



# THE BROOKER GROUP PUBLIC COMPANY LIMITED

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## Minutes of the 2023 Annual General Meeting of Shareholders The Brooker Group Public Company Limited

**Time and Place** : The Meeting was held on 27 April 2023 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. Mr. Surong Bulakul Chairman of the Audit Committee  
Member of the Compensation Committee  
Chairman of the Corporate Governance and Sustainable Development Committee
4. Mr. Sompong Phaoenchoke Member of Audit Committee  
(via E-AGM system) Member of the Compensation Committee  
Member of the Corporate Governance and Sustainable Development Committee
5. Ms. Punnee Worawuthichongsathit Member of the Audit Committee  
Chairwoman of the Nominating Committee  
Chairwoman of the Compensation Committee  
Member of the Corporate Governance and Sustainable Development 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. Chayus Boonsupa<br>(via E-AGM system) | A.M.T. & Associates |
|--|---------------------|

There were 30 shareholders presented, either personally or by proxy, holding together a total of 5,099,925,276 shares equal to 0.11% of the total number of shareholders and equal to 54.75% 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 2022 Annual General Meeting of Shareholders held on 22<sup>nd</sup> April 2022.**

The Chairman presented the Minutes of the 2022 Annual General Meeting of Shareholders held on 22<sup>nd</sup> April 2022.

**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:

- 5,099,925,276 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 2: To acknowledge the Board of Directors' annual report on the Company's operating results for the year 2022.**

The Chairman proposed to the Meeting to acknowledge the Company's operating result for the year 2022 as shown in the 2022 Form 56-1 One Report.

**Resolution:**

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.**

The Chairman proposed to the Meeting to consider and approve the Company's financial statement and the auditor's report, ended 31 December 2022 which have been audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors, as shown in the Consolidated Financial Statements Section of the 2022 Form 56-1 One Report.

Khun Supanee Phongsuparbchon summarized the operating results of the Company and its subsidiaries for the year 2022 as follows:

- For the past year 2022, the Company had total revenue from its consolidated financial statement in the amount of Baht 312 million, which decreased from last year revenue by Baht 612 million. This was due to Sales and Service Income for 2022 decreased because the consulting work is in progress, no unrealized gain from measurement of other current financial assets and decrease in gain on exchange rate.

Total expenses was Baht 821 million, which increased from last year revenue by Baht 399 million. This was due to having unrealized loss from measurement of other current financial assets and loss on reduced value of inventory increased.

Net loss was Baht 521 million. Most was a loss attributable to equity holders of the parent with basic earnings (loss) per share of Baht (0.058).

The Company's consolidated financial position in 2022 with total assets of Baht 3,117 million. Total liabilities were Baht 442 million, all of them were current liabilities.

Net book value as total shareholders' equity was Baht 2,675 million. Total equity of the parent was Baht 2,612 million.

Next is the report to the shareholders about the progress of the company in becoming a member of the Thai Private Sector Collective Action Against Corruption (CAC). After becoming a full member on March 9, 2017, we have been approved in the 1st renewal request on February 7, 2020 and latest approval in the 2nd renewal request on 31 March 2023.

### **Resolution:**

The Meeting duly considered and resolved to approve the audited financial statements for the year ended 31 December 2022 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:

- 5,099,925,276 votes equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

### **Agenda 4: To consider and approve the allocation of net profit as legal reserve and the dividend for the year 2022.**

The Chairman proposed to the Meeting to consider and approve the allocation of net profit as legal reserve, and the dividend 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 total number of paid-up ordinary shares of the Company was 9,315,208,558 shares)

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 retained earnings. Therefore, the total dividend for 2022 will equal to Baht 0.0125 per share.

The Company will fix shareholders list for the right to receive dividend on 17 March 2023. The six-month periods 2022 dividend will be payable on 25 May 2023 after the Annual General Meeting of Shareholders approval. This will be the fourteenth 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 2022 of Baht 0.0125 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:

- 5,099,925,276 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 appoint the Company's auditor and approve the audit fee for the 2023 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 or Ms. Yaowalak Somprasert, Certified Public Accountant No 11902 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 2023 with the audit fee of not more than Baht 2,010,000.00.

**Resolution:**

The Meeting duly considered and resolved to reappoint the auditor for the Company and its subsidiaries for the year 2023 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: -

- 5,099,925,276 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 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 2023 Annual General Meeting of Shareholders, there are four directors due to retire by rotation, namely:

- Dr. Narongchai Akrasanee
- Mr. Anake Kamolnate
- Mr. Varit Bulakul
- Mr. Sompong Phaoenchoke

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.

Khun Chan Bulakul acted as The Chairman proposed the Meeting to consider reappointing Dr. Narongchai Akrasanee as the Company's director for another term.

**Resolution:**

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

- 5,099,925,276 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.

Khun Chan Bulakul proposed to the Meeting to consider reappointing Mr. Anake Kamolnate as the Company's director for another term.

**Resolution:**

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

- 5,099,925,276 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.

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

**Resolution:**

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

- 5,099,925,276 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.

Khun Chan Bulakul proposed to the Meeting to consider reappointing Mr. Sompong Phaenchoke as the Company's director for another term.

**Resolution:**

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

- 5,099,924,726 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 550 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 fix the remuneration for the Company's Board of Directors for the period from January 1 – December 31, 2023**

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 2023 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 2023 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:

- 5,099,925,276 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 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.

The Chairman proposed to the Meeting 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.

**Resolution:**

The Meeting duly considered and resolved to 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.

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

- 5,099,925,276 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 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-

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 decrease. 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 decrease 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:



- 5,099,925,276 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 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.**

The Chairman proposed to the Meeting to consider and approve the increase of the registered capital from Baht 1,634,229,486.875 to Baht 1,644,604,486.875, by issuing new 83,000,000 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 1,634,229,486.875 to Baht 1,644,604,486.875, by issuing new 83,000,000 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:

- 5,099,925,276 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 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-

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:

- 5,099,925,276 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 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 (due to the adjustment of the exercise price and exercise ratio of warrants (BROOK-W6) follow as right adjustment conditions).

The Chairman proposed to the Meeting to consider and approve the allotment of 66,000,000 newly issued ordinary shares to accommodate the exercise of BROOK-W6 and allotment of the amount 17,000,000 newly issued ordinary shares to accommodate the exercise of BROOK-W7.

**Resolution:**

The Meeting duly considered and resolved to approve the allotment of 83,000,000 shares as follows, 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, 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 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:

- 5,099,925,276 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 13: To consider on other business (if any).**

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

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

A shareholder from the Thai Investors Association, by Mr. Chanathip Witthayakul, a proxy, asked if investing in various digital assets, both coins and stable coins such as Bitcoin, Ethereum, Binance, etc., worth 456 million baht. The subsidiary (Brooker International) has invested through the Binance fund worth 340 million baht. From the above, has the company thoroughly considered the issue of risk assessment and potential impact? And what is the opinion of the Audit Committee?

The Chairman assigned Mr. Varut Bulakul, President Investment, to answer this question.

Khun Varut answered that, of course, it must be considered by the Board of Directors. Because it is a long-term strategy of the company to tie up with a world-class partner in the digital asset industry like Binance. This deal buys BNB coins and invests in Binance Fund. Gulf also invests as we do. The Company has fully considered the risk issues.

Mr. Surong Bulakul, Chairman of the Audit Committee added that the Audit Committee has considered that the operation is in accordance with the company's regulations. have a risk assessment as well as completely analyzed various things, so it was of the opinion that the operation was done properly and correctly.

The chairman asked about next question from other shareholders. when no shareholder asked. The Chairman thanked the shareholders for sacrificing their time to attend the Meeting and declared the Meeting adjourned.

The Meeting adjourned at 11.05 a.m.



Signature

(Dr. Narongchai Akrasanee)

Chairman of the Meeting