



# THE BROOKER GROUP PUBLIC COMPANY LIMITED

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

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No. AGM 1/2023

5<sup>th</sup> April 2023

**Subject:** Notice of the 2023 Annual General Meeting of Shareholders  
**To:** The Shareholders of the Company

**Enclosed:**

1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders
2. Proxy Form B and profiles of the Independent Directors in case of proxy
3. One Report Annual Report 2022 in the form of QR Code and the Audited Financial Statements of the Company for the year ended 31st December 2022 (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 2023 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. Documents required 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 2023 Annual General Meeting of Shareholders will be held on Thursday 27<sup>th</sup> April 2023 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 2022 Annual General Meeting of Shareholders held on 22<sup>nd</sup> April 2022.**

**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 acknowledge the Board of Directors' annual report on the Company's operating results for the year 2022.**

**Fact and reason:** The Company's operating result for the year 2022 is shown in the 2022 Form 56-1 One Report, attached herewith as Enclosure 3. The Board of Directors has considered the report and opined that it is correct and adequate to propose to the shareholders' meeting for acknowledgement.

**Board of Directors' opinion:** The Board has deemed it appropriate to propose the operating result of the Company for the year 2022 to the shareholders for acknowledgement.

**Voting Rule:** No vote is required since this agenda item is for the shareholders' acknowledgement only.

**Agenda 3 : To consider and approve the Company’s financial statement and the auditor’s report, ended 31 December 2022.**

**Fact and reason:** The Company’s financial statement and the auditor’s report , ended 31 December 2022, as shown in the Consolidated Financial Statements Section of the 2022 Form 56-1 One Report, attached herewith as Enclosure 3, have been audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors to propose to the shareholders’ meeting for approval.

**Board of Directors’ opinion:** The Board has deemed it appropriate to propose to the shareholders’ meeting to consider approving the Company’s financial statements and the auditor’s report, ended 31 December 2022.

**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 approve the allocation of net profit as legal reserve and the dividend for the year 2022.**

**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 2022 as detailed below.

1. To allocate net profits of Baht 3,803,303.93 as the legal reserve of the Company. 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 0.0075 per share, or approximately Baht 69.86 million (as of February 21, 2023 the number of issued and offered shares is equal to 9,315,208,558 shares).

The dividend 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 17, 2023, and the dividend payment is set to be on May 25, 2023 after the Annual General Meeting of Shareholders approval. This will be the fourteen 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 2022 at the rate of Baht 0.005 per share which was paid on 14 September 2022. 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 0.0075 per share for the later 6 months of 2022 from the Company’s net profit and the Company’s retained earnings. Therefore, the total dividend for 2022 will equal to Baht 0.0125 per share.

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

	2022 (The proposed year)	2021
1. Net profit (loss) (million baht)	33.51	192.35
2. Number of shares ( as at 31 December 2021) Number of shares ( as at 31 December 2022) At par value (baht/share)	9,315,208,558	8,253,281,178 0.125
3. Payment period	Yearly	Yearly
4. Dividend payment (baht/share)	0.0125	0.0325
-First half interim dividend	0.005	0.015
-Second half dividend	0.0075	0.0175
5. Total dividend amount (million baht)	116.43	268.23
6. Diluted earning per share (weighted average shares)	(0.058)	0.026
7. Dividend payout ratio (percent)	347.45	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 5 : To consider and appoint the Company's auditor and approve the audit fee for fiscal year 2023.**

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

1. Mr. Chaiyuth Angsuwithaya CPA No. 3885 or
2. Mrs. Natsarak Sarochanunjeen CPA No. 4563 or
3. Ms. Daranee Somkamnerd CPA No. 5007 or
4. Ms. Jarunee Nuammae CPA No. 5596 or
5. Mr. Siramate Akkharachotkullanun CPA No. 11821 or
6. Ms. Yaowalak Somprasert CPA No 11902

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

Ms. Yaowalak Somprasert, will be recommended to the Meeting for appointment.

**Board of Directors' opinion:** The Board recommends that the Meeting should appoint Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885 or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No. 4563 or Ms. Daranee Somkamnerd, Certified Public Accountant No. 5007 or Ms. Jarunee Nuammae, Certified Public Accountant No. 5596 or Mr. Siramate Akkharachotkullanun, Certified Public Accountant No. 11821 and Ms. Yaowalak Somprasert Certified Public Accountant No. 11902 of A.M.T. & Associates, who have no relationship and/or any interest with the Company, its subsidiaries, the management team, major shareholders or any connected person, as auditor of the Company and its subsidiaries for the year 2023 and to fix the annual audit fee at a maximum of Baht 2,010,000 (two million ten hundred Baht). Below is a comparison of audit fees for the years 2023 and 2022.

Unit : Baht )

	2023	2022
Audit fee - the company and its subsidiaries	2,010,000	1,900,000
Non-Audit fee - the company and its subsidiaries	None	None

(Audit fee of the company and its subsidiaries in 2023 is changed from 2022 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 6 : To consider and elect Directors to replace those who are due to retire by rotation. (Attachment 5)**

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

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

Especially, Dr. Narongchai Akrasanee and Mr. Sompong Phaoenchoke, 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, Dr. Narongchai Akrasanee, Independent Director and Mr. Sompong Phaoenchoke, Independent Director, are able to express their opinion freely and in accordance with the relevant rules.

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

Name/Surname	Position	Terms/ Years as Director	Attendance Record in 2022	Appointment Date	
				First	Last
Dr. Narongchai Akrasanee	Director	7	7/7	Oct 2015	Apr 2021
Mr. Anake Kamolnate	Director	15	7/7	May 2007	Apr 2021
Mr. Varit Bulakul	Director	2	7/7	Feb 2021	Feb 2021
Mr. Sompong Phaoenchoke	Director	9	7/7	Aug 2013	Apr 2021

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 7 :** To consider and fix the remuneration of the Company's Board of Directors for the period 1 January 2023 to 31 December 2023.

**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 2023 to 31 December 2023 to be not exceeding Baht 5,300,000 (five million three hundred thousand Baht) which was the same amount of the year 2022 which was Baht 5,300,000.

The details of the proposed remuneration for the Company's Board of Directors for the year 2023 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 2023 to 31 December 2023 to be not exceeding Baht 5,300,000 (five million and three hundred thousand Baht).

**Remarks:** Total remuneration in 2022 in cash, to each of the Directors is detailed in the "Directors' Remuneration" section of the 2022 One Report. The "Management Structure" section of the 2022 One 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 8: To consider and approve the reduction of the registered capital from Baht 1,637,350,330.125 to Baht 1,634,229,486.875 by canceling 24,966,746 unissued ordinary shares at the par value of Baht 0.125 per share.**

**Fact and reason:** The unissued ordinary shares for the amount of 24,966,746 shares newly issued ordinary shares at the par value of THB 0.125 per share. Details are as follow:

- 24,810,308 shares are remaining shares which have been reserve for the exercise of warrants to purchase ordinary shares BROOK-W5 allocated to existing shareholders, which currently BROOK-W5 has expired on May 21, 2022.
- 156,438 shares are the remaining shares which were issued according to the 2022 Annual General Meeting of Shareholders in relation to the resolution for the capital increase to accommodate the Stock Dividend. However, the Stock Dividend had already paid on 20 May 2022.

**Board of Directors' opinion:** The Board recommends that the shareholders should approve the capital reduction as the 24,810,308 shares have been reserved for the exercise of warrants BROOK-W5, warrants to buy ordinary shares to the existing shareholders of the Company which already expired and, as such, no further need for the reserve.

And 156,438 shares are the remaining shares after stock dividend payment which has already paid stock dividends and, as such, no further need for the reserve. The shareholders' meeting should approve the capital reduction as proposed by the Board of Directors.

**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 approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital decrease, as follows**

"Clause 4 Registered capital:	1,634,229,486.875	Baht	(One Thousand Six Hundred Thirty-Four Million Two Hundred Twenty Nine Thousand Four Hundred Eighty Six Baht and Eighty Seven and a half Satang.)
Divided in to:	13,073,835,895	Shares	(Thirteen Thousand Seventy -Three Million Eight Hundred Thirty Five Thousand Eight Hundred Ninety-Five Shares)
At a par value of Divided into:	0.125	Baht	(Twelve and a Half Satang)
Ordinary shares	13,073,835,895	Shares	(Thirteen Thousand Seventy -Three Million Eight Hundred Thirty Five Thousand Eight Hundred Ninety-Five Shares)
Preferred shares	0	Shares	-None-

**Board of Directors' opinion:** The Board is of the opinion that since there is a capital decrease, 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 10** To consider and approve the increase in registered capital of the Company from the original registered capital Baht 1,634,229,486.875 to registered capital Baht 1,644,604,486.875 divided into 13,156,835,895 shares by issuing newly-issued ordinary shares 83,000,000 shares at par value of Baht 0.125 per share to sufficiently accommodate 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 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.

**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 11** : 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:	1,644,604,486.875	Baht	(One Thousand Six Hundred Forty-Four Million Six Hundred Four Thousand Four Hundred Eighty Six Baht and Eighty Seven and a half Satang.)
Divided in to:	13,156,835,895	Shares	(Thirteen Thousand One Hundred Fifty-Six Million Eight Hundred Thirty Five Thousand Eight Hundred Ninety-Five Shares)
At a par value of Divided into:	0.125	Baht	(Twelve and a Half Satang)
Ordinary shares	13,156,835,895	Shares	(Thirteen Thousand One Hundred Fifty-Six Million Eight Hundred Thirty Five Thousand Eight Hundred Ninety-Five 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 12:** To consider and allot of shares 83,000,000 newly issued ordinary shares to accommodate the exercise of BROOK-W6 and BROOK-W7 as follows:

- 12.1 Allotment of the amount 66,000,000 newly issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W6 (due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W6) follow as right adjustment conditions).
- 12.2 Allotment of the amount 17,000,000 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 13 : Consideration on other business (if any).**

The Record Date on which shareholders have the right to attend the 2023 Annual General Meeting of Shareholders has been fixed as 17 March 2023.

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

In order to facilitate the registration, please study the details from the documents required for attending Electronic Shareholders Meeting (E-AGM) (Enclosure 8) and the Guidelines for attending the Annual General Meeting of Shareholders through Electronic Media (E-AGM) (Enclosure 9) 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

which the system will open for registration to attend the meeting from **12 April at 8.00 a.m.– 24 April 2023 at 5.00 p.m.** by Quidlab Co., Ltd, a provider of the E-AGM meeting system to the company.

Certified by:



Mr. Chan Bulakul  
Chief Executive Officer  
Chairman, Executive Committee

Yours faithfully,



Dr. Narongchai Akrasanee  
Chairman





Attachment No. 1

## THE BROOKER GROUP PUBLIC COMPANY LIMITED

26<sup>th</sup> Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road,

Klong Toey Nua, Wattana, Bangkok 10110

Tel: (662) 168-7100 Fax: (662) 168-7111-2

<http://www.brookergroup.com>

### Minutes of the 2022 Annual General Meeting of Shareholders The Brooker Group Public Company Limited

- Time and Place** : The Meeting was held on 22 April 2022 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. Mr. Sompong Phaoenchoke Member of Audit Committee  
(via E-AGM system) Member of the Compensation Committee
  5. Ms. Punnee Worawuthichongsathit Member of the Audit Committee  
(via E-AGM system) Chairwoman of the Nominating Committee  
Chairwoman 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
  7. Mr. Kirin Narula Authorized Director  
Member of the Nominating Committee  
Member of the Risk Management Committee
  8. 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 |

**Auditors Present** :

- |  |                     |
|--|---------------------|
| 1. Mr. Sakchai Vathanadachakul<br>(via E-AGM system) | A.M.T. & Associates |
|--|---------------------|

There were 35 shareholders presented, either personally or by proxy, holding together a total of 4,693,148,224 shares equal to 0.125% of the total number of shareholders and equal to 55.95% 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-AGM 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 Extraordinary General Meeting of Shareholders No. 1/2021 held on 4<sup>th</sup> June 2021.**

The Chairman presented the Minutes of the **Extraordinary General Meeting of Shareholders No. 1/2021 held on 4<sup>th</sup> June 2021.**

**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:

- 4,693,437,108 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Remark: Under the above agenda, there was additional 1 shareholder by proxy; representing 288,884 shares joined the Meeting.

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

The Chairman proposed to the Meeting for consideration and acknowledgement of the operational results and for approval of the financial statements for the year ended 31 December 2021, which has been audited by a certified auditor, as detailed in Attachment 3 - The Annual Report.

Khun Supanee Phongsuparbchon summarized the operating results of the Company and its subsidiaries for the year 2021 as follows:

- For the past year 2021, the Company had total revenue from its consolidated financial statement in the amount of Baht 924 million, which increased from last year revenue by Baht 722 million. This was due to the fact that year 2021 the Company completed some service fee.

Total profit was Baht 445 million. It was a profit attributable to equity holders of the parent in the amount of Baht 347 million with basic earnings per share of Baht 0.046.

The Company's consolidated financial position in 2021 with total assets of Baht 3,903 million. Total liabilities were Baht 553 million.

Net book value as total shareholders' equity was Baht 3,350 million.

**Resolution:**

The Meeting duly considered and resolved to acknowledge the operational results and approve the audited financial statements for the year ended 31 December 2021 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:

- 4,693,437,108 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 3: To consider and approve the allocation of net profit as legal reserve and the dividend for the year 2021.**

The Chairman proposed to the Meeting to consider and approve the allocation of net profit as legal reserve, and the dividend 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.

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.

The Company will fix shareholders list for the right to receive dividend on 15 September 2021. The six-month periods 2021 dividend will be payable on 20 May 2022 after the Annual General Meeting of Shareholders approval. This will be the thirteenth time the Company will pay a dividend.

**Resolution:**

The Meeting duly considered and resolved to approve allocation of net profit as legal reserve and approve the dividend payment for the year 2021 of Baht 0.0325 per share. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,693,437,108 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

**Agenda 4: To consider and appoint the Company's auditor and approve the audit fee for the 2022 fiscal year.**

The Chairman proposed to the Meeting to consider reappointment of Mr. Chaiyuth Angsuwithaya CPA No.3885 or Mrs. Natsarak Sarochanunjeen CPA No.4563 or Ms. Daranee Somkamnerd CPA No. 5007 or Ms. Jarunee Nuammae CPA No. 5596 from A.M.T. & Associates or Mr. Siramate Akkharachotkullanun, Certified Public Accountant No 11821 of A.M.T. & Associates, that has no relationships and/or any interests with the Company and its subsidiaries, the management team, major shareholders or any connected with such persons, as the auditor of the Company and its subsidiaries for the year 2022 with the audit fee of not more than Baht 1,900,000.00.

**Resolution:**

The Meeting duly considered and resolved to reappoint the auditor for the Company and its subsidiaries for the year 2022 and to fix the audit fee as proposed by the Chairman. There was no shareholder without the voting right on this agenda item. There was no voided voting ballot. The Meeting resolution was as follows: -

- 4,693,437,108 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

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

The Chairman advised the Meeting that, as stipulated in the Company's Article of Association within the 2022 Annual General Meeting of Shareholders, there are four directors due to retire by rotation, namely:

- Mr. Chan Bulakul
- Mrs. Punnee Worawuthichongsathit
- Dr. Peter Weldon
- Mr. Phongchai Sethiwan

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

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

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

**Resolution:**

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

- 4,693,437,108 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.

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

The Chairman proposed to the Meeting to consider reappointing Mrs. Punnee Worawuthichongsathit as the Company's director for another term.

**Resolution:**

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

- 4,693,437,108 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

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

**Resolution:**

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

- 4,693,437,108 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

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

**Resolution:**

The Meeting duly considered and resolved to reappoint Mr. Mr. Phongchai Sethiwan as the Company's director for another term as proposed by the Chairman. There was no

shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,693,437,108 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

**Agenda 6: To consider and fix the remuneration for the Company's Board of Directors for the period from January 1 – December 31, 2022**

The Chairman requested the Meeting to consider and approve the proposed remuneration for the Company's Board of Directors for the period from 1 January - 31 December 2022 which has been carefully reviewed by the Compensation Committee for the amount not exceeding Baht 5,300,000.00.

**Resolution:**

The Meeting duly considered and resolved to approve to fix the remuneration for the Company's Board of Directors for the period from 1 January – 31 December 2022 for the amount not exceeding Baht 5,300,000.00 as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,693,437,108 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 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.**

The Chairman proposed to the Meeting to consider and approve the increase of the registered capital from Baht 1,489,315,278.75 to Baht 1,637,350,330.125, by issuing new 1,184,280,411 ordinary shares at the par value of Baht 0.125 per share.

**Resolution:**

The Meeting duly considered and resolved to approve the registered capital from Baht 1,489,315,278.75 to Baht 1,637,350,330.125, by issuing new 1,184,280,411 ordinary shares at the par value of Baht 0.125 per share as proposed by the Chairman. There was no

shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 4,693,437,108 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

**Agenda 8: To consider and approve the amendment to Clause 4 of the Memorandum of Association of the company to reflect to capital increase, as follows**

“Clause 4 Registered capital:	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-”

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:

- 4,693,437,108 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.



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

**Agenda 9:** To consider and allot of shares 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.

The Chairman proposed to the Meeting to consider and approve the allotment of 838,843,245 shares to accommodate the payment of Stock Dividend, allotment of the amount 275,793,026 newly issued ordinary shares to accommodate the exercise of BROOK-W6 and allotment of the amount 69,644,140 newly issued ordinary shares to accommodate the exercise of BROOK-W7.

**Resolution:**

The Meeting duly considered and resolved to approve the allotment of 1,184,280,411 shares as follows, 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, 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, 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 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:

- 4,693,437,108 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

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

The Chairman informed that this agenda was set for shareholders to ask questions or to allow the Board of Directors to clarify any questions or concerns of the shareholders. The Chairman gave an opportunity to the Meeting to inquire and give additional comments.

The Chairman invited the shareholders to ask questions and give any suggestions.

The shareholder, Khun Piyapong Prasartthong, attended the meeting in person asked about Agenda 3, of which issue connected to Agenda 7 to 9 ie. Would there be the right adjustment of BROOK-W5, which their last trading day was on April 26?

Khun Supanee replied that the Company currently has 3 warrant series: BROOK-W5, BROOK-W6 and BROOK-W7.

Every warrant series has the right adjustment according to the right adjustment conditions, which that the Company made the disclosure on March 11. The detail of the new right adjustments were as follows:

BROOK-W5 Exercise Price (Baht/Share) 0.194

Exercise ratio (unit : shares) 1 : 1.291

BROOK-W6 Exercise Price (Baht/Share) 0.59

Exercise ratio (unit : shares) 1 : 1.101

BROOK-W7 Exercise Price (Baht/Share) 1.180

Exercise ratio (unit : share) 1 : 1.102

The same shareholder also asked whether the Company had a plan to invest in crypto mining business.

Khun Varit Bulakul, the Director, replied that the Company tried to understand this business in order to enhance the business consulting services. There would not be a policy to seriously focus on Crypto mining business. The main purpose of the study on this business is to enhance the business consulting services.

The Chairman added that our Company is different from other listed companies that announced their entering into the Crypto mining business. Ours, at the time being, is for research & study to provide advisory services.

The shareholder, Khun Kajorn Panarat, asked to which direction in the Crypto business we move forward

Khun Varit replied that the Company would be focusing on business consulting services and how to leverage our business. We would not advise about the target price or the type of coins to invest as these advisory services require business license. We would incorporate knowledge base in business, business structuring, and Blockchain technology, exploit them for the Company, integrate digital assets as part of the business plan. Moreover, we would study on

1. NFT: The Company has recently launched our own NFT Collection, which has been sold early this year.
2. Crypto mining: to leverage our business consulting services
3. Try to understand further in digital assets to identify the sectors or interesting industries to expand business. This could be pilot projects, at the time being. However, this requires time for conducting due diligence and connection with our global strategic partners. Our projects could be for the global scale not focuses in Thailand.

The Shareholder, Khun Sakol Sukvanitwichai, asked whether Bank of Thailand's refusing to support transaction payments in Crypto currency enacting the regulations, would discourage the growth, as well as they did with Binance?

Khun Varit replied that, it was personally viewed as the time for evaluating regulations concerning the digital assets in order to make them more clear. Many countries have taken some time to adopt crypto technology. This would not be a dead end for the crypto industry in Thailand. Thailand has to continuously amend the regulations corresponding to the global market. Likewise, other countries have to do so ie. continuously adapt their policies.

For Binance, one of our business partners, the Company has currently created Binance NFT. Binance has fed in the potential projects for us, which enables us to further make a study and access to insightful information related to those companies of which coins have not been listed prior to ICO. There are several business models that we view as high

potential growth, interesting to invest giving their potentiality for continuous growth. These would be the Company's approach for this year.

The Shareholder, Khun Kajorn Panarat, asked that giving the relatively heavy investment, whether the investment gain/loss would be more than the consulting fee.

Khun Varit replied that the Company's business consulting is still ongoing; however, it just needs to incorporate the digital asset technology to jointly make use of them. If the deal size is large, and so does the consulting fee the consulting fee will grow significant as well. Certainly, there is a business consulting opportunity.

The same shareholder further asked about the global level; whether we make the business consulting to expand globally; and elaborate for mentioning about focusing on global perspective ie. Whether our income would come from Thailand or global source.

Khun Varit replied that we have to figure out how our clients in the future are. Currently, we have global strategic partners. For some projects we choose to invest by ourselves, whereas some we would like to be the advisor. There are so many business opportunities.

It is interesting to expand to the global level, but we have to wait and see the digital asset business trend as well as the regulation direction.

For example, the ICO coins invested through Binance are accessed by traders and investors all over the world ie. have a large market.

The Company would focus on the business which is expanded from Thailand to the global market, and connect to our business. The global terminology refers to countries around the world and the Cryptocurrency world as well ie. the world of Metaverse and Digital Assets.

The same shareholder further asked whether it viewed that for the next 5 years, 10 years, the consulting fee will be relatively larger than that from coins

Khun Varit replied that it would be difficult to answer due to the ongoing change and the countries' continuously developed policies.

The Shareholder, Khun Praphatphong Nanthakitpattana asked:

1. How many start-up companies has been invested by BROOK?
2. Why did the Company choose to invest in Treehouse? How is it outstanding? and what is the exit plan?

Mr. Varut Bulakul, the Director, answered:

1. It is at the planning stage. We incline to reveal the investment figure However, it is the direction of the Company for this year and next year. We would have the opportunity to access good deals recommended by our global strategic partner concerning good companies at the early stage in which others could not access. This is the key strong point of the Company.
2. Treehouse has a good team, like Morgan Stanley and Goldman Sachs, that have experience, effectiveness, and extensive network.  
For the exit plan, the Investment Committee would decide on timing of investment, appropriate amount, how the investment would be made.

The Shareholder, Khun Kajorn Panarat, asked, given that the projects invested are typically our direct investment, not consulting services, still, he could not see the big picture how the business consulting services would be the major revenue. This is because the investment is relatively significant.

Khun Varit answered that the first question is correct.

Khun Varit later added that, for example of the NFT Project, our client asked us to help do it, the fee is % profit sharing. If it is sold worldwide, the fee from such profit sharing would

relatively increase. For the mining project which has variety. The general advisory fee will be another format ie. From advisory for system administration.

Digital Assets are the new subject. Not so many companies possess the knowledge about digital assets. Especially, such companies with the knowledge base in business structure in terms of financial wise would be difficult to be found. The Company is confident that it would be the leading company in this area in Thailand.

The Chairman added that at this moment, the Company has started to do the Digital Finance not only doing the consulting business in the past traditional way.

The same shareholder further asked when those projects would come out.

The Chairman asked to wait for announcement.

The same shareholder further the question that it was understood that this could not be informed in specific. However, he would like to get the picture roughly in terms of industry and timing for next year or this year.

Khun Varut asked to follow up through social media for recent information.

Khun Varit added that, for the industry overview, we make quite a lot of contents of which insightful information are brought out from international strategic partners.

For business consulting services, many customers contact us. However, it can not be revealed for details.

The Shareholder, Khun Prapatpong Nuntakijpattana, asked, whether the Company's investment portfolio can be roughly disclosed in terms of asset class and respective percentage.

The Chairman asked to refer to the notes to financial statements.

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.....2023

(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 2023 Annual General Meeting of the Shareholders to be held on 27<sup>th</sup> April 2023 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 2022 Annual General Meeting of Shareholders held on 22<sup>nd</sup> April 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 2** To acknowledge the Board of Directors’ annual report on the Company’s operating results for the year 2022

No vote is required since this agenda item is for the shareholders’ acknowledgement only.

**Agenda 3** To consider and approve the Company's financial statement and the auditor's report, ended 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 4** To consider and approve the allocation of net profit as legal reserve and the dividend for the year 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 5** To consider and appoint the Company's auditor and approve the audit fee for fiscal year 2023.

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

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

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

**Agenda 6** To consider and elect directors to replace those who are due to retire by rotation.

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

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

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

Approve the appointment of certain directors as follows:

1. Mr. Narongchai Akrasanee

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

2. Mr. Anake Kamolnate

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

3. Mr. Varit Bulakul

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

4. Mr. Sompong Phaoenchoke

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

**Agenda 7** To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2023 – 31 December 2023

(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 and approve the reduction of the registered capital from Baht 1,637,350,330.125 to Baht 1,634,229,486.875 by cancelling 24,966,746 unissued ordinary shares at the par value of Baht 0.125 per share.

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

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

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

**Agenda 9** To consider on the amendment to Clause 4 of the Memorandum of Association of the Company to reflect to capital reduction.

(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** To consider and approve the increase in registered capital of the Company from the original registered capital Baht 1,634,229,486.875 to registered capital Baht 1,644,604,486.875 divided into 13,156,835,895 shares by issuing newly-issued ordinary shares 83,000,000 shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W6 and BROOK-W7(due to the adjustment of the exercise price and exercise ratio of warrants follow as right adjustment conditions).

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

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

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

**Agenda 11** 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 12** To consider allotment of newly-issued ordinary shares not exceeding 83,000,000 shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W6 and BROOK-W7 as follows:

12.1 Allotment of the amount 66,000,000 newly issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W6 (due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W6) follow as right adjustment conditions).

12.2 Allotment of the amount 17,000,000 newly issued ordinary shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W7(due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W7) follow as right adjustment conditions).

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

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

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

**Agenda 13** Consideration on other business (if any).

Subject.....

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

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

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

Subject.....

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

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

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

(5) In case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy



shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

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

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

Signed \_\_\_\_\_ Grantor

( )

Signed \_\_\_\_\_ Proxy

( )

Signed \_\_\_\_\_ Proxy

( )

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Notes :

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

**Annex to the Form of Proxy**

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

At the 2023 Annual General Meeting of Shareholders on 27<sup>th</sup> April 2023 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. Mr. Surong Bulakul  
Independent Director  
Chairman of the Audit Committee  
Chairman of the Corporate Governance and Sustainable Development Committee  
Age 67 years  
Address: 138/11 Soi Ladprao 41, Ladprao Rd., Chan Kasem, Chatuchak, Bangkok 10900

To have interests on Agenda 6 as the following;

Agenda 7 To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2023 – 31 December 2023.

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  
Member of the Corporate Governance and Sustainable Development Committee

Age 62 years  
Address: 28/6 Moo.1 Soi Petchkasem 81, Petchkasem Rd., Nongkangphu, Nongkham, Bangkok 10160

To have interests on Agenda 6 and Agenda 7 as the following;

Agenda 6 To consider and elect Directors to replace those who are due to retire by rotation  
Agenda 7 To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2023 – 31 December 2023.

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  
Member of the Corporate Governance and Sustainable Development Committee  
Chairperson of the Nominating Committee  
Chairperson of the Compensation Committee  
Age 70 years  
Address: 612 Thanurat Road, Thungwatdown Sub-district, Sathorn District, Bangkok 10120

To have interests on Agenda 7 as the following;

Agenda 7 To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2023 – 31 December 2023.

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 **2022 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 2022 Annual Report in Book by a registered mail.

Name of  
Shareholder  Company .....

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

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

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

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

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

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

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


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

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

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

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


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>Dr. Narongchai Akrasanee - Chairman of the Board of Directors - Independent Director</p>	
<p>Age</p>	<p>77 years</p>	
<p>Education</p>	<p>Ph D Economics, John Hopkins University, USA</p>	
<p>Training for director course</p>	<p>Directors Accreditation Program (DAP) (2003)</p>	
<p>Share holding in the Company</p>	<p>10,957,320 shares, equal to 0.12% of paid up capital</p>	
<p>Experience</p>	<p></p>	
<p>2015-Present</p>	<p>- Chairman of the Board of Directors and Independent Director, Brooker Group Plc.</p>	
<p>2015-Present</p>	<p>- Chairman of the Board of Directors, MFC Asset Management Plc.</p>	
<p>2015-Present</p>	<p>- Chairman of the Board of Directors, Ananda Development Plc.</p>	
<p>2015-Present</p>	<p>- Chairman of the Board of Directors, Thai-German Products Plc.</p>	
<p>2014-Present</p>	<p>- Chairman of the Board of Directors, Seranee Group of Companies</p>	
<p>2014-Present</p>	<p>- Independent Non-Executive Director of AIA Group</p>	
<p>2004-Present</p>	<p>- Chairman, KhonKaen University Council</p>	
<p>2010-Present</p>	<p>- Chairman, Thailand National Committee for Pacific Economic Cooperation Council (TNCPEC)</p>	
<p>2004-Present</p>	<p>- Chairman of The Steering Committee and Vice Chairman, The Council of Mekong Institute (MI)</p>	
<p>2002-Present</p>	<p>- Honorary Advisor, The Fiscal Policy Research Institute Foundation (FPRI)</p>	
<p>1984-Present</p>	<p>- Member of the Board of Directors &amp; Council of Trustees, Thailand Development Research Institute (TDRI)</p>	
<p>2014-2015</p>	<p>- Minister of Energy</p>	
<p>2012-2014</p>	<p>- Independent Non-Executive Director of AIA Group</p>	
<p>2012-2014</p>	<p>- Chairman of the Board of Directors, Ananda Development Plc.</p>	
<p>2012-2014</p>	<p>- Independent Director and Chairman of the Audit Committee, Malee Sampran Plc.</p>	
<p>2011-2014</p>	<p>- Member, Monetary Policy Committee of the Bank of Thailand (BOT)</p>	
<p>2009-2013</p>	<p>- Director, National Economic and Social Development Board, (NESDB)</p>	
<p>2009-2011</p>	<p>-</p>	


2008-2012	- Advisory Member of Board of Investment of Thailand (BOI)
2008-2010	- Chairman, the Office of Knowledge Management and Development (OKMD)
2007-2011	- Chairman of the Board of Directors, Export-Import Bank of Thailand (EXIM)
2006-2007	- Member of the Board of Directors, Office of the Insurance Commission (OIC)
2005-2007	- Member of the National Legislative Assembly of Thailand
2004-2006	- Chairman, the Thai Government Working Group on FTA Implementation
2004-2014	- Advisor to the Board of the Federation of Thai Industries (FTI)
2003-2008	- Chairman of the Board of Directors, MFC Asset Management Plc.
2003-2004	- President, Economic Society of Thailand
	- Member of the Board of Directors and Executive Vice Chairman, The Industrial Finance Corporation of Thailand (IFCT)
2003-2014	- Chairman of the Board of Directors and Independent Director, Brooker Group Plc.
1997-2014	- Chairman of the Board of Directors, Seranee Group of Companies
1996-2000	- Senator, the Senate of Thailand
1996-1997	- Minister of Commerce
1992-1996	- Member of the Board of Directors, Securities and Exchange Commission (SEC)
1991-1996	- Chairman of the Board and Chief Executive Officer, General Finance & Securities Plc.
1974-2011	- Former Economic Advisor to various Thai Government
1974	- Dean, Faculty of Economics, Thammasart University
Directors/ Executives in other listed companies	3 companies - Chairman of the Board of Directors, MFC Asset Management Plc. - Chairman of the Board of Directors, Ananda Development Plc. - Chairman of the Board of Directors, Thai-German Products Plc.
Directors/Executives in other companies (non-listed companies)	2 companies - Chairman of the Board of Directors, Seranee Group of Companies - Independent Non-Executive Director of AIA Group
Directors/Executives in other companies which may cause conflict of interest to the Company	-None-
Duration of being director	7 years 2 months



<p>Participation in BOD Meeting in the year 2022</p> <p>Relationship with the Company/subsidiaries/associates or other corporates which may have conflict in present or during the past 2 years</p>	<p>7 times from the total of 7 times</p> <ul style="list-style-type: none"> <li>- Having no relationship with executives or major shareholders/subsidiaries/associates or other corporates which may have conflict</li> <li>- Being a non-executive director, staff, employee or advisor receiving regular salary</li> <li>- Not being a professional such as auditor or law consultant</li> <li>- Have no significant business relationship which may affect the independence in performing duties</li> </ul>
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<p>Name – Surname Position</p>	<p>Mr. Anake Kamolnate</p> <ul style="list-style-type: none"> <li>- Authorized Director</li> <li>- Member of Executive Committee</li> <li>- Member of Risk Management Committee</li> <li>- Member of Investment Committee</li> </ul>	
<p>Age Education</p>	<p>65 years M.B. A. (Master of Business Administration), College of Notre Dame, USA</p>	
<p>Training for director course</p>	<p>Directors Accreditation Program (DAP) (2007)</p>	
<p>Share holding in the Company</p>	<p>-None-</p>	
<p>Experience</p> <p>Nov 2018 -Present May 2007-Nov 2018</p> <p>Feb 2012-Dec 2012</p> <p>Feb 2012-Dec 2012 Feb 2012-Dec 2012 Feb 2012-Dec 2012 Feb 2012-Dec 2012 Feb 2012-Dec 2012 Feb 2012-Dec 2012 Feb 2012-Dec 2012</p> <p>Sep 2009 - 2015</p> <p>2007 - 2007 Sept 2006 - 2018 2003 - Aug 2006</p> <p>1996 - 2003</p>	<ul style="list-style-type: none"> <li>- President, The Brooker Group Plc</li> <li>- Executive Director and Authorized Director, The Brooker Group Plc.</li> <li>- Authorized Director, Golden Land Property Development Plc</li> <li>- Authorized Director, United Homes Co Ltd</li> <li>- Authorized Director, Ritz Village Co Ltd</li> <li>- Authorized Director, North Sathorn Realty Co Ltd</li> <li>- Authorized Director, Narayana Pavilion Co Ltd</li> <li>- Authorized Director, Golden Land (Mayfair) Co Ltd</li> <li>- Authorized Director, Grand Mayfair Co Ltd</li> <li>- Authorized Director, Baan Chang Estate Co Ltd</li> <li>- Independent Director and Chairman of Audit Committee, DataMat Plc.</li> <li>- Director, Electric Vehicles (Thailand) Plc</li> <li>- Executive Vice President, The Brooker Group Plc.</li> <li>- Senior Vice President, Investment Banking, The Brooker Group Plc.</li> <li>- Managing Director, M.C.L. Management Services Co., Ltd.</li> </ul>	
<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>15 years 7 months</p>	
<p>Participation in BOD Meeting in the year 2022</p>	<p>7 times from the total of 7 times</p>	

Name – Surname	Mr. Varit Bulakul	
Position	- Director - Member of Executive Committee - Member of Investment Committee	
Age	32 years	
Education	Master of Science in Accounting Degree, Boston College Bachelor of Business and Economics (double major in Accounting and Finance, Lehigh University (Bethlehem, USA)	
Training for director course	-	
Shareholding in the Company	1,397,264,707 shares, equal to 15.00 % of paid up capital	
Experience		
Feb 2021 - Present	- President, Investment Banking, The Brooker Group Plc.	
Feb 2021 - Present	- Director, The Brooker Group Plc	
Jan 2011 - Present	- Authorized director, Banchang Group Plc	
2015- Present	- Authorized director, MCL Property Ltd.	
2015- Present	- Authorized director, MCL Assets Co., Ltd	
2011 - Present	- Authorized director, Century Pattaya Co., Ltd.	
2015- Present	- Authorized director, MCL Co., Ltd	
Directors/ Executives in other listed companies	-None-	
Directors/Executives in other companies (non-listed companies)	5 company - Authorized director, Banchang Group Plc - Authorized director, MCL Property Ltd. - Authorized director, MCL Assets Co., Ltd - Authorized director, Century Pattaya Co., Ltd. - Authorized director, MCL Co., Ltd	
Directors/Executives in other companies which may cause conflict of interest to the Company	-None-	
Duration of being director	1 Years 10 months	
Participation in BOD Meeting in the year 2022	7 times from the total of 7 times	

<p>Name – Surname Position</p>	<p>Mr. Sompong Phaoenchoke</p> <ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Member of Audit Committee</li> <li>- Member of Compensation Committee</li> <li>- Member of Corporate Governance and Sustainable Development Committee</li> </ul>	
<p>Age Education</p>	<p>62 years Master's degree in Industrial Engineering, Keio University, Japan</p> <ul style="list-style-type: none"> <li>- National Defence College Class of 2006 and Capital Market Academy No.8</li> <li>- National Defence College, Course in high level security management and administration (class of 2010)</li> </ul>	
<p>Training for director course</p>	<p>Director Certification Program 26/2003: IOD</p>	
<p>Share holding in the Company</p>	<p>-None-</p>	
<p>Experience</p> <p>1990-Present 2003-Present</p> <p>1987-Present 1992-Present 1992-Present 1993-Present 1994-Present</p> <p>2004-Present 2004-Present 2007-Present 1989-Present</p> <p>1991-Present</p> <p>2001-Present</p> <p>1986-Present 1996-Present 2004-Present</p>	<ul style="list-style-type: none"> <li>- Director &amp; Managing Director, Thai Rung Union Car Plc.</li> <li>- Chairman of Risk Management Committee, Thai Rung Union Car Plc</li> <li>- Director &amp; Vice President, Thai V.P. Corporation Co. Ltd.</li> <li>- Director &amp; Vice President, Thai Ultimate Car Co., Ltd.</li> <li>- Director &amp; Vice President, V.P. Auto Enterprise Co. Ltd.</li> <li>- Director &amp; Vice President, First Part Co., Ltd.</li> <li>- Director &amp; Vice President, Isuzu Chaicharoenkij Motors Co. Ltd.</li> <li>- Director &amp; Vice President, Biz Motor Co., Ltd.</li> <li>- Director &amp; Vice President, Lexus Auto City Co. Ltd.</li> <li>- Director &amp; Vice President, Delta Thairung Co., Ltd.</li> <li>- Director &amp; Managing Director, Thai Rung Tools and Dies Co. Ltd</li> <li>- Director &amp; Managing Director, Thai V.P. Auto Service Co., Ltd.</li> <li>- Director &amp; Managing Director, Thai Auto Pressparts Co., Ltd.</li> <li>- Director, Chaicharoenkij Motors Co. Ltd.</li> <li>- Director, Sinthoranee Property Co. Ltd.</li> <li>- Director, Thai Auto Conversion Co., Ltd.</li> </ul>	
<p>Directors/ Executives in other listed companies</p>	<p>1 company</p> <ul style="list-style-type: none"> <li>- Director &amp; Managing Director, Thai Rung Union Car Plc.</li> </ul>	

<p>Directors/Executives in other companies (non-listed companies)</p>	<p>14 companies</p> <ul style="list-style-type: none"> <li>- Director &amp; Vice President, Thai V.P. Corporation Co. Ltd.</li> <li>- Director &amp; Vice President, Thai Ultimate Car Co., Ltd.</li> <li>- Director &amp; Vice President, V.P. Auto Enterprise Co.Ltd.</li> <li>- Director &amp; Vice President, First Part Co., Ltd.</li> <li>- Director &amp; Vice President, Isuzu Chaicharoenkij Motors Co. Ltd.</li> <li>- Director &amp; Vice President, Biz Motor Co., Ltd.</li> <li>- Director &amp; Vice President, Lexus Auto City Co. Ltd.</li> <li>- Director &amp; Vice President, Delta Thairung Co., Ltd.</li> <li>- Director &amp; Managing Director, Thai Rung Tools and Dies Co. Ltd</li> <li>- Director &amp; Managing Director, Thai V.P. Auto Service Co., Ltd.</li> <li>- Director &amp; Managing Director, Thai Auto Pressparts Co., Ltd.</li> <li>- Director, Chaicharoenkij Motors Co. Ltd.</li> <li>- Director, Sinthoranee Property Co. Ltd.</li> <li>- Director, Thai Auto Conversion Co., Ltd.</li> </ul>
<p>Directors/Executives in other companies which may cause conflict of interest to the Company</p>	<p>-None-</p>
<p>Duration of being director</p>	<p>9 years 5 months</p>
<p>Participation in BOD Meeting in the year 2022</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>	<ul style="list-style-type: none"> <li>- Having no relationship with executives or major shareholders/subsidiaries/associates or other corporates which may have conflict</li> <li>- Being a non-executive director, staff, employee or advisor receiving regular salary</li> <li>- Not being a professional such as auditor or law consultant</li> <li>- Have no significant business relationship which may affect the independence in performing duties</li> </ul>

**Capital Increase Report Form to be considered in the 2023 Shareholders' AGM**  
**The Brooker Group Public Company Limited**  
**21 February 2023**

We, The Brooker Group Public Company Limited (the “**Company**”) hereby report the resolutions of the Board of Directors’ Meeting No. 1/2023, convened on February 21, 2023 at 16.30, relating to the capital increase and the allocation of newly-issued ordinary shares. The details are as follows;

### 1. Capital Reduction and Capital Increase

The Board of Directors’ Meeting resolved to propose the 2023 Annual General Meeting of Shareholders

1.1 To consider and approve the reduction of the Company’s registered capital for the amount of THB 3,120,843.25 from the current registered capital of THB 1,637,350,330.125 to THB 1,634,229,486.875 by cancelling the unissued ordinary shares for the amount of 24,966,746 shares newly issued ordinary shares at the par value of THB 0.125 per share. Details are as follow:

- 24,810,308 shares which were issued according to the 2019 Annual General Meeting of Shareholders in relation to the resolution for the capital increase to accommodate the exercise of Right Offering warrant (BROOK-W5). However, BROOK-W5 had already expired since 21 May 2022.
- 156,438 shares which were issued according to the 2022 Annual General Meeting of Shareholders in relation to the resolution for the capital increase to accommodate the Stock Dividend. However, the Stock Dividend had already paid on 20 May 2022.

1.2 To consider and approve the increase of the Company’s registered capital for the amount of THB 10,375,000 from the registered capital of THB 1,634,229,486.875 to THB 1,644,604,486.875 by issuing not exceeding 83,000,000 newly-issued ordinary shares at the par value of THB 0.125 per share, to accommodate 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 83,000,000	0.125	Not exceeding 10,375,000
	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 83,000,000 ordinary shares at the par value of Baht 0.125 per share, totaling of the value not exceeding Baht 10,375,000 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 BROOK-W6	Not exceeding 66,000,000	-	-	-	Please see Remarks 1)
To Accommodate BROOK-W7	Not exceeding 17,000,000	-	-	-	Please see Remarks 2)
Total	Not exceeding 83,000,000	-	-	-	

#### Remarks:

- 1) 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 1.5.5 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.6 and No. 7(“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.

The rights adjustment for 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-W6 and BROOK-W7, the new exercise price and exercise ratio will be applied on the exercise date of March 31, 2023.

The Board of Directors’ Meeting passed the resolution to propose the 2023 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 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 2023 Annual General Meeting of Shareholders is scheduled to be convened on Thursday April 27, 2023 at 10.00 am, by Electronic Meeting (E-Meeting). In addition, the record date for the shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) was resolved to schedule on March 17, 2023.

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

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

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 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.



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

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

-None-

**9. Schedule of the capital increase, the allocation of the newly-issued shares, and other continuation of the relevant procedures:**

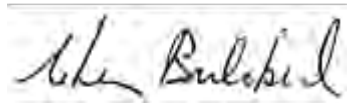
No.	Procedures	Date / Month / Year
1.	The Board of Directors' Meeting No. 1/2023	21 February 2023
2.	Record Date to ascertain the list of shareholders with the right to receive the dividends (as stated in the remarks 1 under Section 2.1 Allocation details <u>(Remarks:</u> the dividend payment is still uncertainty based on the shareholders meeting approval)	17 March 2023 The XD, or the date on which a share purchaser will not be entitled to receive dividends will be on Thursday, March 16, 2023.
3.	Record Date to ascertain the list of shareholders with the right to attend the Annual General Meeting of Shareholders for the year 2023	17 March 2023 The XM, or the date on which a share purchaser will not be entitled to attend in the shareholders meeting, will be on Thursday, March 16, 2023.
4.	Notification the result of the exercise of BROOK-W6 and BROOK-W7	Within 3 April 2023

No.	Procedures	Date / Month / Year
5.	Registration of shares issued as a result of BROOK-W6 and BROOK-W7	<p>Expected to be 10 April 2023</p> <p><u>Remark:</u> According to the Terms &amp; 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>
6.	Submit an application for listing the new ordinary shares issued upon the exercise of BROOK-W6 and BROOK-W7	<p>Expected to be 12 April 2023</p> <p><u>Remark:</u> According to the Terms &amp; 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.</p>
7.	The 2023 Annual General Meeting of Shareholders	27 April 2023
8.	Notification of the resolution of the 2023 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	27 April 2023
9.	Registration of the capital increase and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce	<p>Expected to be 3 May 2023</p> <p><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 2023 Annual General Meeting of Shareholders</p>

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

Please be informed accordingly.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Mr. Chan Bulakul", is positioned above a thin horizontal line.

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.

Document for attending the 2023 Annual General Meeting of Shareholders by  
Electronic Method (E-AGM)

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**Ordinary Person**

**1. In case the shareholders attend the meeting by themselves.**

Valid evidence that issue by government authorities, e.g., the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any).

**2. In case of granting proxy holder.**

2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by shareholder and proxy.

2.2 Certified true copy of valid evidence of the shareholder as specified in item 1.

2.3 Certified true copy of valid evidence of the proxy as specified in item 1.

**Juristic Person**

**1. In case of shareholder's representative (director) attend the meeting by themselves.**

1.1 The identification document of such authorized representative similar to those of ordinary person as specified in item 1.

1.2 Copy of shareholder's Affidavit not over six months, and certify by the authorized director showing that the authorized director has the authority to act on behalf of the shareholder.

**2. In case of shareholder appoint proxy holder**

2.1 The proxy forms B as attached to the notice to shareholders, completely filled in and signed by the authorized director of shareholder and proxy.

2.2 Copy of shareholder's Affidavit not over six months, and certify by the authorized director showing that such authorized director signing the proxy form has the authority to act on behalf of the shareholder.

2.3 Certified true copy of valid evidence issued by government authorities of the authorized director signing the proxy form.

2.4 Certified true copy of valid evidence of the proxy issued by government authorities similar to those of individual shareholder specified in item 1.

**3. In case of Foreign Shareholder appointing a Custodian in Thailand**

3.1 All evidence similar to those of the Juristic Person as specified in items 1 or 2.

3.2 In case the foreign shareholder authorizes the custodian to sign the proxy form on its behalf, the following documents are required:

1) Power of Attorney by foreign shareholder authorizing custodian to sign the proxy form on its behalf.

2) Letter certifying that such custodian signing the proxy form has the permission to engage in the custodian business. In case the original documents are not in English, it shall be translated to the English language and certified true and correct translation by the shareholder (in case of ordinary person) or the authorized representative of shareholder (in case of juristic person).

\*\* By the Company will not make a request for additional document or creating an undue burden to the shareholders (ex. undefined to use the shareholder's the ID card of proxy, specify in addition to the documents or the circular letter formal related) \*\*

**Guideline for Proxy Preparation**

The Company has provided proxy Form B prescribed by the Department of Business Development, Ministry of Commerce.

**The shareholder who is not able to attend the Meeting may appoint the proxy as follows:**

1. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your proxy or marking in front of the name of an Independent Director to be your proxy.
3. Affix the 20 Baht stamp duty and specify the date on the proxy form.
4. The shareholder may send the completed proxy form together with the above documentation to the Head Office of the Company at:

- Email: [agm\\_egm@brookergroup.com](mailto:agm_egm@brookergroup.com)

- Post:

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

No later than 5.00 p.m. (Thailand time) on April 24, 2023 so that officers of the Company are given enough time to check the documentation. Spilt of shares to several proxies to vote in the meeting is not allowed. Shareholder shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the custodian appointed by foreign shareholder in accordance with proxy form C.

**Meeting Registration**

The registrations for attending the meeting will be opened at 9.00 hours on Thursday, April 27, 2023 (Meeting time 10.00 a.m.) via Teleconference of Electronic Device (Only) by broadcasting live at the Company's headquarters meeting room.

**Vote**

**Voting Process**

1. The chairman of the meeting shall propose the shareholders to cast their votes for each agenda.
2. Only shareholders desiring to cast their votes as disapproval or abstention are required to mark in a box as disapproval or abstention, for counting with the system.
3. Shareholders, who cast votes as approval or do not indicate any mark on the box, will be assumed to have approved the agenda as proposed by the Chairman. They do not have to check any box.

**Vote Counting Procedures**

1. One share shall be counted as one vote and the majority of the votes shall be deemed a resolution, except as specified otherwise by law. In case of a tie of votes, the Chairman shall have cast a deciding vote.
2. In order to count the vote results for each agenda, the Company will count only the votes as disapproval and abstentions and deduct from the total votes of shareholders and proxies recorded in advance.
3. The voting results for each agenda will be announced for votes as approval, disapproval, and abstention based on the latest number of shares held by attendants in the meeting.

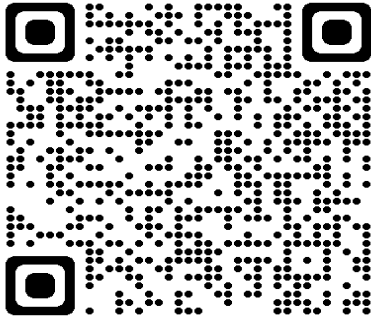


**Guidelines for attending the 2023 Annual General Meeting of Shareholders by Electronic Method (E-AGM)**

The Shareholders or proxies who would like to attend the E-AGM must submit an application to attend the meeting by Electronic Method via the Link at

<https://brook.foqus.vc/registration/>

or scan this QR Code.



The system will be available to access from 12 April at 8.00 a.m.– 24 April 2023 at 5.00 p.m.

1. After logging into the system, the shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:

- Securities holder registration number
- Identification Card Number/Passport Number/ Registration Number for juristic person
- E-Mail address for receiving the Web Link, Username and Password for attending the Meeting • Mobile Phone Number
- Additional documents as follows:

Attending in person	Proxy to any person who is not the Company's Independent Director / Juristic person
Details as shown in Enclosure 5.	Details as shown in Enclosure 5.

2. When the Company receives the documents according to item 1 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.

- Username and Password
- WebLink for attending E-AGM system
- User manual

In case the request is rejected, the Shareholders will receive an e-mail to notify on the details and reason for rejection, then the Shareholder can resubmit through the system.

3. Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by **25 April 2023**, please contact the Company immediately.
4. Please study the manual on how to use the E-AGM meeting system that the Company has sent to you by e-mail carefully. The system will allow you to register for the meeting **1 hour** before the start of the meeting. However, the live broadcast of the conference will only start at 10.00 AM
5. For the voting method during the E-AGM meeting, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be counted as "Agree" automatically.
6. In case you encounter technical problems while using the E-AGM meeting system before the meeting or during the meeting, please contact Quidlab, the E-AGM conference system provider of the Company. The channel to contact Quidlab can be found in the email that has sent username and password to you.

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

1. During the E-AGM meeting, the shareholder attending the meeting can submit comments or questions via the E-AGM system.
2. The shareholder can submit comments or questions in advance to the Company by **24th April 2023** via the following channels:
  - Email: [agm\\_egm@brookergroup.com](mailto:agm_egm@brookergroup.com)
  - Post:  
Finance and Accounting Department  
The Brooker Group Public Company Limited  
26<sup>th</sup> Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road,  
Klong Toey Nua, Wattana,  
Bangkok 10110