



# THE BROOKER GROUP PUBLIC COMPANY LIMITED

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## Minutes of the 2025 Annual General Meeting of Shareholders The Brooker Group Public Company Limited

**Time and Place** : The Meeting was held on 29 April 2025 at 10.00 a.m. at Brooker Office by electronic meeting (E-AGM) 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 (via E-AGM system) 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 (via E-AGM system) Member of Audit Committee  
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 and Digital Assets |
| 5. Ms. Supanee Phongsuparbchon | Finance & Accounting Manager                    |

**Auditors Present** :

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

There were 35 shareholders presented, either personally or by proxy, holding together a total of 7,302,935,529 shares equal to 0.17% of the total number of shareholders and equal to 67.61% 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). Moreover, the company also recorded the meeting in video media.

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 1/2024 held on 26<sup>th</sup> July 2024.**

The Chairman presented the Minutes of the Extraordinary General Meeting of Shareholders 1/2024 held on 26<sup>th</sup> July 2024.

**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:

- 7,302,935,529 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 2024.**

The Chairman proposed to the Meeting to acknowledge the Company's operating result for the year 2024 as shown in the 2024 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 2024.**

The Chairman proposed to the Meeting to consider and approve the Company's financial statement and the auditor's report, ended 31 December 2024 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 2024 Form 56-1 One Report.

Khun Supanee Phongsuparbchon summarized the operating results of the Company and its subsidiaries for the year 2024 as follows:

For 2024, the Company had total revenue from its consolidated financial statement in the amount of Baht 377 million, which decreased from last year revenue by Baht 42 million.

Due to the decrease in service income, the main reason was the completion of a major business consulting project in 4<sup>th</sup> quarter of 2023. For 2024 there was an increase in revenue from sales of digital assets and revenue from digital asset inventories and interest income. There was no unrealized gain from measurement of other current financial assets.

Total expenses was Baht 204 million, which increased from last year expenses by Baht 201 million. This was due to cost of services and cost of sales increased. There was unrealized loss from measurement of other current financial assets. However, share of loss from investments in associate increased by Baht 26 million.

Net profit was Baht 169 million. Most was a profit attributable to equity holders of the parent with basic earnings (loss) per share of Baht 0.017.

The Company's consolidated financial position in 2024 with total assets of Baht 4,001 million. Total liabilities were Baht 304 million, all of them were current liabilities.

Net book value as total shareholders' equity was Baht 3,697 million. Total equity of the parent was Baht 3,635 million.

**Resolution:**

The Meeting duly considered and resolved to approve the audited financial statements for the year ended 31 December 2024 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:

- 7,302,935,529 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 the loss for the year 2024 of the Company to retained earnings (loss) and the dividend for the year 2024 from the Company's retained earnings.**

The Chairman proposed to the Meeting to consider and approve the allocation of the loss for the year 2024 of the Company to retained earnings (loss) and the dividend for the year 2024 from the Company's retained earnings as detailed below:

1. To approve the allocation of the loss from operations in 2024 to be included in the Company's retained earnings.
2. To pay dividends in the form of cash at Baht 0.0125 per share, or approximately Baht 135 million. (As of February 28, 2025, the total number of paid-up ordinary shares of the Company was 10,800,820,471 shares)

The Shareholders should be informed of the interim dividend payment in the form of cash for the first 6 months of 2024 at the rate of Baht 0.01 per share which was paid on 13 September 2024. 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 0.0125 per share for the later 6 months of 2024 from the Company's retained earnings. Therefore, the total dividend for 2024 will equal to Baht 0.0225 per share.

The Company will fix shareholders list for the right to receive dividend on 8 May 2025. The six-month periods 2024 dividend will be payable on 23 May 2025 after the Annual General Meeting of Shareholders approval. This will be the sixteenth time the Company will pay a dividend.

**Resolution:**

The Meeting duly considered and resolved to approve allocation of the loss from operations in 2024 to be included in the Company's retained earnings and approve the dividend payment for the year 2024 of Baht 0.0225 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:

- 7,302,935,529 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 2025 fiscal year.**

The Chairman proposed to the Meeting to consider reappointment of 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, CPA No 11821 or Ms. Nattaya Tungpradit CPA No. 11591 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 2025 with the audit fee of not more than Baht 2,475,000.00.

**Resolution:**

The Meeting duly considered and resolved to reappoint the auditor for the Company and its subsidiaries for the year 2025 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: -

- 7,302,935,529 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 2024 Annual General Meeting of Shareholders, there are four directors due to retire by rotation, namely:

- Mr. Surong Bulakul
- Mr. Anake Kamolnate
- Mr. Varit Bulakul
- 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. Surong Bulakul as the Company’s director for another term.

**Resolution:**

The Meeting duly considered and resolved to reappoint Mr. Surong 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:

- 7,302,935,529 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. 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: -

- 7,302,935,529 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. 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:

- 7,302,935,529 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. Phongchai Sethiwan 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:

- 7,302,935,529 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 fix the remuneration for the Company's Board of Directors for the period from January 1 – December 31, 2025**

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 2025 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 2025 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:

- 7,302,935,529 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 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 chairman asked about questions from shareholders and 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 10.50 a.m.



**Signature** \_\_\_\_\_ **Chairman of the Meeting**  
(Dr. Narongchai Akrasanee)