

PROXY(Form B)

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

Written at
Date.....Month.....2024

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

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

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

(3) I / We hereby appoint

(1) Age years, residing at no
Road Sub district District
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 2024 Annual General Meeting of the Shareholders to be held on 29th April 2024 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 2023 Annual General Meeting of Shareholders held on 27th April 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 2 To acknowledge the Board of Directors’ annual report on the Company’s operating results for the year 2023

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 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 4 To consider and approve the allocation of net profit as legal reserve and the dividend for the 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 5 To consider and appoint the Company's auditor and approve the audit fee for fiscal year 2024.

(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. Chan Bulakul

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

2. Ms. Punnee Worawuthichongsathit

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

3. Mr. Kirin Narula

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

4. Mr. Varut Bulakul

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 2024 – 31 December 2024

(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 increase in registered capital of the Company from the original registered capital Baht 1,644,604,486.875 to registered capital Baht 1,657,854,486.875 divided into 13,262,835,895 shares by issuing newly-issued ordinary shares 106,000,000 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 9 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 10 To consider allotment of newly-issued ordinary shares not exceeding 106,000,000 shares at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W6 and BROOK-W7 as follows:

10.1 Allotment of the amount 76,000,000 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).

10.2 Allotment of the amount 30,000,000 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 11 To consider and approve the amendment of the Company's Objectives Clause 3 and to consider on the amendment to Clause 3 of the Memorandum of Association of the company by adding five additional clauses to the Company's objectives which are Clause 15, Clause 16, Clause 17, Clause 18 and Clause 19

(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 Consideration on other business (if any).

Subject.....

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

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

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

Subject.....

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

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

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

(5) In case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

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

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

Signed _____ Grantor

()

Signed _____ Proxy

()

Signed _____ Proxy

()

Notes :

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

Annex to the Form of Proxy

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

At the 2024 Annual General Meeting of Shareholders on 29th April 2024 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 68 years
Address: 138/11 Soi Ladprao 41, Ladprao Rd., Chan Kasem, Chatuchak, Bangkok 10900

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 2024 – 31 December 2024.

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 632 years

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

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 2024 – 31 December 2024.

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 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 2024 – 31 December 2024.

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