

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

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

(3) I / We hereby appoint

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

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

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

**Only one of them act as my/our Proxy** to attend and vote on my/ our behalf at the Annual General Meeting of the Shareholders No. 1/2022 to be held on 22<sup>nd</sup> 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 4<sup>th</sup> 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 22<sup>nd</sup> 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, 22<sup>nd</sup> Floor, Somkid Gardens Condominium, 18 Soi Somkid, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330

To have interests on Agenda 6 as the following;

Agenda 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.