

## Part 1 - Information Regarding the Allocation of Newly Issued Ordinary Shares

### 1. Date, month, year and Number of the Board of Directors' Meeting and the Shareholders' Meeting that Approved the Allocation of Newly Issued Ordinary Shares

The Board of Directors' Meeting: Board of Director Meeting No. 1/2021 on February 25, 2021  
The Extraordinary General Meeting of Shareholders 1/2021 on June 4, 2021

### 2. Details of the Allocation of Newly Issued Ordinary Shares

Type of shares	Ordinary Shares
Registered Capital before capital increase	888,375,760.375 Baht divided into 7,107,006,083 ordinary shares at the par value of 0.125 Baht per share
Paid- up Capital before capital increase	853,485,025.875 Baht divided into 6,827,880,207 ordinary shares at the par value of 0.125 Baht per share
Registered Capital after capital increase	1,489,315,278.75 Baht divided into 11,914,522,230 ordinary shares at the par value of 0.125 Baht per share
Number of newly issued ordinary shares to be allocated	<p>Allotment the newly issued shares of up to 4,807,516,147 shares with the par value of Baht 0.125 per share as follows:</p> <ol style="list-style-type: none"> <li>1. The allocation of the newly-issued ordinary shares of not exceeding 1,365,576,042 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), at 1 the allocation ratio of <b>5 existing ordinary share to 1 newly-issued ordinary shares, at the offering price of Baht 0.40 per share.</b></li> <li>2. The allocation of not exceeding 2,731,152,084 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to accommodate the exercise of BROOK-W6 which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights offering) at the allocation ratio of 1 newly-issued ordinary shares to 2 unit of the BROOK W-6 without cost.</li> <li>3. The allocation of not exceeding 682,788,021 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to accommodate the exercise of BROOK-W7 which the Company allocates to the existing shareholders of the Company who have subscribed and have been allocated the newly-issued ordinary shares proportionate to their respective shareholding (Rights offering) at the allocation ratio of 2 newly-issued ordinary shares to 1 unit of the BROOK-W7 Warrants without cost.</li> </ol>

	4. The allocation of the newly-issued ordinary shares of not exceeding 28,000,000 newly-issued ordinary shares, at the par value of Baht 0.125 per share to accommodate the exercise of BROOK-W5 Warrants in accordance with the right adjustment indicated in the Terms and Conditions of BROOK-W5.
Paid-up capital after capital increase (in case existing shareholders subscribe for all of the newly issued ordinary shares)	1,024,182,031.12 Baht divided into 8,193,456,249 ordinary shares at the par value of 0.125 Baht per share

### 3. Allocation Method for Rights offering

The allocation of the newly-issued ordinary shares of not exceeding 1,365,576,042 newly-issued ordinary shares, at the par value of Baht 0.125 per share, in order to offer them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), at 1 the allocation ratio of 5 existing ordinary share to 1 newly-issued ordinary shares, at the offering price of Baht 0.40 per share.

In this regard, the shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription), provided that they do so only if there are shares remaining from the allocation to the existing shareholders who subscribe for the shares in accordance with their rights.

In case there are remaining shares after share allocation per rights, the Company shall allocate the remaining shares for shareholders that oversubscribe shares and pay for such oversubscription. However, the allocation for the oversubscription shall not cause any shareholder to receive the share allocation under this Rights Offering for the amount that is more than the number of the existing shares that such shareholder has as of the XR date. As a result, no shareholder that oversubscribe the shares will be entitled to subscribe the shares more than 1 old share to 1 new share. The Company shall allocate the shares in a number proportionate to the existing shareholding of each oversubscribing shareholder.

Any allocation of oversubscription of shares in accordance with the details above must not result in any oversubscribing shareholder holding the shares of the Company in the number that reaches or surpasses the trigger point requiring such shareholder to make a tender offer as specified under the Notification of the Capital Market Supervisory Board No. Tor Chor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers; and any oversubscribing shareholder holding the shares in a manner that is a violation of a foreign shareholding limit specified under the Company's Articles of Association, which currently provide that a foreigner shall not hold shares of more than 49% of the Company's paid-up shares.

However, if there are remaining shares after the allocation, the Company's Board of Director is proposed to be authorized to allocate such remaining to reserve for the right adjustment for BROOK-W5, BROOK-W6, and BROOK-W7 in the future (if any).

### 4. The Record Date to Determine the List of the Company's Shareholders Entitled to Subscribe for the Newly Issued Ordinary Shares

May 6, 2021 (the "Record Date")

### 5. Subscription and Payment Period

During June 21, 2021 until June 25, 2021 (5 business days in total), from 8.30 hours – 16.00 hours

## 6. Objectives of the capital increase

	Type of shares allocation	Estimated amount to be received approximately (Baht million)	Objectives of the issuance of the newly-issued ordinary shares and the plan to use the proceeds derived from the issuance
	The offer for sale to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering)		
	1) The offer for sale to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering)	546.23	In this regard, in the case where the newly-issued ordinary shares issued and offered for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering) are fully subscribed, the Company would be able to obtain the proceeds of not less than Baht 568.56 million to invest in modern open technologies in the Digital Asset ecosystem. This includes block chain technologies relating to smart contracts, centralize exchanges, decentralize exchanges, and decentralize finance. The investment can be in the form of, but not limited to, security tokens, shares, or options in promising new technology companies.  For the investment in Digital Assets that was made in the past, the Company shall use part or all of the proceeds from the subscription of the Rights Offering to repay the loan or use the remaining balance for the working capital or make the future investment in the Digital Assets to meet the total budget of Baht 1,200 mn
	2) The exercise of BROOK-W6	1,775.25	In the next 3 years, the company will use proceeds for investment and to expand and scale operations in Digital Assets. The Company may also use proceed and also for the working capital.
	3) The exercise of BROOK-W7	887.62	In the next 5 years, the company will use proceed to invest in technology for operations, for investment and also the working capital
	Total*	3,209.10	Within 5 years, if the Rights Offering are fully subscribed and BROOK-W6 and BROOK-W7 are fully exercised.

**Remarks:** \*In the event that the newly-issued ordinary shares proportionate to the respective shareholdings (Rights Offering) have been fully allocated and the Warrants have been fully exercised.

## 7. Benefits which the Company will obtain from the capital increase / the allocation of the newly-issued shares

1. The company will greatly benefit from diversifying its business models. Digital Asset is an upcoming trend of the next decade. The ecosystem is developing very rapidly and very few Thai companies have exposure in this sector. The company will be in a unique position as we will be directly invested in one of the top innovative sectors.

2. To strengthen the financial structure of the Company and for the Company to have sufficient amount of capital to accommodate the business operation and the expansion of the business of the Company.

## **8. Dividend Policy and Rights to Receive Dividend of the Newly Issued Shares**

1. The Company has established a policy to distribute dividends of not less than 50 percent of the net profits after deductions 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.
2. Subscribers for the newly-issued shares shall be entitled to dividends from the operational results upon their registration as Company's shareholders by having their names appears in the shareholder register book and the Company declaration of dividends. However, this is subject to the relevant law and regulations.

## **9. Other Information Necessary for Shareholders in Investing in the Shares of the Company**

- Please see the impact on shareholders that may arise from the allocation of the newly issued ordinary shares according to the Company's plan at Appendix.

## **10. Opinions of the Board of Directors with respect to the Capital Increase**

### **1. Reasons and necessity of the Capital Increase**

The reason for capital increase is to invest in modern open technologies in the Digital Asset ecosystem. The necessity is due to the timing of global adoption of Digital Assets. The past 6 months have been the start of large global institutional money investing in Digital Assets and many NASDAQ companies announcing services relating to Digital Assets. The notable names include Microstrategy, Tesla, Mass General insurance, Rothschild Investment Corporation, Paypal, Square, and Marathon Patent Group.

The investment strategy in Cryptocurrency will be a diversified portfolio of multiple sectors in the Digital Asset Ecosystem, including but not limited to Bitcoin, Ethereum, Binance, Uniswap, Enjin, Filecoin, and other stable coin digital currencies. The investment budget framework will be made by the Board which may assign its authority for investment decision to the Investment Committee.

The Board believes that blockchain technology which powers the Digital Asset Ecosystem has the potential to disrupt traditional financial services. With the growing adoption by retail and major global institutions, the network effect is becoming more robust, more secure, and more valuable. The open-source nature of the ecosystem is fueling innovation and congruence at rapid speed. Major companies are now integrating digital asset services into their business models. The Board believes the digital asset ecosystem is still young and has long-term growth potential.

However, Digital Assets are volatile in the near term and the prices may be subject to fluctuations. There is therefore no assurance as to the timing, quantity, type or price and currency risk.

### **2. The Possibilities of budget plan for the use of proceeds**

The Company expects to issue and offer the sale of shares proportionate to their respective shareholding (Rights Offering) to complete by June 2021.

To be allocated in Digital Assets and Digital technology according to opportunities which is determined by the Investment Committee.

**3. The expected effects that may impact the business operation of the Company including financial status and performance of the Company resulting from the capital increase and budget plan for the use of proceeds or projects**

The issuance of the newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering) will enable the Company to reduce debt obligations which shall create the stability of the capital structure of the Company including cause the Company to have working capital for operation. The capital increase shall not create negative impact to the business operation of the Company.

## Appendix

### Impact to the shareholders that may happen from the allocation of the newly-issued ordinary shares of the Company

1. No Warrant Holders exercise BROOK-W5 before post XR signed
  - 1.1 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”)
    - Earnings per Share Dilution – in this case, it shall not affect
    - Price Dilution – in this case, it shall not affect
    - Control Dilution) – in this case, it shall not affect
  - 1.2 In case that the existing shareholders do not fully subscribe the shares proportionate to their shareholding (Rights Offering) (“RO”) but the shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription) which result. As a result, the number of shares (Rights Offering) ("RO") has been successfully issued and offered in full.

Various effects can be categorized into 4 events as follows:

#### 1) No warrant holders BROOK-W6 and BROOK-W7 exercise

$$\begin{aligned}
 &\text{Number of Shares after RO without BROOK-W5 exercise} \\
 &= \text{No. of existing paid-up shares} + \text{No. of RO shares} \\
 &= 6,827,880,207 + \frac{6,827,880,207}{5} \\
 &= 6,827,880,207 + 1,365,576,042 \\
 &= 8,193,456,249 \text{ shares}
 \end{aligned}$$

which will be called “No. of shares after RO without BROOK-W5 exercise ”

- Earnings Per Share Dilution)

$$\begin{aligned}
 \text{EPS Dilution} &= \frac{\text{EPS}_{\text{present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}} \\
 \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\
 &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \\
 \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{\text{Net profit}}{\text{No. of shares after RO without BROOK-W5 exercise}} \\
 &= \frac{63,222,746.66}{8,193,456,249} = 0.0077 \text{ baht/share} \\
 \text{EPS Dilution} &= \frac{0.0093 - 0.0077}{0.0093} = 17.20\%
 \end{aligned}$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$  = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise})]}{\text{No. of shares after RO without BROOK-W5 exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042)]}{8,193,456,249} \\ &= 0.5167 \text{ baht/share} \end{aligned}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5167}{0.54} = 4.31\%$$

- Control Dilution

$$\begin{aligned} &= \left[ 1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{8,193,456,249} = 16.67\% \end{aligned}$$

## 2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted

$$\begin{aligned} \text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise} &= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} \\ &= 8,193,456,249 + (1,365,576,042 \times 2) \\ &= 8,193,456,249 + 2,731,152,084 \\ &= 10,924,608,333 \text{ shares} \end{aligned}$$

which will be called "No. of shares after RO without BROOK-W5 exercise, full W6 Exercise"

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{63,222,746.66}{10,924,608,333} = 0.0058 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0058}{0.0093} = 37.63\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$  = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084)]}{10,924,608,333} \\ &= \frac{6,008,534,583}{10,924,608,333} = 0.55 \text{ baht/share} \end{aligned}$$

Due to  $\text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}}$  is equal to 0.55 baht/share which is higher than  $\text{Price}_{\text{present}}$  which is equal to 0.54 baht/share, therefore no price dilution.

- Control Dilution

$$= \left[ 1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 Exercise}} \right]$$



$$= 1 - \frac{6,827,880,207}{10,924,608,333} = 37.50\%$$

**3) An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted**

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise  
 = No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W7 Exercise  
 = 8,193,456,249 +  $\frac{(1,365,576,042)}{2}$   
 = 8,193,456,249 + 682,788,021  
 = 8,876,244,270 shares

which will be called “No. of shares after RO without BROOK-W5 exercise, full W7 Exercise.”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} = \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

$$= \frac{63,222,746.66}{8,876,244,270} = 0.0071 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0071}{0.0093} = 23.66\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$  = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}}$$

No. of shares after RO without BROOK-W5 exercise, full W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (1.30 \times 682,788,021)]}{8,876,244,270}$$

$$= \frac{5,120,910,155}{8,876,244,270} = 0.5769 \text{ baht/share}$$

Due to Price No. of shares after RO without BROOK-W5 exercise, full W7 Exercise is equal to 0.5769 baht/share which is higher than Price<sub>present</sub> which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[ 1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,876,244,270} = 23.08\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,193,456,249 + (1,365,576,042 \times 2) + \frac{(1,365,576,042)}{2}$$

$$= 8,193,456,249 + 2,731,152,084 + 682,788,021$$

$$= 11,607,396,354 \text{ shares}$$

which is called “No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{11,607,396,354} = 0.0054 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0054}{0.0093} = 41.94 \%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{Price}_{\text{present}}}$$

$$\text{Price}_{\text{present}} = \frac{\text{Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54}}{\text{Price}_{\text{present}}}$$

Price No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= [(\text{Market price} \times \text{No. of paid-up shares}) + (\text{RO price} \times \text{No. of shares after RO without BROOK-W5 exercise}) + (\text{W6 exercise price} \times \text{No. of shares reserve for W6 conversion}) + (\text{W7 exercise price} \times \text{No. of shares reserve for W7 conversion})]$$

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \frac{[(0.54 \times 6,827,880,207) + (0.40 \times 1,365,576,042) + (0.65 \times 2,731,152,084) + (1.30 \times 682,788,021)]}{11,607,396,354}$$

$$= \frac{6,896,159,010}{11,607,396,354} = 0.5941 \text{ baht/share}$$

Due to Price No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise is equal to 0.5941 baht/share which is higher than Price present which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[ 1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO without BROOK-W5 exercise, full W6 W7 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{11,607,396,354} = 41.18\%$$

2. In the event that the BROOK-W5 convertible rights are fully exercised prior to the XR sign date and the existing shareholders do not hold BROOK-W5, they do not have conversion rights.

2.1 In the event that no existing shareholders subscribe for RO shares, including BROOK-W5 holders who have converted to ordinary shares before the XR sign date, subscribe for RO shares.

Existing shareholders who do not hold BROOK-W5 will only be affected by the conversion of BROOK-W5 as follows:

Current number of paid-up ordinary shares + the total number of ordinary shares to be reserved for conversion of BROOK-W5 after the adjustment of rights under Clause 1.5.5 arising from a cash dividend payment of more than 80 percent of the Company's net profit.

$$= 6,827,880,207 + 263,820,926$$

$$= 7,091,701,133 \text{ shares}$$

which is called “No. of shares after conversion of BROOK-W5 with new right adjustment no. 1”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} &= \frac{\text{Net profit}}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}} \\ &= \frac{63,222,746.66}{7,091,701,133} = 0.0089 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0089}{0.0093} = 4.30\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}}{\text{Price}_{\text{present}}}$$

$$\begin{aligned} \text{Price}_{\text{present}} &= \text{Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54} \end{aligned}$$

Price No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{new ex-price BROOK-W5} \times \text{total No. of shares reserve for BROOK-W5 exercise after adjustment})]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

No. of shares after conversion of BROOK-W5 with new right adjustment no. 1

$$= \frac{[(0.54 \times 6,827,880,207) + (0.225 \times 263,820,926)]}{7,091,701,133}$$

$$= 0.5283 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5283}{0.54} = 2.17\%$$

- Control Dilution)

$$= \frac{[1 - \text{No. of existing paid-up shares}]}{\text{No. of shares after conversion of BROOK-W5 with new right adjustment no. 1}}$$

$$= 1 - \frac{6,827,880,207}{7,091,701,133} = 3.72\%$$

2.2 In the case of existing shareholders, including BROOK-W5 holders who convert to ordinary shares prior to the XR sign date, fully subscribe for RO shares,

Various effects can be categorized into 4 events as follows

**1) No warrant holders BROOK-W6 and BROOK-W7 are exercised**

$$\begin{aligned} \text{Total number of shares that are eligible to subscribe for RO shares} \\ = 7,091,701,133 \text{ share} \end{aligned}$$

RO shares to be allocated

$$\frac{7,091,701,133}{5} = 1,418,340,227 \text{ share}$$

$$\text{Total No. of shares after RO} = 8,510,041,360 \text{ share}$$

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise}}$$

$$= \frac{63,222,746.66}{8,510,041,360} = 0.0074 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0074}{0.0093} = 20.43\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$  = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares})]}{\text{No. of shares after RO with BROOK-W5 exercise}} \end{aligned}$$

$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,22)]}{8,510,041,360}$$

$$= 0.5069 \text{ baht/share}$$

$$\text{Price Dilution} = \frac{0.54 - 0.5069}{0.54} = 6.13\%$$

- Control Dilution

$$= \left[ 1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{8,510,041,360} = 19.77\%$$

**2) An event where the full amount of BROOK-W6 conversion rights is exercised but no BROOK-W7 is converted**

$$\begin{aligned} \text{No. of shares after RO with BROOK-W5 exercise} + \text{No. of share reserve for W6 Exercise} \\ &= 8,510,041,360 + (1,418,340,227 \times 2) \\ &= 11,346,721,814 \text{ shares} \end{aligned}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W6 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\begin{aligned} \text{EPS}_{\text{present}} &= \frac{\text{Net profit}}{\text{No. of existing paid-up shares}} \\ &= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share} \end{aligned}$$

$$\begin{aligned} \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}} \\ &= \frac{63,222,746.66}{11,346,721,814} = 0.0056 \text{ baht/share} \end{aligned}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0056}{0.0093} = 39.78\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W6 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$  = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W6} \times \text{No. of shares reserve for W6}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454)]}{11,346,721,814} \\ &= 0.5427 \text{ Baht /share} \end{aligned}$$

Due to  $\text{Price}_{\text{No. of shares after RO with BROOK-W6 exercise, full W6 Exercise}}$  is equal to 0.5427 baht/share which is higher than  $\text{Price}_{\text{present}}$  which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[ 1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{11,346,721,814} = 39.83\% \end{aligned}$$

- 3) **An event where the full amount of BROOK-W7 conversion rights is exercised but no BROOK-W6 is converted**

No. of shares after RO with BROOK-W5 exercise, full W7 Exercise

= No. of shares after RO without BROOK-W5 exercise + No. of Shares reserve for W7 Exercise

$$= 8,510,041,360 + \frac{(1,418,340,227)}{2}$$

$$= 9,219,211,474 \text{ shares}$$

which will be called “No. of shares after RO with BROOK-W5 exercise , full W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise , full W7 exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

EPS No. of shares after RO with BROOK-W5 exercise , full W7 exercise

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}$$

$$= \frac{63,222,746.66}{9,219,211,474} = 0.0069 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0069}{0.0093} = 25.81\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

Price<sub>present</sub> = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors’ meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

Price No. of shares after RO with BROOK-W5 exercise ,full W7 exercise

$$= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}}$$



$$= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (1.30 \times 709,170,114)]}{9,219,211,474}$$

$$= 0.5679 \text{ baht/share}$$

Due to Price No. of shares after RO with BROOK-W5 exercise, full W7 Exercise is equal to 0.5679 baht/share which is higher than Price<sub>present</sub> which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$= \left[ 1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right]$$

$$= 1 - \frac{6,827,880,207}{9,219,211,474} = 25.94\%$$

4) **An event where the full amount of BROOK-W6 W7 conversion rights are exercised**

No. of shares after RO without BROOK-W5 exercise, full W6 W7 Exercise

$$= \text{No. of shares after RO without BROOK-W5 exercise} + \text{No. of Shares reserve for W6 Exercise} + \text{No. of Shares reserve for W7 Exercise}$$

$$= 8,510,041,360 + (1,418,340,227 \times 2) + \frac{(1,418,340,227)}{2}$$

$$= 12,055,891,928 \text{ shares}$$

which will be called “ No. of shares after RO with BROOK-W5 exercise , full W6 W7 exercise”

- Earnings Per Share Dilution

$$\text{EPS Dilution} = \frac{\text{EPS}_{\text{Present}} - \text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}}{\text{EPS}_{\text{present}}}$$

$$\text{EPS}_{\text{present}} = \frac{\text{Net profit}}{\text{No. of existing paid-up shares}}$$

$$= \frac{63,222,746.66}{6,827,880,207} = 0.0093 \text{ baht/share}$$

$$\text{EPS}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{\text{Net Profit}}{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$$

$$= \frac{63,222,746.66}{12,055,891,928} = 0.0052 \text{ baht/share}$$

$$\text{EPS Dilution} = \frac{0.0093 - 0.0052}{0.0093} = 44.09\%$$

- Price Dilution

$$\text{Price Dilution} = \frac{\text{Price}_{\text{present}} - \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise full W7 exercise}}}{\text{Price}_{\text{present}}}$$

$\text{Price}_{\text{present}}$  = Market Price is the weighted average of the shares price traded on the Stock Exchange for 15 consecutive trading days (market price) prior to the date of the Board of Directors' meeting No. 2/2021 dated 19 April 2021 (between 23 March to 16 April 2021) (the information from SETSMART) is Baht 0.54

$$\begin{aligned} \text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W7 exercise}} &= \frac{[(\text{Market price} \times \text{No. of paid-up shares}) + (\text{New ex-price BROOK-W5} \times \text{Total number of shares that are eligible to subscribe for RO shares}) + (\text{RO price} \times \text{RO shares}) + \text{Exercise price W7} \times \text{No. of shares reserve for W7}]}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \\ &= \frac{[(0.5283 \times 7,091,701,133) + (0.40 \times 1,418,340,227) + (0.65 \times 2,836,680,454) + (1.30 \times 709,170,114)]}{12,055,891,928} \end{aligned}$$

$$= 0.5872 \text{ baht/ share}$$

Due to  $\text{Price}_{\text{No. of shares after RO with BROOK-W5 exercise, full W6 W7 Exercise}}$  is equal to 0.5872 baht/share which is higher than  $\text{Price}_{\text{present}}$  which is equal to 0.54 baht/share, therefore no price dilution

- Control Dilution

$$\begin{aligned} &= \left[ 1 - \frac{\text{No. of existing paid-up shares}}{\text{No. of shares after RO with BROOK-W5 exercise, full W7 Exercise}} \right] \\ &= 1 - \frac{6,827,880,207}{12,055,891,928} = 43.36\% \end{aligned}$$

## Part 2 – Preliminary Information of The Brooker Group Public Company Limited

### 1. Company Name and Address

Company Name	The Brooker Group Public Co Ltd
Head Office Address	26 <sup>th</sup> Floor, The Trendy Building 10/190-193 Soi Sukhumvit 13 Sukhumvit Road, Klong Toey Nua, Wattana Bangkok 10110

### 2. Nature of Business

The Company provides business, investment and real estate consultancy services and acts as an independent advisor to leading private and public sector clients in Thailand and overseas. The Company's operation focuses on the following areas:

- (1) Business and Financial Consulting, Investments
- (2) Real Estate Brokerage and Consultancy
- (3) Offshore Capital Management
- (4) Investment

#### (1) Business and Financial Consulting, Investments

##### Service Features

The Company offers owners and top management complete hands-on advisory services to maximize their value and wealth. It also provides solutions for complex and time-consuming transactions where no one can. The Company's expertise includes:

##### • Fund Raising

- Nurse and prepare private companies for an initial public offering (IPO) prior to listing on the Stock Exchange of Thailand.
- Structure equity placement or recapitalization and identify investors for private placement or other forms of participation.
- Source funds for project financing and bridging loans as required by clients.

##### • Restructuring

- Structure and lead coordination in debt restructuring, corporate restructuring, and rehabilitation transactions both in and out of Court.
- Introduce fresh capital or new investors, both active and passive, as well as introduce new businesses to clients.
- Manage non-core divestments.

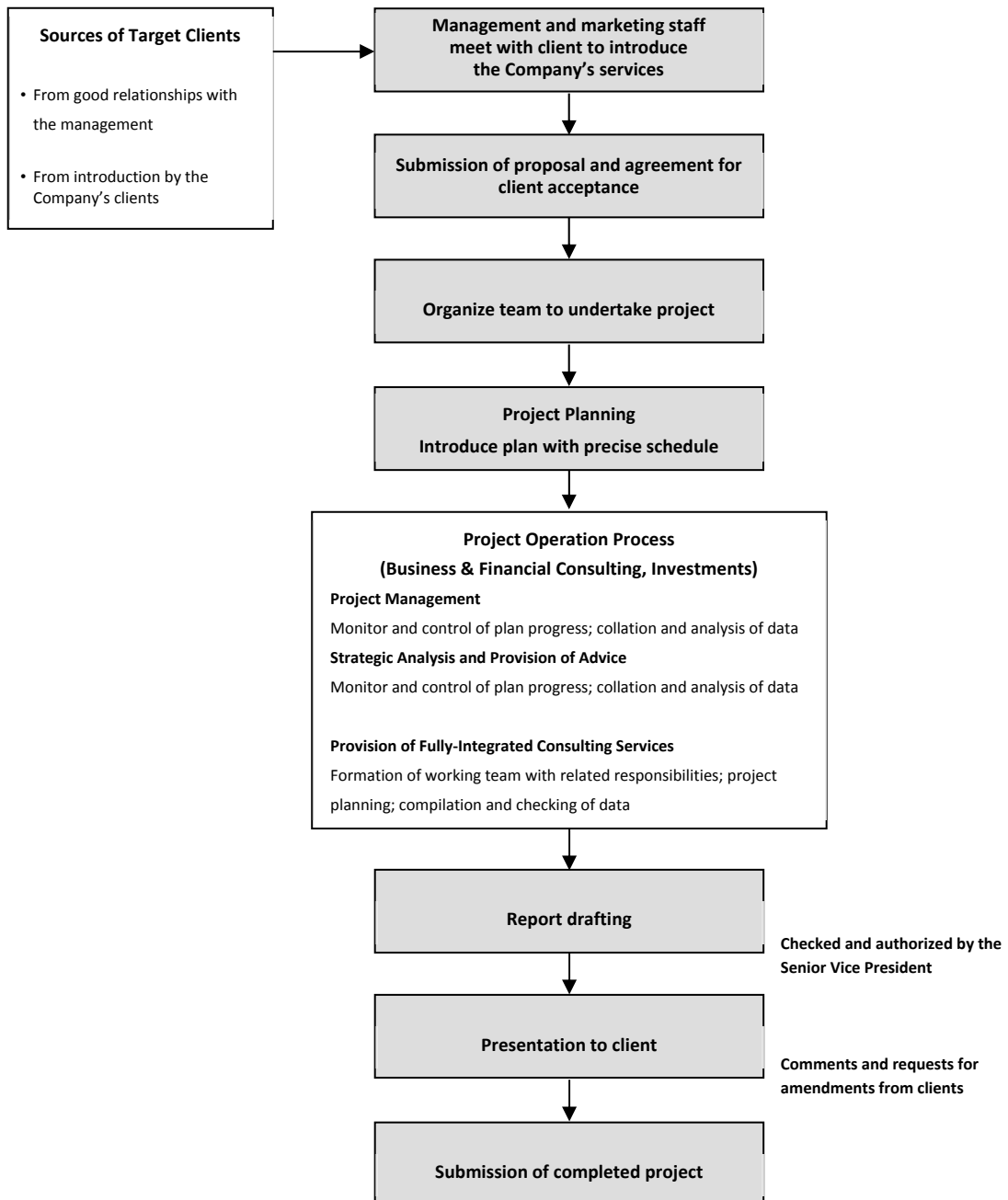
##### • Merger & Acquisition

- Package and lead deal coordination to ensure maximum benefits for clients.
- Advise sellers on how to structure deals and search for right buyers or partners.
- Advise buyers of targets and execution process.
- Structure and facilitate management buyouts.

• **Other Services**

- Conduct shareholder value analysis and provide assistance in preparing materials for promoting equity story.
- Conduct financial and project feasibility study.
- Provide business valuation study.

**Service Provision Process**



The service provision process can be summarized as follows:

**Marketing** - The Company sources potential projects through introductions from existing clients, allied research and consultancy companies, local and foreign government agencies, and chambers of commerce. It employs aggressive marketing strategies, including participation at seminars as guest speakers, submission of articles and press releases to the media, and attendance at functions hosted by various chambers of commerce.

**Customer Calls and Proposal of Services** - After the initial meeting with a potential client, the Company will again meet with the client to thoroughly review the objective of the project before submitting a proposal. The proposal will detail the Company's understanding of the scope of work, proposed research methodology, resources, deliverables, timing and costs in carrying out the project. The proposal is in the form of a meeting document and may be revised several times before a final agreement is reached.

**Project Planning** – Once a final agreement is reached, the project manager will prepare a work plan, specifying the responsibility of each team member and timescale, as well as design a questionnaire suitable for the project. Should the services of an outside specialist or a sub-contractor be required, the project manager will be responsible for their recruitment on a case-by-case basis.

**Project Progress** – The Senior Vice President of the Business and Financial Consulting, Investments Division will be responsible for monitoring and ensuring that the projects are progressing according to the work plan.

**Submission of Completed Project to Client** – As the services provided by the Company are mainly dependent on the client's requirements and their readiness to restructure and prepare relevant data, the project completion date is flexible and usually are not fixed.

## **2. Real Estate Brokerage and Consultancy**

The Company provides real estate brokerage and consultancy services through Binswanger Brooker (Thailand) Ltd ("BBT") under a business alliance with Binswanger USA, a global real estate brokerage and consultancy company specializing in industrial property. BBT is responsible for finding industrial space for Binswanger USA's multi-national customers planning to relocate their manufacturing facilities to Thailand. BBT also acts a real estate brokerage for residential and commercial properties. Its main source of income is from brokerage commission, which is a percentage of the sales price of each property.

## **3. Offshore Capital Management**

The Offshore Capital Management business is operated through Brooker Capital Co Ltd. Investments are primarily in the Stock Exchange of Thailand so as to maximize capital gains and dividend income. Income for the service is derived from management fees, which is dependent on the amount of capital under management, and also from profit-sharing from fund managers. This business will provide the Company with steady income that will increase as its portfolio expands. This business is under the supervision of a highly qualified expatriate management who will make company visits and review each company's operations to identify under-valued equities. To ensure profitable investments, these under-valued companies must have a capable and transparent management along with a good business plan, high growth and high profit potential, and good fundamentals. Through valuation of asset, management interview, review of the business plan, examination of internal control and corporate governance, and research on the outlook of the market in which such company is active, it is possible to identify the under-valued equities that will provide the highest yields.

### 3. Investment

With the new guideline and policy to utilize the excess fund from operation which had been approved by the annual general shareholders' meeting no.1/2009 on 29 April 2009, the Company will utilize such fund with full flexibility in maximizing the benefit for the shareholders thru investment.

#### Digital Asset Division

The Group has setup a new Digital Asset Division to explore new business models that can bridge traditional and digital services. Therefore, this new Division is part of our normal business operation. The Company aims to become a globally recognized leader in the digital asset sector.

The investment strategy will be a diversified portfolio of multiple sectors in the Digital Asset Ecosystem, including but not limited to Bitcoin, Ethereum, Binance, Uniswap, Enjin, Filecoin, and other stable coin digital currencies.

#### Rationale of Investment

The Company believes that blockchain technology which powers the Digital Asset Ecosystem has the potential to disrupt traditional financial services. With the growing adoption by retail and major global institutions, the network effect is becoming more robust, more secure, and more valuable. The open-source nature of the ecosystem is fueling innovation and congruence at rapid speed. Major companies are now integrating digital asset services into their business models. The Company believes the digital asset ecosystem is still young and has long-term growth potential

#### **Operating Assets**

The Company has invested in one-storey office building space, an area of 817.68 square meters of The Trendy Building, Sukhumvit Road in accordance with the resolution of the Annual General Meeting of Shareholders No. 1/2007 on April 11, 2007

As of March 31, 2021, cost of the Company and subsidiaries' operating assets is 84,251,133.38 Baht. Accumulated depreciation and allowance for impairment of assets is in total 53,137,008.75 Baht. The total net value is 31,114,124.63 Baht. Such assets used in the operation are owned by the Company and subsidiaries without any obligations.

#### **Operating Assets-net**

As of March 31, 2021, details of Properties and Equipment -net of the Company and subsidiaries -net are as follows:

Nature of Assets	Rights	Net Book Value (Baht)	Obligations
Properties and Equipment			
1. Property	Owner	13,988,064.55	None
2. Furniture and Fixture	Owner	3,108.17	None
3. Office Equipment	Owner	360,496.71	None
4. Computer & Software	Owner	148,028.14	None
5. Company's cars	Owner	16,614,427.06	None
<b>Total</b>		<b>31,114,124.63</b>	

### 3. Names of the Board of Directors and Executives

#### Board of Directors

The Company's Board of Directors as of March 31, 2021, is as follows:

Name	Current Position
1. Dr Narongchai Akrasanee	Independent Director 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 Phongchai Sethiwan	Authorized Director Member of the Nominating Committee Member of the Risk Management Committee
4. Dr Peter Weldon	Independent Director Chairman of the Audit Committee Member of the Compensation Committee
5. Mr Sompong Phaoenchoke	Independent Director Member of the Audit Committee Member of the Compensation Committee
6. Mrs Punnee Worawuthichongsathit	Independent Director Member of the Audit Committee Chairwoman of the Nominating Committee Chairwoman of the Compensation Committee
7. Mr Anake Kamolnate	Member of the Executive Committee Authorized Director Member of the Risk Management Committee Member of the Investment Committee President Operation Company Secretary
8. Mr Kirin Narula	Authorized Director Member of the Nominating Committee Member of the Risk Management Committee Member of the Investment 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 President Investment
10. Mr Varit Bulakul	Member of the Executive Committee Member of the Investment Committee

## **Executive Officers**

The Company's current management team is composed of:

<b>Name</b>	<b>Current Position</b>
1. 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
2. Mr Anake Kamolnate	Member of the Executive Committee Authorized Director Member of the Risk Management Committee Member of the Investment Committee President Operation Company Secretary
3. Mr Varut Bulakul	Member of the Executive Committee Member of the Compensation Committee Member of the Nominating Committee Member of the Investment Committee President Investment
<b>Name</b>	<b>Current Position</b>
4. Mr Varit Bulakul	President Investment Banking
5. Ms Siriya Boontarig	Executive Vice President , Head of IB Operations,
6. Ms Supanee Phongsuparbchon	Manager, Finance & Accounting



Major shareholders of the Company as at the closing date of the register book on 6 May 2021 were as follows:

Name	No of Shares	Holding (%)
1. Bulakul Family	3,521,852,732	51.58
- Mr Varit Bulakul	1,056,398,227	15.50
- Ms Varinthorn Bulakul	1,057,442,970	15.49
- Mr Varut Bulakul	1,406,011,535	20.59
2. China Tonghai Securities Limited Account Client	414,594,138	6.07
3. Thai NVDR Co Ltd	364,287,746	5.34
4. Bank of Singapore Limited	358,374,363	5.25
5. LGT BANK (SINGAPORE)	350,000,000	5.13
6. Mr. Boondham Kriwatanapong	105,501,400	1.54
7. Nomura Singapore Limited – Customer Segregated Account	70,768,750	1.04
8. Mrs Jarunee Chinnavongvorakul	50,637,300	0.74
9. BANK JULIUS BAER & CO, LTD, HONGKONG BRANCH	47,286,000	0.69
10. Mr Sukanej Chantharujanon	46,040,000	0.67
11. Mr Chung, Hung-Kuey	39,311,321	0.58
12. Others	1,459,226,457	21.37
Total	6,827,880,207	100.00

#### 4. History of Capital Increases and Dividend Payments of the Previous 3 Years

Year	Description
2018	No Capital Increase
April 24, 2019	The Company's ordinary shareholders meeting No. 1/2019 approved a resolution the increase of the registered capital from Baht 704,700,608.25 to Baht 880,875,760.375, by issuing new 1,409,401,217 ordinary shares at the par value of Baht 0.125 per share. as reserve for the exercise of ordinary share warrant issued to existing shareholders (BROOK-W5).
June 30, 2019, September 30, 2019	Shareholders exercised their warrant rights to purchase the allotted ordinary shares for 2,017,317 units to receive 2,017,317 shares. The Company registered the share increase and the paid-up shares with the Ministry of Commerce.
December 30, 2019	Shareholders exercised their warrant rights to purchase the allotted ordinary shares for 4,069,800 units to receive 4,069,800 shares. The Company registered the share increase and the paid-up shares with the Ministry of Commerce.
March 31, June 30, and September 30, 2020	Shareholders exercised their warrant rights to purchase the allotted ordinary shares for 996,749,497 units to receive 996,749,497

	shares. The Company registered the share increase and the paid-up shares with the Ministry of Commerce.
December 30, 2020	Shareholders exercised their warrant rights to purchase the allotted ordinary shares for 7,501,000 units to receive 7,501,000 shares. The Company registered the share increase and the paid-up shares with the Ministry of Commerce.
March 31, 2021	Shareholders exercised their warrant rights to purchase the allotted ordinary shares for 161,814,508 units to receive 179,937,727 shares. The Company registered the share increase and the paid-up shares with the Ministry of Commerce on April 7,2021
April 2,2021	The Company's ordinary shareholders meeting No. 1/2021 approved a resolution the increase of the registered capital from Baht 880,875,760.375 to Baht 888,375,760.375, by issuing new 60,000,000 ordinary shares at the par value of Baht 0.125 per share. The Company registered the share increase and the registered capital with the Ministry of Commerce on April 8,2021

As of April 8, 2021 The Company has registered capital 7,107,006,083 shares, paid-up capital 6,827,880,207 shares at par value 0.125 baht per share total amount 853,485,025.875 baht.

### Dividend Payment Policy

Follow as the Annual General Meeting of Shareholders No. 1/2011 which was held on April 27,2011 resolution regarding the dividend payment policy as the followings

“dividend payment policy of not less than 50% of net profit after tax depend upon financial condition and cash flow availability”

Details of dividend payment (the Company only)

Year	2020	2019	2018	2017	2016	2015
Earning per share	(0.003)	0.224	0.10	0.01	0.13	0.14
Dividend per share	0.05	0.07	0.04	0.04	0.07	0.07
Dividend payout ratio	-	31.20	39.94	315.52	56.53	67.78

## 5. Investment in Subsidiary Companies

Company	Type of Business	Paid-up Capital (Million Baht)	Shareholding	Net Book Value (Baht)
<b>Binswanger Brooker (Thailand) Ltd</b> Held through Brooker Corporate Advisory Co Ltd 60% Held by The Brooker Group Plc 40%	Real estate brokerage and consultancy	22.87	99.99%	9,222,000
<b>Brooker Business Development Co Ltd</b>	Business consulting services	2.0	99.99%	-
<b>Brooker Planner Co Ltd</b> Held through Brooker Corporate Advisory Co Ltd	Business consulting services	43.38	99.99%	-
<b>Brooker Corporate Advisory Co Ltd</b>	Business consulting services	31.02	99.99%	31,011,100
<b>Brooker International Co Ltd</b>	Investment Holding, Business consulting services	600,000 US\$	100%	17,844,000
<b>Brooker Dunn Asset Advisory Ltd</b> (Held through Brooker International Co Ltd)	Offshore capital management	250,000 US\$	51%	-
				58,077,100

## Part 3 – Financial Information of The Brooker Group Public Company Limited

### SUMMARY OF FINANCIAL STATEMENTS

(Unit : Baht '000)

Item	Audited					
	The Company Only			Consolidated		
	2018	2019	2020	2018	2019	2020
<b>Assets</b>						
Cash and cash equivalents	29,506	583,037	90,043	170,711	722,371	150,221
Short term Investment, Investment in trading securities	380,587	959,840	870,827	882,382	1,306,638	1,437,581
Trade accounts receivable - net						
- Non-related companies – net	49,327	11,313	18,117	153,397	13,079	321
- Related companies	1,075	14,151	5,875	8,537	18,571	6,642
Accounts receivable - Others						
- Non-related companies	91,012	37,462	6,166	91,265	37,784	6,457
- Related companies	74,116	6,494	9,302	-	-	-
Loans – non-related companies	130,000	309,000	267,500	130,000	309,000	267,500
Loans – related companies	85,600	489,119	458,038	-	-	-
Other current assets	8,515	12,707	-	10,238	14,560	19,972
Investment in subsidiary companies - net	58,077	58,077	58,077	-	-	-
Other Investments – net	485,000	441,243	185,000	485,000	441,244	185,000
Loans - Long term	760,000	391,500	391,500	760,000	391,500	391,500
Property, Plant and Equipment - net	33,511	30,428	31,849	33,877	30,428	31,849
Investment Property	7,371	6,931	6,491	7,371	6,931	6,490
Deferred tax assets	24,810	50,460	53,801	25,724	58,141	59,790
Other non-current assets	4,228	81,049	494	6,699	83,553	2,527
<b>Total Assets</b>	<b>2,222,735</b>	<b>3,482,811</b>	<b>2,453,080</b>	<b>2,765,201</b>	<b>3,433,800</b>	<b>2,565,850</b>
<b>Liabilities</b>						
Short-term loan from Financial Institution	500,000	350,000	-	500,000	350,000	-
Trade accounts payable – non-related companies	-	194,141	-	3,058	200,844	1,358
Trade accounts payable – related companies	-	89,540	-	-	-	-
Account payable - Others	21,607	68,269	25,482	24,088	80,330	37,440
Loan from non related companies	-	-	-	-	-	-
Loan from related companies	30,000	-	-	-	-	-
Accrued corporate income tax	15,758	155,853	25	15,758	155,853	25
Current portion – Liabilities under financial lease contract	-	-	-	-	-	-
Other Current Liabilities	7,144	13,235	10,186	7,307	13,528	10,316
Deferred tax liabilities	-	32,021	16,429	-	32,021	16,429
Employee benefits obligation	23,744	26,898	29,208	25,650	28,016	30,514
<b>Total Liabilities</b>	<b>598,253</b>	<b>929,957</b>	<b>81,330</b>	<b>575,861</b>	<b>860,592</b>	<b>96,082</b>
<b>Shareholders' Equity</b>						
Registered capital	705,919	880,876	880,876	705,919	880,876	880,876
Issued and fully paid-up capital	704,701	704,953	830,055	704,701	704,953	830,055
Discount on shares	144,890	145,142	270,245	144,890	145,142	270,244
Share subscriptions received in advance	-	1,017	1,875	-	1,017	1,875
Retained earnings – Appropriated - Legal reserve	70,592	88,088	88,088	70,592	88,088	88,088
Retained earnings – Unappropriated	704,299	1,613,654	1,181,654	1,217,455	1,598,105	1,249,910
Other components of shareholders' equity	-	-	-	(23,239)	(39,548)	(42,990)
Non-Controlling interests	-	-	-	74,941	75,451	72,586
<b>Total Shareholders' Equity</b>	<b>1,624,482</b>	<b>2,522,854</b>	<b>2,371,750</b>	<b>2,189,340</b>	<b>2,573,208</b>	<b>2,469,768</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>2,222,735</b>	<b>3,482,811</b>	<b>2,453,080</b>	<b>2,765,201</b>	<b>3,433,800</b>	<b>2,565,850</b>

(Unit : Baht '000)

Item	Audited					
	The Company Only			Consolidated		
	2018	2019	2020	2018	2019	2020
<b>Income Statement</b>						
<u>Revenue</u>						
Service income	242,182	909,591	43,948	286,327	976,497	52,060
Unrealized gain from measurement of other current financial assets						59,622
Gain on sale from measurement of other current financial assets	31,169	84,215	546	23,152	74,749	-
Dividend	458,605	579,471	22,044	13,802	21,178	22,905
Interest income	125,112	129,041	51,959	123,885	118,376	38,829
Reversal of allowance for doubtful accounts	3,000	-	-	3,400	-	-
Reversal of impairment on investment	1,000	-	-	1,000	-	-
Gain on sale on non-current assets classified as held for sale	--	-	23,371			23,371
Gain on sale of investment	-	587,223	-	-	587,223	-
Gain on exchange rate	5,182	-	-	14,550	-	-
Other income	54	7,520	4,794	141	9,765	4,883
<b>Total Revenues</b>	<b>866,305</b>	<b>2,297,061</b>	<b>146,662</b>	<b>466,257</b>	<b>1,787,788</b>	<b>201,670</b>
<u>Expenses</u>						
Cost of service	83,257	587,899	57,423	127,771	517,819	79,920
Selling and administrative expenses	51,758	95,733	53,712	60,956	106,311	54,509
Unrealized loss in trading securities	125,929	157,881	55,878	232,278	243,463	-
Loss on sales from measurement of other current financial assets	-	-	-		-	4,957
Loss on sale of trading securities	-	-	-	-	-	-
Loss from sales other investment	970	-	-	970	-	-
Financial costs	14,614	14,508	2,547	12,771	14,118	2,382
<b>Total Expenses</b>	<b>276,528</b>	<b>856,021</b>	<b>169,560</b>	<b>434,746</b>	<b>881,711</b>	<b>141,768</b>
Profit (loss) before income tax	589,777	1,441,040	(22,898)	31,511	906,077	59,902
Corporate income tax	(28,683)	(175,855)	2,149	(28,300)	(169,089)	456
<b>Net Profit (Loss) for the Year</b>	<b>561,094</b>	<b>1,265,185</b>	<b>(20,749)</b>	<b>3,211</b>	<b>736,988</b>	<b>60,358</b>
Attributable to :						
Equity holder of the parent	561,094	1,265,185	(20,749)	4,564	736,479	63,223
Non-controlling interests	-	-	-	(1,353)	509	(2,865)
	<b>561,094</b>	<b>1,265,185</b>	<b>(20,749)</b>	<b>3,211</b>	<b>736,988</b>	<b>60,358</b>

(Unit : Baht '000)

Item	Audited					
	The Company Only			Consolidated		
	2018	2019	2020	2018	2019	2020
<b>Cash flows from operating activities</b>						
Net profit (loss) for the year	561,094	1,265,185	(20,749)	3,211	736,988	60,358
Adjustments to reconcile net profit to net cash provided by (used in) operating activities						
Depreciation	3,944	3,281	4,470	3,971	3,647	4,470
Allowance for doubtful account (reversal)	(3,000)	219,211	-	(3,400)	219,211	-
Impairment on investment (reversal)	(1,000)	-	-	(1,000)	-	-
Loss (gain) on change investment	-	(587,223)	-	-	(587,223)	-
Unrealized loss (gain) in trading securities	125,929	157,881	55,878	232,278	243,463	(59,621)
Dividend received from subsidiaries	(445,340)	(560,011)	-	-	-	-
Dividend received from other company	(13,265)	(19,460)	(22,044)	(13,802)	(21,178)	(22,905)
Employee benefits	(111)	2,156	2,310	(195)	2,366	2,498
Income tax expense of current year	66,665	169,484	16,784	66,665	169,484	16,784
Deferred tax (income) expense	(37,981)	6,371	(18,934)	(38,365)	(395)	(17,241)
Financial costs	14,614	14,508	2,547	12,771	14,118	2,382
Operating Gain (loss) before changes in operating assets and liabilities	271,549	671,383	20,262	262,134	780,481	(13,275)
Operating assets decrease (increase)						
Short –Term Investment	167,479	(149,911)	33,135	173,519	(80,495)	(71,322)
Trade accounts receivable - other parties	(34,985)	35,913	11,313	30,452	138,218	12,758
Trade accounts receivable - related parties	(1,074)	(13,076)	8,276	3,760	(10,034)	11,929
Other Accounts receivable - other parties	(53,706)	24,939	31,296	(48,179)	24,869	31,327
Other Accounts receivable - related parties	(74,112)	67,622	(2,809)	-	-	-
Other current assets	(2,367)	(4,191)	22,040	(2,012)	(4,322)	22,508
Other non-current assets	3,944	(76,822)	309,349	4,622	(76,854)	309,349
Operating liabilities increase (decrease)						
Trade accounts payable – other parties	-	194,141	(194,141)	460	197,786	(199,486)
Trade accounts payable – related parties	(92,970)	89,540	(89,540)	-	-	-
Other accounts payable - other parties	(7,606)	46,662	(42,788)	(8,196)	56,242	(43,796)
Other accounts payable – related parties	(5,329)	-	-	-	-	-
Other current liabilities	(8,562)	16,312	(160,365)	(9,088)	16,505	(159,604)
Other non-current liabilities	3,620	3,154	2,310	4,133	2,366	2,498
Net cash received (paid) from operation	165,881	905,666	(51,662)	411,605	1,044,762	(97,114)
Payment of Interest expense	(14,614)	(14,508)	(2,547)	(12,771)	(14,118)	(2,382)
Payment of Corporate income tax	(57,723)	(41,766)	(17,605)	(58,679)	(42,040)	(17,812)
<b>Net cash provided by (used in) operating activities</b>	<b>93,544</b>	<b>849,392</b>	<b>(71,814)</b>	<b>340,155</b>	<b>988,604</b>	<b>(117,308)</b>
<b>Cash flows from investing activities</b>						
Investment in subsidiary, (increase)decrease	-	-	-	-	-	-
Other investments, (increase) decrease	(124,000)	43,757	-	(124,000)	43,757	-
Purchase of property, plant and equipments	(24)	242	(5,450)	(256)	242	(5,450)
Loan to other parties (increase) decrease	(590,000)	1,000	41,500	(590,000)	1,000	41,500
Loan to related company (increase) decrease	(70,600)	(403,519)	31,081	-	-	-
Dividend received from subsidiaries	445,340	560,011	-	-	-	-
Dividend received from other company	13,265	19,460	22,044	13,802	21,178	22,905
<b>Net cash provided by (used in) investing activities</b>	<b>(326,019)</b>	<b>220,951</b>	<b>89,175</b>	<b>(700,454)</b>	<b>66,177</b>	<b>58,955</b>
<b>Cash flow from financing activities</b>						
Short-term loan from financial institution, (increase) decrease	400,000	(150,000)	(350,000)	400,000	(150,000)	(350,000)
Loan from related company, increase (decrease)	(112,389)	(30,000)	-	-	-	-
Paid liabilities under financial lease contract	-	-	-	-	-	-
Ordinary shares increased - exercise of warrants	-	504	250,205	-	504	250,205
Cash received in advance for exercise warrants	-	1,017	858	-	1,017	858
Dividend paid by the Company	(281,880)	(338,333)	(411,418)	(298,660)	(338,333)	(411,418)
<b>Net cash provided by (used in) financing activities</b>	<b>5,731</b>	<b>(516,812)</b>	<b>(510,355)</b>	<b>101,340</b>	<b>(486,812)</b>	<b>(510,355)</b>

(Unit : Baht '000)

Item	Audited					
	The Company Only			Consolidated		
	2018	2019	2020	2018	2019	2020
Difference from translation of financial statements	-	-	-	(20,655)	(16,309)	(3,442)
Increase (Decrease) in cash and cash equivalents - net	(226,745)	553,531	(492,994)	(279,613)	551,660	(572,150)
Cash and cash equivalents, beginning of years	256,251	29,506	583,037	450,324	170,711	722,371
<b>Cash and cash equivalents, end of years</b>	<b>29,506</b>	<b>583,037</b>	<b>90,043</b>	<b>170,711</b>	<b>722,371</b>	<b>150,221</b>