (Separate Financial Statement)

	2021 (The proposed year)	2020 (The previous year)
1. Net profit (loss) (million baht)	192.35	(20.75)
2. Number of shares (as at 31 December 2020) Number of shares (as at 31 December 2021) At par value (baht/share)	8,253,281,178 0.125	6,640,441,480 0.125
3. Payment period	Yearly	Yearly
4. Dividend payment (baht/share)	0.0325	0.05
-First half interim dividend	0.015	0.02
-Second interim dividend /special dividend	-	0.015
-Second half dividend	0.0175	0.015
5. Total dividend amount (million baht)	268.23	332.02
6. Diluted earning per share (weighted average shares)	0.026	(0.003)
7. Dividend payout ratio (percent)	139.45	-

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 2022.

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

Since this company has provided good services since its appointment for fiscal year 2007 and the audit fees quoted for 2022 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 has been appointed as the auditor of the Company since 2021. He has never signed to certify the financial statements of the Company and its subsidiaries yet.

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 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 2022 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 2022 and 2021.

Unit : Baht)

	2022	2021
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 2022 is changed from 2021 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, Mr. Chan Bulakul, Mrs. Punnee Worawuthichongsathit, Dr. Peter Weldon, Mr. Phongchai Sethiwan should be reappointed.

Board of Directors' opinion: The Board of Directors, excluding the Directors with vested interest, recommends that the shareholders should reappoint Mr. Chan Bulakul, Mrs. Punnee Worawuthichongsathit, Dr. Peter Weldon, Mr. Phongchai Sethiwan 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, Mrs. Punnee Worawuthichongsathit and Dr. Peter Weldon, both are Independent Directors, 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, Mrs. Punnee Worawuthichongsathit, Independent Director and Dr. Peter Weldon, 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 2021	Appointment Date	
				First	Last
Mr. Chan Bulakul	Director	18	7/7	Oct 2003	Apr 2019
Mrs. Punnee Worawuthichongsathit	Director	17	7/7	Aug 2004	Apr 2019
Dr. Peter Weldon	Director	18	7/7	Feb 2003	Apr 2020
Mr. Phongchai Sethiwan	Director	7	6/7	Nov 2009	Apr 2020

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 2022 to 31 December 2022.

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 2022 to 31 December 2022 to be not exceeding Baht 5,300,000 (five million three hundred thousand Baht) which was the same amount of the year 2021 which was Baht 5,300,000.

The details of the proposed remuneration for the Company's Board of Directors for the year 2022 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 2022 to 31 December 2022 to be not exceeding Baht 5,300,000 (five million and three hundred thousand Baht).

Remarks: Total remuneration in 2021 in cash, to each of the Directors is detailed in the "Directors' Remuneration" section of the 2021 Annual Report. The "Management Structure" section of the 2021 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 in registered capital of the Company from the original registered capital Baht 1,489,315,278.75 to registered capital Baht 1,637,350,330.125 divided into 13,098,802,641 shares by issuing newly-issued ordinary shares 1,184,280,411 shares at par value of Baht 0.125 per share to sufficiently accommodate the Stock Dividend payment and the exercise of BROOK-W6 and BROOK-W7 due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W6 and BROOK-W7) follow as right adjustment conditions. (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 the Stock Dividend payment and exercising of the warrants BROOK-W6, BROOK-W7 due to the adjustment of the exercise price and exercise ratio of warrants BROOK-W6, BROOK-W7 follow as right adjustment conditions. The shareholders Meeting should approve the capital increase as proposed.

Remarks For BROOK-W5, sufficient number of shares has already been reserved to accommodate the exercise due to the adjustment of the exercise price and exercise ratio of warrants BROOK-W5 follow as right adjustment conditions. Therefore, there is no need to additionally issue new ordinary shares.

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:	1,637,350,330.125	Baht	(One Thousand Six Hundred Thirty-Seven Million Three Hundred Fifty Thousand Three Hundred Thirty Baht and Twelve and a half Satang.)
Divided in to:	13,098,802,641	Shares	(Thirteen Thousand Ninety-Eight Million Eight Hundred Two Thousand Six Hundred Forty-One Shares)
At a par value of Divided into:	0.125	Baht	(Twelve and a Half Satang)
Ordinary shares	13,098,802,641	Shares	(Thirteen Thousand Ninety-Eight Million Eight Hundred Two Thousand Six Hundred Forty-One Shares)
Preferred shares	0	Shares	-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 1,184,280,411 newly issued ordinary shares to accommodate the Stock Dividend payment and the exercise of BROOK-W6 and BROOK-W7 as follows:

9.1. Allotment of the amount 838,843,245 newly issued ordinary shares at the par value of Baht 0.125 per share to accommodate the payment of Stock Dividend.

9.2. Allotment of the amount 275,793,026 newly issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W6.

9.3. Allotment of the amount 69,644,140 newly issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W7.

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. Provided that the person designated by the Board shall be authorized to consider any relevant terms and conditions pursuant to the allotment these newly issued shares well as to have the authority to perform necessary tasks related to this allotment. The Capital Increase Report is attached herewith as Attachment 6. 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 2022 Annual General Meeting of Shareholders has been fixed as 15 March 2022.

All shareholders are cordially invited to attend the Meeting on the date, time stated above.

In order to facilitate the registration, you are requested to submit the Electronic Conferencing (E-AGM) registration form and identity document, if applicable.

- (1) In the case of shareholders wishing to attend the E-AGM meeting or
- (2) In case the shareholder wishes to appoint another person to attend the E-AGM meeting

by studying details from Registration Form for Electronic Shareholders Meeting (E-AGM) (Enclosure 8) and Rules for Attending Shareholders Meeting via Electronic Media and proxy (E-AGM) (Enclosure 9) to the company **within April 19, 2022** via the following channels:

- Email: agm_egm@brookergroup.com
- Post:
Finance and Accounting Department,
The Brooker Group Public Company Limited
26th Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road,
Klong Toey Nua, Wattana,
Bangkok 10110

Certified by:



Mr. Chan Bulakul
Chief Executive Officer
Chairman, Executive Committee

Yours faithfully,



Dr. Narongchai Akrasanee
Chairman



THE BROOKER GROUP PUBLIC COMPANY LIMITED

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

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 The Brooker Group Public Company Limited

- Time and Place** : The Meeting was held on 4 June 2021 at 10.00 a.m. at Brooker Office by electronic meeting (E-EGM) only.
- Preliminary Proceeding** : Dr. Narongchai Akrasanee, the Chairman of the Board of Directors, acted as the Chairman of the Meeting.
- Directors Present** : 10 Directors from 10 Directors were present at the Meeting as follows:
1. Dr. Narongchai Akrasanee Chairman of the Board of Directors
 2. Mr. Chan Bulakul Vice Chairman
Chairman of the Executive Committee
Chief Executive Officer
Authorized Director
Chairman of the Risk Management Committee
Chairman of the Investment Committee
 3. Dr. Peter Weldon Chairman of the Audit Committee
Member of the Compensation Committee
 4. Ms. Punnee Worawuthichongsathit Member of the Audit Committee
Chairwoman of the Nominating Committee
Chairwoman of the Compensation Committee
 5. Mr. Sompong Phaoenchoke Member of Audit Committee
Member of the Compensation Committee
 6. Mr. Anake Kamolnate Member of the Executive Committee
Authorized Director
Member of the Risk Management Committee
Member of the Investment Committee
 1. Mr. Kirin Narula Authorized Director
Member of the Nominating Committee
Member of the Risk Management Committee
 2. Mr. Phongchai Sethiwan Authorized Director
Member of the Nominating Committee
Member of the Risk Management Committee
 9. Mr. Varut Bulakul Member of the Executive Committee
Member of the Compensation Committee
Member of the Nominating Committee
Member of the Investment Committee
 10. Mr. Varit Bulakul Member of the Executive 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 Operation |
| 3. Mr. Varut Bulakul | President Investment |
| 4. Mr. Varit Bulakul | President Investment Banking |
| 5. Ms. Supanee Phongsuparbchon | Finance & Accounting Manager |

There were 41 shareholders presented, either personally or by proxy, holding together a total of 4,668,298,772 shares equal to 68.37% of the total number of subscribed shares of the Company, thereby constituting a quorum.

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

The Company would like to inform you that the meeting via E-EGM system is a system of Quidlab Company Limited, which is a system that complies with the announcement of the Ministry of Digital Economy and Society regarding the security standards of electronic meetings. 2020, including meeting control system certification from Electronic Transactions Development Agency (ETDA)

The next step is to ensure that the meeting is in accordance with the principles of good corporate governance in regard to voting in the meeting. The Company would like to clarify the voting procedures and vote counting as follows:

Voting method

1. To vote at the meeting every shareholder will have votes equal to the number of shares they hold, which shall be counted as 1 share per 1 vote.
2. Voting on each agenda will be done openly. Shareholders or proxies are required to vote only in one way or another, i.e., agree, disagree or abstain. However, voting cannot be divided into parts.

The shareholders or proxies can vote in each agenda by clicking on the voting menu to vote for approval, disapproval or abstention in the system at any time without closing the agenda. After closing the agenda If the shareholders or proxies do not press any votes the system will assume that the shareholder or proxies voted in favor of that agenda and will not be able to change the vote. In addition, for proxies that the proxy grantor has specified the voting for each agenda in the proxy form, the Company will record the votes according to the wishes of the grantors and the Company will inform the voting results in each agenda immediately.

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 2021 Annual General Meeting of Shareholders held on 2nd April 2021.

The Chairman presented the Minutes of the 2021 Annual General Meeting of Shareholders held on 2nd April 2021 to the Meeting for consideration and adoption.

Resolution:

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

- 4,668,555,673 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.

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

Remark: Under the above agenda, there was additional 3 shareholders; representing 256,901 shares joined the Meeting.

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

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

Resolution:

The Meeting duly considered and resolved to approve the increase in the registered capital from the existing registered capital of Baht 888,375,760.375 to Baht 1,489,315,278.75, by issuing not exceeding 4,807,516,147 newly issued ordinary shares, at the par value of Baht 0.125 per share, totaling Baht 600,939,518.375. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,668,555,573 votes equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 votes, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 100 votes, 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 3 : To consider and approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase, as follows.

“Clause 4. Registered Capital:1,489,315,278.75 Baht (One billion four hundred eighty-nine million three hundred fifteen thousand two hundred seventy-eight and seventy-five satang)

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

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

Categorized into

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

Preferred Shares: 0 share -None-”

The Chairman proposed to the Meeting to consider and approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase. Provided that the person designated by the Board to proceed the registration of the amendment to the Memorandum of Association with the Ministry of Commerce shall be authorized to make and change of wording and to take any action in order to comply with the instruction of the registrar.

Resolution:

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

- 4,668,555,673 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 approve the issuance of warrants BROOK-W6 and BROOK-W7 for the allocation to the existing shareholders of the Company who have subscribed and have been allocated the newly issued ordinary shares proportionate to their respective shareholding (Rights Offering) (Attachment 4 and 5)

The Chairman proposed to the Meeting to consider and approve the issuance of warrants BROOK-W6 and BROOK-W7 for the allocation to the existing shareholders of the Company who have subscribed and have been allocated the newly issued ordinary shares proportionate to their respective shareholding (Rights Offering). The details of which are discussed below:

1. The issuance of BROOK-W6 of not exceeding 2,731,152,084 units which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly issued ordinary shares proportionate to their respective shareholding (Rights Offering) and offered without consideration (i.e. offering price per unit is THB0.00) resulting in no more than 2,731,152,084 ordinary shares to be allocated for the exercise of the warrants (40 percent of the total issued shares of the Company) at the allocation ratio of 1 newly-issued ordinary shares to 2 unit of BROOK- W6 and the exercise price of the shares according to BROOK-W6 is Baht 0.65 per share. The exercise of right period of BROOK-W6 is 3 years. In the case where the calculation of the allocation of BROOK-W6 results in fractions, the fraction shall be rounded down for the calculation of each of the shareholders. **(Attachment 4)**
2. The issuance of BROOK-W7 of not exceeding 682,788,021 units which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly issued ordinary shares proportionate to their respective shareholding (Rights Offering) and offered without consideration (i.e. offering price per unit is THB0.00) resulting in no more than 682,788,021 ordinary shares to be allocated

for the exercise of the warrants (10 percent of the total issued shares of the Company) at the allocation ratio of 2 newly issued ordinary shares to 1 unit of BROOK- W7 and the exercise price of the shares according to BROOK-W7 is Baht 1.30 per share. The exercise of right period of BROOK-W7 is 5 years. In the case where the calculation of the allocation of BROOK-W7 results in fractions, the fraction shall be rounded down for the calculation of each of the shareholders. **(Attachment 5)**

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

Resolution:

The Meeting duly considered and resolved to approve the issuance of warrants BROOK-W6 of not exceeding 2,731,152,084 units and BROOK-W7 of not exceeding 682,788,021 units for the allocation to the existing shareholders of the Company who have subscribed and have been allocated the newly issued ordinary shares proportionate to their respective shareholding (Rights Offering) as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,668,405,573 votes, equivalent to 99.99% 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.
- 150,100 votes, equivalent to 0.01% 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 approve the allocation of the Company's newly issued ordinary shares not more than 4,807,516,147 shares at the par value of Baht 0.125 per share in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), to accommodate the exercise of BROOK-W6 and BROOK-W7, to accommodate the right adjustment of BROOK-W5 Warrants (follow as right adjustment conditions). (Attachment 3, 4 and 5)

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

W5 Warrants (follow as right adjustment conditions). The details of which are discussed below:

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

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

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

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

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

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

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

Resolution:

The Meeting duly considered and resolved to approve the allocation of the Company's newly issued ordinary shares not more than 4,807,516,147 shares at the par value of Baht 0.125 per share in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering) of not exceeding 1,365,576,042 newly issued ordinary shares, to accommodate the exercise of BROOK-W6 of not exceeding 2,731,152,084 newly-issued ordinary shares and to accommodate the exercise of BROOK-W7 of not exceeding 682,788,021 newly issued ordinary shares, to accommodate the right adjustment of BROOK-W5 Warrants (follow as right adjustment conditions) of not exceeding 28,000,000 newly issued ordinary shares as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,669,216,773 votes, equivalent to 99.99% 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.
- 150,100 votes, equivalent to 0.01% 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 an additional shareholder; representing 811,200 shares joined the Meeting.

Agenda 6: 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 named Khun Phumphat Jarernpholsophon, who attended the meeting in person, asked if the shares are entitled to ordinary shares in the ratio 5:1, the subscription price is Baht 0.40. How can I pay for the shares?

Khun Supanee replied that the Company has appointed Right Offering Agent Broker, Bualuang Securities Public Company Limited, to do this duty and will issue online news through the SET system. And, on the Company's website around Monday or Tuesday, June 7th or 8th, which can submit documents or use the Electronic RO system as announced later.

A shareholder named Medha Konghorn came to the meeting in person, asked whether has the Company invested in Zipmex and what platform Decentralized Finance (DeFi) is used.

Khun Varit Bulakul, the Company's director replied that Brooker does not invest in Zipmex. Zipmex has its own coins. The Company does not invest in Zipmex coins. Zipmex has received a license to trade coins. The Company and Zipmex are business alliance. Brooker provides knowledge on financial and restructuring of the company and has set up a new division, Digital Assets division, to educate customers on Digital Assets. In case customers are interested in using Zipmex, the Company then can coordinate to provide a One Stop Service to customers.

Brooker invests itself directly by the Digital Assets division, which is to buy digital coins by itself and bring those digital coins to use Platform Decentralized Finance service called Yield Farming to earn additional interest. The Company is studying various channels to invest coins in Yield Farming to get good returns under the risk that the Company can take.

A shareholder named Khun Prapatpong Nantakijpattana came to the meeting in person and asked about Digital Asset, besides digital currency. Does the investment cover Defi as well?

Khun Varit Bulakul, the Company's director, replied that the Company invests in digital assets in many ways, not just Bitcoin. Because the Company believe that the overall system of digital assets will grow together in the whole system.

Next, the Chairman answered the questions sent in advance by the shareholders as follows:

Shareholder: Khun Ratre Wisissurawong has the following questions:

1. What is the direction and plans for investment in digital assets in term of short term, medium term and long term?

The Chairman replied that the Company is focused on long-term investment because it believes in the growth of the Digital Asset Ecosystem by setting up a new department to expand business consulting and create new businesses to connect with financial systems and digital assets.

2. From 1st question – how to create a leap in return in what form and how? Could the Company provide details that can be clearly seen and would like to know how the Company will cope or prevent such high risk?

The chairman replied that the growth would be based on the Net Work Effect, which now has a lot of interest from companies and investors who start announcing the study and preparing to invest soon If there is a large fund to invest in digital assets which will create a huge value from the network that will expand rapidly.

The hedge is primarily a long-term investment in large projects and do not invest more than what has been approved. The Company has high liquidity and able to support volatility in digital asset value both in the short and medium term.

In addition, the Company has established a new department to expand from it consulting business and create new businesses to connect financial systems and digital assets. This will provide many new sources of income and business opportunities in the future.

3. Referring to news in the Stock Exchange of Thailand, under the news headline, voluntary information disclosure, in the investment in digital assets I would like to ask if in the accounting record "Digital asset inventories" are recorded at cost or net realizable value whichever is lower which means at that moment, if there is a very volatility and the price is very low. Will it result in high losses as well whether its medium-term or long-term?

The chairman replied that if there is a very low-price volatility, this can result in huge losses, most of which will occur in a short period of time. Gradually recovering, there are opportunities for further growth, if it is focus on a long-term investment principal and will be able to overcome these fluctuations and generate good returns in the long run.

4. The Company's main business, what businesses do the Company currently have? And in the future, short, medium, long, term what new businesses will there be?

The Chairman replied that the Company's current main business is still investment banking by providing business consulting to companies especially for the owners of leading companies who want to raise funds and become listed company on the Stock Exchange of Thailand, fund management for foreign investors (Offshore Fund), short-term lending businesses to help in improving financial structure with collateral, investment and real estate related business. Soon the Company will start creating new businesses to connect financial systems and digital assets such details cannot be elaborated at this time.

5. From 4th question – looking at the business as 100%, what is the proportion of current business and the new business?

The Chairman replied that the main business of the Company remains the same, but the Company will gradually increase its investment in digital asset-related businesses, according to business opportunities, in which the proportion of the initial investment, the Company has set a target of 50: 50 gradually.

A shareholder named Khun Piyapong Prasartthong had a question - regarding to the digital asset investment (Bitcoin) that the Company invests, how does the Company receive benefits and impact on the Company's business operations?

The Chairman replied that the Company has been contacted by many companies and investors, including system developers who need advice and planning to build a business related to digital assets. The Company has seen many business opportunities that can be developed further such as collaborating with other companies for doing business in digital assets and investing in interesting projects and projects which has high growth potential.

A shareholder named Khun Prapatpong Nantakijpattana further asked that now the investments have been made, which chains have already been placed in? such as ETH Chain, Binance Smart Chain etc.

Mr. Varit Bulakul, the Company's director, replied that the chain is an operating system. The Company invest in many operating system covers large chains such as Bitcoin (Bitcoin: BTC), Ethereum (Ether: ETH).

Mr. Prapatpong Nantakijpattana further asked that in the past, the Company has paid quite high dividend which most comes from the Company's consulting revenue including investing in infra-fund and including interest on the loan. In terms of the Digital Assets segment, it is highly volatile. Will the Company have an idea of paying dividends from this part? Or just look at the growth from Capital Gain.

The Chairman replied that regarding dividend payment is unanswerable, can only say that the Company increased capital to expand to increase our business opportunities in the part of Digital Assets for profit. Dividend payment the Board of Directors will consider, and dividends paid from every income.

Khun Varit Bulakul, the Company's Director, added that Digital Assets are highly volatile because there are some digital coins that have been invested with high volatility. The Company does business in partnership with other companies that do Digital Assets business. In this regard, the Company does business as it used to be a consultant. This type of business is a business extension without volatility. Because the Company is one of the first companies to study Digital Assets combined with Investment Banking, it is a business approach that many customers are interested in.

Khun Prapatpong Nantakijpattana further asked when does the Company begin to seriously study Digital Asset?

The Chairman replied that personally, he personally has studied for many years because he is a professor. As for the other directors, Khun Varut Bulakul and Khun Varit Bulakul have studied for many years.

A shareholder named Khun Ratee Wisissurawong asked in assessing the value of warrants 6 and 7, whether the Company's shares would be priced higher in the future or not, otherwise the rights might not be exercised.

The Chairman replied that this question could not be answered since it is illegal.

The chairman concluded that financial assets are divided into 2 groups:

1. Assets that are back up for doing business such as gold, silver, copper, etc. which are valuable assets in themselves, able to maintain value and rarity, currently the hot Bitcoin will replace gold because it has 3 properties like gold.
2. Assets that are useful for doing business, for example, some assets come out with a government back up or private companies come out with property back up or have income back up, etc.

The Company has invested in both above assets, in assets item 1 for capital gain and assets item 2 since the Company believes that in the future there will be more use of Digital Assets for the benefit of doing business.

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

The Meeting adjourned at 11.04 a.m.



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

PROXY(Form B)

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

Written at
Date.....Month.....2022

(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. 1/2022 to be held on 22nd April 2022 at 10.00 a.m. via electronic meeting (E-AGM) 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 Extraordinary General Meeting of Shareholders No. 1/2021 held on 4th June 2021.

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

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

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

Agenda 2 To consider and acknowledge the operating results and approve the audited financial statements 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 3 To consider and approve the allocation of net profit as legal reserve and the dividend for the 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 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. Chan Bulakul

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

2. Mrs. Punnee Worawuthichongsathit

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

3. Dr. Peter Weldon

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

4. Mr. Phongchai Sethiwan

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 2022 – 31 December 2022

(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 and approve the increase in registered capital of the Company from the original registered capital Baht 1,489,315,278.75 to registered capital Baht 1,637,350,330.125 divided into 13,098,802,641 shares by issuing newly-issued ordinary shares 1,184,280,411 shares at 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 and allot of shares 1,184,280,411 newly issued ordinary shares to accommodate the Stock Dividend payment and the exercise of BROOK-W6 and BROOK-W7 as follows:

9.1. Allotment of the amount 838,843,245 newly issued ordinary shares at the par value of Baht 0.125 per share to accommodate the payment of Stock Dividend.

9.2. Allotment of the amount 275,793,026 newly issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W6.

9.3. Allotment of the amount 69,644,140 newly issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W7.

(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

()

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. 1/2022 on 22nd April 2022 at 10.00 a.m. via electronic meeting (E-AGM) 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 84 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 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 2022 – 31 December 2022.

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 61 years

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

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 2022 – 31 December 2022.

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 69 years

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

To have interests on 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 2022 – 31 December 2022.

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 **2021 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 2021 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
26th 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.


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

<p>Name – Surname Position</p>	<p>Mr. Chan Bulakul - Vice Chairman - Chairman of Executive Committee - Chief Executive Officer - Authorized Director - Chairman of Risk Management Committee - Chairman of Investment Committee</p>	
<p>Age Education</p>	<p>73 years B.S. Major Accountancy, University of Illinois, U.S.A</p>	
<p>Training for director course</p>	<p>Directors Accreditation Program (DAP) (2005)</p>	
<p>Shareholding in the Company Experience</p>	<p>-None-</p>	
<p>Oct 2003 - Present Nov 2010 - Dec 2012</p>	<p>- Chief Executive Officer, The Brooker Group Plc. - Director, Golden Land Property Development Plc.</p>	
<p>Directors/ Executives in other listed companies</p>	<p>-None-</p>	
<p>Directors/Executives in other companies (non-listed companies)</p>	<p>- None-</p>	
<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>18 years</p>	
<p>Participation in BOD Meeting in the year 2021</p>	<p>7 times from the total of 7 times</p>	

<p>Name – Surname Position</p>	<p>Mrs. Punnee Worawuthichongsathit - Independent Director - Member of Audit Committee - Chairperson of Nominating Committee - Chairperson of Compensation Committee</p>	
<p>Age Education</p>	<p>69 years Master of Accountancy Chulalongkorn University B.A. Accounting (Honour) Chulalongkorn University Certified Public Accountant (CPA), Thailand Certified Internal Auditor(CIA),IIA-United State of America Certified Professional Internal Auditor(CPIA),IIA-Thailand Qualified Internal Auditor (QIA), IIA-Thailand</p>	
<p>Training for director course</p>	<p>Chartered Director –IOD Association Directors Certification Program (DCP 38/2003) - IOD Association Directors Accreditation Program (DAP 2/2003) - IOD Association Audit Committee Program (ACP 2/2004) - IOD Association Improving the Quality of Financial Report 1/2006 - IOD Association Monitoring the Internal Audit Function 1/2007 – IOD Association Monitoring the System of Internal Control and Risk Management 2/2007 - IOD Association Monitoring the Quality of Financial Reporting 5/2007- IOD Association Anti-Corruption for Executive Program (ACEP), Class 10/2014 Anti-Corruption : The Practice Guide (ACPG), Class 10/2014</p>	
<p>Shareholding in the Company Experience</p> <p>2007- Present</p> <p>2004 – Present</p> <p>2016-Present</p> <p>2016-Present</p> <p>2016-Present</p> <p>2015-Present</p> <p>Apr 2011- Present</p>	<p>388,614 shares, equivalent to 0.01% of paid up capital</p> <ul style="list-style-type: none"> - Chairwoman of the Nominating Committee and Chairwoman of the Compensation Committee, The Brooker Group Plc. - Independent Director and Member of the Audit Committee, The Brooker Plc. - Director, PW Consultant Co., Ltd. - Independent Director and Member of the Audit Committee, Saha Pathana Inter-Holding Plc - The Audit sub-committee, Office of the National Anti-Corruption Commission - Independent Director and Member of the Audit Committee, WHA Utilities and Power Public Co., Ltd. - Director, Thai Investors Association 	

Apr 2010 - Present	- Independent Director and Member of the Audit Committee, Thai Wacoal Public Company Limited.
2007 - Present	- Independent Director and Chairwomen of the Audit Committee, Mono Next Plc.
2007 - 2015	- Member of the Corporate Governance Committee, Hemaraj Land and Development Plc.
2000 - 2016	- Independent Director and Member of the Audit Committee, Hemaraj Land and Development Plc.
1990 - Present	- Independent Advisor Specialized in Accounting system, taxation, MIS and - Internal Control System for Private Companies in various businesses
Present	- Member of Accounting for Taxation Committee Federation of Accounting Profession - Special Tutor, Private and state Universities - Special Tutor, Federation of Accounting Profession
Directors/ Executives in other listed companies	4 companies - Independent Director and Member of the Audit Committee, Thai Wacoal Public Company Limited. - Independent Director and Member of the Audit Committee, Saha Pathana Inter-Holding Plc. - Independent Director and Chairwoman of the Audit Committee, Mono Next Plc. - Independent Director and Member of the Audit Committee, WHA Utilities and Power Public Co., Ltd.
Directors/Executives in other companies (non-listed companies)	2 companies - Director, PW Consultant Co., Ltd. - Director, Thai Investors Association
Directors/Executives in other companies which may cause conflict of interest to the Company	-None-
Duration of being director	17 years
Participation in BOD Meeting in the year 2021	7 times from the total of 7 times
Relationship with the Company/subsidiaries/associates or other corporates which may have conflict in present or during the past 2 years	- Having no relationship with executives or major shareholders/subsidiaries/associates or other corporates which may have conflict - Being a non-executive director, staff, employee or advisor receiving regular salary - Not being a professional such as auditor or law consultant - Have no significant business relationship which may affect the independence in performing duties

<p>Name – Surname Position</p>	<p>Dr. Peter Weldon - Independent Director - Chairman of Audit Committee - Member of Compensation Committee</p>	
<p>Age Education</p>	<p>84 years Ph.D. Rural Sociology Cornell University</p>	
<p>Training for director course Share holding in the Company Experience</p>	<p>Directors Accreditation Program (DAP) (2007) -None-</p>	
<p>2003 - Present 2007 - 2015 2000 - 2012 1997 - 2007</p>	<p>- Director, The Brooker Group Plc. - Director, Cuervo Appraisals Philippines - Chairman, InovaTech Limited Hong Kong - Director, Eziwarm Limited Hong Kong</p>	
<p>Directors/ Executives in other listed companies</p>	<p>-None</p>	
<p>Directors/Executives in other companies (non-listed companies)</p>	<p>-None</p>	
<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>18 years</p>	
<p>Participation in BOD Meeting in the year 2021</p>	<p>7 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>	<p>- Having no relationship with executives or major shareholders/subsidiaries/associates or other corporates which may have conflict - Being a non-executive director, staff, employee or advisor receiving regular salary - Not being a professional such as auditor or law consultant - Have no significant business relationship which may affect the independence in performing duties</p>	

<p>Name – Surname Position</p>	<p>Mr. Phongchai Sethiwan - Authorized Director - Member of Nominating Committee - Member of Risk Management Committee</p>	
<p>Age</p>	<p>62 years</p>	
<p>Education</p>	<p>BComm (Honours), University of Manitoba, Canada</p>	
<p>Training for director course</p>	<p>Directors Accreditation Program (DAP) (2006)</p>	
<p>Share holding in the Company</p>	<p>7,684,680 shares, equal to 0.09% of paid up capital</p>	
<p>Experience 2009-Present 2015-Present 2010-Present 1983-Present 1983-Present 1983-Present 1983-Present 1983-Present 1983-Present 1983-Present</p>	<ul style="list-style-type: none"> - Authorized Director, The Brooker Group Public Co Ltd - Authorized Director, ASL Securities Co., Ltd. - Executive Director, Thai Fah Power Co Ltd - Executive Director, Thai Hua (2511) Co Ltd - Executive Director, Suphan Rice Co Ltd - Executive Director, Sethi Rice Co Ltd - Executive Director, Thai Hua Warehouse Co Ltd - Executive Director, Sethiwan Development Co Ltd - Executive Director, Thai Hua Heng Co Ltd, China - Executive Director, Sethiwan Garment Co Ltd, China 	
<p>Directors/ Executives in other listed companies</p>	<p>-None-</p>	
<p>Directors/Executives in other companies (non-listed companies)</p>	<p>9 companies</p> <ul style="list-style-type: none"> - Authorized Director, ASL Securities Co., Ltd - Executive Director, Thai Fah Power Co Ltd - Executive Director, Thai Hua (2511) Co Ltd - Executive Director, Suphan Rice Co Ltd - Executive Director, Sethi Rice Co Ltd - Executive Director, Thai Hua Warehouse Co Ltd - Executive Director, Sethiwan Development Co Ltd - Executive Director, Thai Hua Heng Co Ltd, China - Executive Director, Sethiwan Garment Co Ltd, China 	
<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>12 years</p>	
<p>Participation in BOD Meeting in the year 2021</p>	<p>7 times from the total of 7 times</p>	

Capital Increase Report Form to be considered in the 2022 Shareholders' AGM
The Brooker Group Public Company Limited
25 February 2022

We, The Brooker Group Public Company Limited (the “**Company**”) hereby report the resolutions of the Board of Directors’ Meeting No. 2/2022, convened on February 25, 2022 at 17.00, relating to the capital increase and the allocation of newly-issued ordinary shares. The details are as follows;

1. Capital increase

The meeting resolved to propose the 2022 Annual General Meeting of Shareholders (“**AGM**”) consider and approve the increase of the Company’s registered capital Baht 148,035,051.375 from the original registered capital Baht 1,489,315,278.75 to registered capital Baht 1,637,350,330.125*

By issuing new ordinary shares for the amount not exceeding 1,184,280,411 shares at the par value of Baht 0.125 per share to accommodate the stock dividend payment (“**Stock Dividend**”) and the exercise of warrants representing the Rights to Purchase the Ordinary Shares of The Company No.6 (“**BROOK-W6**”) and No.7 (“**BROOK-W7**”) 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	Not exceeding 1,184,280,411	0.125	Not exceeding 148,035,051.375
	Preference	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preference	-	-	-

2. Allocation of shares

The meeting was resolved to approve the allocation of the amount not exceeding 1,184,280,411 ordinary shares at the par value of Baht 0.125 per share, totaling of the value not exceeding Baht 148,035,051.375, in accordance with the following details:

2.1 Allocation details

Allocated to	Number of Shares (Share)	Ratio (old : new)	Offering Price (Baht/Share)	Subscription and Payment Period	Remarks
To Accommodate Stock Dividend Payment	Not exceeding 838,843,245	10:1	-	-	Please see Remarks 1)
To Accommodate BROOK-W6	Not exceeding 275,793,026	-	-	-	Please see Remarks 2)
To Accommodate BROOK-W7	Not exceeding 69,644,140	-	-	-	Please see Remarks 2)
Total	Not exceeding 1,184,280,411	-	-	-	

Remarks:

- 1) The Board of Directors Meeting was resolved to propose Shareholders to pay dividends in form of Stock Dividend and cash.

According to the Stock Dividend, it will be paid at the ratio of 10 existing shares per 1 Stock Dividend for the amount not exceeding 838.84 million shares at the par value Baht 0.125 per share to the Shareholders, or approximately worth not exceeding Baht 104.86 million representing dividend payout of Baht 0.0125 per share. In case that any shareholder of the Company holds shares fewer than 10 shares, the dividend shall be paid to such shareholder in the form of cash for the value of Baht 0.0125 per share instead. If there are fractions of a stock dividend share from the calculation, such fractions shall be paid in form of cash at the rate of Baht 0.0125 per share.

As for the cash dividend payment, the Company's Board of Directors (the "**Board of Directors**") was resolved to propose to the Shareholders at Baht 0.005 per share.

The total dividend payment (by cash and Stock Dividend) is Baht 0.0175 per share.

However, the dividend payment is not certain as it is subject to the approval by the Shareholders.

- 2) As the Terms and Conditions of the Warrant Issuer and the Warrant Holders Representing the Rights to Purchase the Ordinary Shares of The Company ("**Terms & Conditions of the Warrant**") Clause 1.5.4 indicates the adjustment of the exercise price and ratio in the case the Company declares a Stock Dividend payment to the Shareholders and Clause 1.5.5 if the Company pays dividends being equivalent to an amount greater than 80 percent of the net profit under the separate financial statement of the Company after deducting corporate income tax. These 2 Clauses are applied to all existing series of the Company's warrants, which are the Rights to Purchase the Ordinary Shares of The Company No.5 ("**BROOK-W5**"), BROOK-W6, and BROOK-W7. All of them require adjustments for both the exercise

price and the exercise ratio. The rights adjustment consequently requires the Company to allocate additional shares per the above table to accommodate the exercise of BROOK-W6 and BROOK-W7 respectively.

For BROOK-W5, the rights adjustment is also required; however, sufficient number of shares has already been reserved to accommodate the exercise. Therefore, there is no need to additionally issue new ordinary shares.

The rights adjustment for BROOK-W5, BROOK-W6 and BROOK-W7 shall be effective immediately from the first day on which the persons' purchasing the ordinary shares are not entitled to receive dividends. (ie. the first day on which the Stock Exchange of Thailand posts the "XD" sign).

Therefore, the new exercise price and exercise ratio will be applied to the exercise of the warrants for the next round as follows:

- For the exercise of BROOK-W5, the new exercise price and exercise ratio will be applied on the exercise date of May 20, 2022, which is the last exercise date of BROOK-W5.
- For the exercise of BROOK-W6 and BROOK-W7, the new exercise price and exercise ratio will be applied on the exercise date of March 31, 2022.

The Board of Directors' Meeting passed the resolution to propose the 2022 Annual General Meeting of Shareholders to consider and approve the authorization of the person designated by the Board of 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 case of the Stock Dividend payment, any shareholder of the Company holds shares fewer than 10 shares, the dividend shall be paid to such shareholder in the form of cash for the value of Baht 0.0125 per share instead. If there are fractions of a stock dividend share from the calculation, such fractions shall be paid in form of cash at the rate of Baht 0.0125 per share.
- In case of the adjustment for the exercise price and exercise ratio of warrants, where there are fractions of a share from the calculation, such fractions shall be removed.

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

The 2022 Annual General Meeting of Shareholders is scheduled to be convened on Friday April 22, 2022 at 10.00 am, by Electronic Meeting (E-Meeting). In addition, the record date for the shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) was resolved to schedule on March 15, 2022.

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

4.1 The Company will file an application for the registration of the capital increase and the amendment as mentioned above in item 1. with the Department of Business Development, Ministry of Commerce to be in accordance with the increase in the registered capital within 14 days from the date on which approval is granted by the Shareholders.

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 in MAI 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 Stock Dividend payment to the Shareholders

5.2 To accommodate the exercise of the warrants

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

6.1 Allotment of the newly-issued shares is to accommodate the Stock Dividend payment to the Shareholders as a return for their investment.

6.2 Allotment of the newly-issued shares will provide the Company the sufficient number of the ordinary shares to accommodate the exercise of the warrants. When warrants are exercised for the newly-issued ordinary shares, the Company will use the proceeds derived from such exercise as a working capital for the Company's business operations.

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

7.1 The Shareholders will receive a cash dividend at the rate of Baht 0.005 per share and the Stock Dividend at the ratio of 10 existing shares per 1 Stock Dividend at the par value Baht 0.125 per share representing the stock dividend payout at the value of Baht 0.0125 per share. The total dividend will be Baht 0.0175 per share.

The Shareholders should be informed of the dividend payment in the form of cash for the first 6 months of 2021 at the rate of Baht 0.015 per share which was paid on 15 September 2021. The Board of Directors has resolved to propose to the Shareholders for approval the final dividend payment as mentioned above at the rate of Baht 0.0175 per share (cash and Stock Dividend) for the later 6 months of 2021 from the Company's retained earnings. Therefore, the total dividend for 2021 will equal to Baht 0.0325 per share.

7.2 Dividend Policy

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

Nevertheless, the dividend payment is subject to change depending on the growth in the operational results, investment plans, liquidity, business expansion, as well as other necessity and appropriateness in the interests of the shareholders' returns in the future.

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, and other continuation of the relevant procedures:

No.	Procedures	Date / Month / Year
1.	The Board of Directors' Meeting No.2/2022	25 February 2022
2.	<p>Record Date to ascertain the list of shareholders with the right to</p> <p>2.1 attend the Annual General Meeting of Shareholders for the year 2022</p> <p>2.2 receive the dividends (as stated in the remarks 1 under Section 2.1 Allocation details (<u>Remarks</u>: the dividend payment is still uncertainty based on the shareholders meeting approval)</p>	<p>15 March 2022</p> <p>The XM, or the date on which a share purchaser will not be entitled to attend in the shareholders meeting, will be on Monday, March 14, 2022. The XD, or the date on which a share purchaser will not be entitled to receive dividends will be on Monday, March 14, 2022 as well.</p>
3.	Notification the result of the exercise of BROOK-W6 and BROOK-W7	Within 1 April 2022
4.	Registration of shares issued as a result of BROOK-W6 and BROOK-W7	<p>Expected to be 8 April 2022</p> <p><u>Remark</u>: According to the Terms & Conditions of BROOK-W6 and BROOK-W7, 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.</p>

No.	Procedures	Date / Month / Year
5.	Submit an application for listing the new ordinary shares issued upon the exercise of BROOK-W6 and BROOK-W7	Expected to be 11 April 2022 <u>Remark:</u> According to the Terms & Conditions of BROOK-W6 and BROOK-W7, 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.
6.	The 2022 Annual General Meeting of Shareholders	22 April 2022
7.	Notification of the resolution of the 2022 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	22 April 2022
8.	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 3 May 2022 <u>Remark:</u> The law stipulates that this has to be complete within 14 days from the date on which approval is granted by the 2022 Annual General Meeting of Shareholders
9.	Cash and Stock Dividend payment	20 May 2022

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

Please be informed accordingly.

Sincerely yours,

Mr. Chan Bulakul
Chief Executive Officer

**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.



Registration form for attending the E-AGM

Written at.....

Date..... Month..... Year.....

I..... Nationality..... Address No.....

Road..... Sub-district..... District.....

Province..... Postal code..... Cell phone

Shareholder registration number..... as a shareholder of

The Brooker Group Plc. holding a total number of..... shares

I hereby confirm that I will attend the meeting and cast my votes at the 2022 Annual General Meeting of Shareholders on 22nd April 2022 at 10.00 hrs. which will be held through Electronic Media (E-AGM), by;

Attending the E-AGM by myself, please send me a username and password, together with the WebLink for attending the E-AGM to my email at

Appointing Mr./Ms..... as a proxy to attend the E-AGM. Please send a username and password, together with the WebLink for attending the E-AGM to his/her email at

Sign..... Shareholder

(.....)

Sign..... Proxy

(.....)

Note: Shareholders can send this “Registration form for attending the E-AGM” which has been completely filled out, and attached identification document for inspection of the E-AGM attending right as per Attachment No. 9, to the Company **by 19th April 2022** via the following channels:

- Email: agm_egm@brookergroup.com
- Post:
Finance and Accounting Department
The Brooker Group Public Company Limited
26th Floor, The Trendy Building,
10/190-193 Soi Sukhumvit 13, Sukhumvit Road, Klong toey Nua,
Wattana Bangkok 10110

Guidelines for attending the 2022 Annual General Meeting of Shareholders through Electronic Media (E-AGM) and appointment of Proxy

1. In case shareholders are attending the E-AGM

1.1 Please fill in “Registration form for attending the E-AGM” (Attachment No. 8). Kindly fill in email and your cell phone number clearly in order to be used for the meeting registration and attach identification document to confirm the attendance at E-AGM as follows:

- In the event that the shareholder is an ordinary person—a valid certified true copy of ID card or passport or other official document issued by a government authority.
- In the event that the shareholder is a juristic person – an executed version of the power of attorney or a proxy and supporting documents as per the detail in item “Supporting documents for the appointment of proxy” in next page.

Please submit the “Registration form for attending the E-AGM” and such identification document to the Company by **19th April 2022** via the following channels:

- Email: agm_egm@brookergroup.com
- Post:

Finance and Accounting Department,
The Brooker Group Public Company Limited
26th Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road,
Klong Toey Nua, Wattana,
Bangkok 10110

1.2 When the Company receives the documents as per item 1.1 from you, the Company will proceed with inspecting the documents to confirm the meeting attendance. Once completed, the Company will send a username and password, together with WebLink for attending the E-AGM.

Kindly keep the username and password provided for the shareholder confidence and refrain to disclose it to other persons. In the case that your username and password are lost or you have not received it by 20th April 2022, please immediately contact the Company.

1.3 Please read the manual for using the E-AGM system thoroughly from the email that the Company sends to you. The system will be opened 60 minutes prior to the meeting so that shareholders can register to attend the meeting. However, the live broadcast of E-AGM will begin at 10.00 hrs.

1.4 To vote during the E-AGM, a shareholder may cast his or her vote on each agenda to either Approve, Disapprove, or Abstain from voting. For the shareholders who do not vote on any agenda, the system will automatically count your vote as “Approve”.

Attachment No. 9

1.5 If you encounter with any technical problem in using the E-AGM system before or during the meeting, please contact Quidlab Company Limited who will be the Company's service provider for the Company's E-AGM's meeting. The Company will specify a contact channel for Quidlab Company Limited in the email that the Company will send to you containing the username and password.

2. In case shareholders appoint a proxy to attend the E-AGM

In case that a shareholder is unable to attend the E-AGM meeting, he/she may authorize another person or the following Company's Independent Director, to attend and vote on his/her behalf.

1. Dr. Peter Weldon
Independent Director
Age 83 years
Address: 18/112, 22nd Floor, Somkid Gardens Condominium, 18 Soi Somkid, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330

OR

2. Mr. Sompong Phaoenchoke
Independent Director
Age 60 years
Address: 28/6 Moo.1 Soi Petchkasem 81, Petchkasem Rd., Nongkangphu, Nongkham, Bangkok 10160

OR

3. Mrs. Punnee Worawuthichongsathit
Independent Director
Age 68 years
Address: 612 Thanurat Road, Thungwatdown Sub-district, Sathorn District, Bangkok 10120

No interests in every agenda.

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

In this regard, the shareholders are requested to fill in and sign the proxy form that the Company has delivered to the shareholders or which can be downloaded from the Company's website at www.brookergroup.com and send the proxy together with supporting documents for the appointment of proxy (as specified below) to the Company by 19th April 2022 via the following channels:

- Email: agm_egm@brookergroup.com
- Post:

Finance and Accounting Department
The Brooker Group Public Company Limited
26th Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road,

Klong Toey Nua, Wattana,
Bangkok 10110

**Supporting documents for the appointment of proxy
Shareholder appoints a proxy**

1. A Proxy Form which is completely filled and signed by the proxy grantor and the proxy; and
2. A copy of valid ID card or passport certified true copy by the proxy grantor; and
3. A copy of valid ID card or passport certified true copy by the proxy.

Juristic person appoints a proxy

1. A Proxy Form which is completely filled and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy grantor and signed by the proxy; and
2. A certified true copy of the Affidavit or Certificate of Incorporation of the proxy grantor which is issued in the period of not exceeding 6 months prior to the shareholder meeting; and
3. A copy of valid ID card or passport certified true copy by the proxy grantor's authorized person; and
4. A copy of valid ID card or passport certified true copy by the proxy.

Non-Thai national or foreign juristic person

In the event that the documents or evidence mentioned above not a Thai or English document. Shareholders are required to present an English translation of the document which signed to certify the translation by the shareholders or by the authorized person to bind the juristic person who is the shareholder.

**3. Channel for shareholder to send comments or questions related to the
Company and agenda to be considered in the E-AGM are as follows:**

3.1 During the E-AGM meeting, the shareholder attending the meeting can submit comments or questions via the E-AGM system.

3.2 The shareholder can submit comments or questions in advance to the Company by **19th April 2022** via the following channels:

- Email: agm_egm@brookergroup.com
- Post:

Finance and Accounting Department
The Brooker Group Public Company Limited
26th Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road,
Klong Toey Nua, Wattana,
Bangkok 10110