

**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 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 Extraordinary General Meeting of Shareholders 1/2024 to be held on 26<sup>th</sup> July 2024 at 2.00 p.m. via electronic meeting (E-EGM) 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 2024 Annual General Meeting of Shareholders held on 29th April 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 2** To consider and approve the sale of digital asset inventory during the next 12 months after the EGM the actual selling price may be higher or lower than 1,705.83 million

baht (the total market value of the Group's digital asset inventory as of May 14, 2024). The size of the accumulated item may be higher or not higher than 40.59 percent or may be higher than 50 percent according to the total value of consideration criteria.

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

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

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

☐ **Agenda 3** To consider and approve empower the Company's Board of Directors or the Investment Committee to which the Board authorize to take the following actions:

3.1 Sell the digital asset inventory in part or in all the selling price will be the market price on the date the digital asset inventory is sold. The company will consider selling only if the selling price is not lower than the reference formula which is calculated from the average market closing price in the past 7 trading days before the sale and there is a discount not exceeding 10 percent except for the situation that holding such digital asset inventory will cause further material diminishing value without foreseeable future for recovery. In such case, the sale execution shall be permitted without applying such formula.

Note: The Company's Board of Directors or the Investment Committee to which the Board authorize shall be allowed to assign the person to execute the sale instruction per the criteria above after the Company's Board of Directors or the Investment Committee make the decision.

3.2 Determine which digital asset inventory is appropriate to sell or not to sell and also determine the timing for sell and not to sell along the 12-month period after the EGM's approval.

3.3 Enter into the legal document (if applicable) to make the sale execution in the market

☐ (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** 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 the Extraordinary General Meeting of Shareholders 1/2024 on 26<sup>th</sup> July 2024 at 2.00 p.m. via electronic meeting (E-EGM) 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

There is no conflict of interest in every agenda proposed at this EGM.

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

There is no conflict of interest in every agenda proposed at this EGM.

**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

There is no conflict of interest in every agenda proposed at this EGM.