



THE BROOKER GROUP PUBLIC COMPANY LIMITED

26th Floor, The Trendy Building, 10/190 -193 Soi Sukhumvit 13, Sukhumvit Road,
Klong Toey Nua, Wattana, Bangkok 10110
Tel: (662) 168-7100, Fax: (662) 168-7111-2
<http://www.brookergroup.com>

No. AGM 1/2025

4th April 2025

Subject: Notice of the 2025 Annual General Meeting of Shareholders
To: The Shareholders of the Company

Enclosed:

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders 1/2024
2. Proxy Form B and profiles of the Independent Directors in case of proxy
3. One Report Annual Report 2024 in the form of QR Code and the Audited Financial Statements of the Company for the year ended 31st December 2024 and request form for Proxy Form B hard copy
4. Guidelines and Criteria for Selection of Director and Independent Directors
5. Information of the directors who are due to retire by rotation and have been nominated for reappointment as directors for another term at the 2025 Annual General Meeting of Shareholders
6. Company's Articles of Association relating to the General Meeting of Shareholders
7. Documents required for attending the E-AGM
8. Guidelines for attending the Annual General Meeting of Shareholders through Electronic Media (E-AGM) and appointment of Proxy

Notice is hereby given that, by virtue of the Board of Directors of The Brooker Group Public Company Limited, the 2025 Annual General Meeting of Shareholders will be held on Tuesday 29th April 2025 at 10.00 a.m. **via electronic meeting (E-AGM) only**. In this regard, the Company shall comply with the requirements on electronic meeting as set out in the Royal Decree on Meetings through Electronic Media B.E. 2563 (2020) and the Announcement of the Ministry of Digital Economy and Society re: Standards for Maintaining Security of Electronic Meetings B.E. 2563 (2020) to consider the matters 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 26th July 2024.

Board of Directors' opinion: The Board recommends that such Minutes be adopted.

Voting Rule: The resolution under this agenda has to be passed by a majority vote of the shareholders, attending the meeting and eligible to vote.

Agenda 2 : To acknowledge the Board of Directors' annual report on the Company's operating results for the year 2024

Fact and reason: The Company's operating result for the year 2024 is shown in the 2024 Form 56-1 One Report, attached herewith as Enclosure 3. The Board of Directors has considered the report and opined that it is correct and adequate to propose to the shareholders' meeting for acknowledgement.

Board of Directors' opinion: The Board has deemed it appropriate to propose the operating result of the Company for the year 2024 to the shareholders for acknowledgement.

Voting Rule: 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.

Fact and reason: The Company’s financial statement and the auditor’s report, ended 31 December 2024, as shown in the Consolidated Financial Statements Section of the 2024 Form 56-1 One Report, attached herewith as Enclosure 3, have been audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors to propose to the shareholders’ meeting for approval.

Board of Directors’ opinion: The Board has deemed it appropriate to propose to the shareholders’ meeting to consider approving the Company’s financial statements and the auditor’s report, ended 31 December 2024.

Voting Rule: The resolution under this agenda has to be passed by a majority vote of the shareholders, attending the meeting and eligible to vote.

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.

Fact and reason: According to Clause 40 of Articles of Association of the Company

“At each distribution of dividend, the Company shall allocate to a reserve fund at least one-twentieth of the profits until the funds of such reserve represents at least one-tenth of the registered capital of the Company.”

Together with the dividend payment policy detailed

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

Board’s opinion: According to the Company's separate financial statements for the year ending on December 31, 2024, the Company had a net loss from operations of 108.17 million baht. The Board of Directors deems it appropriate for the meeting to consider approving the loss from operations in 2024 to be included in the Company's retained earnings and to declare a dividend payment for 2024 from the Company's retained earnings. The dividend payment is in accordance with the Company's dividend payment policy, with the following details:

1. To pay dividends in the form of cash at Baht 0.0125 per share, or approximately Baht 135 million (as of March 7, 2025 the number of issued and offered shares is equal to 10,800,820,471 shares).

The dividend as mentioned above shall be subject to the withholding tax at the rate stipulated by law. In this regard, the record date for shareholders who are entitled to receive such dividends (Record Date) is scheduled to be May 8, 2025, and the dividend payment is set to be on May 23, 2025 after the Annual General Meeting of Shareholders approval. This will be the sixteenth time the Company will pay a dividend.

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.

Details of dividend payment (Separate Financial Statement)

	2024 (The proposed year)	2023
1. Net profit (loss) (million baht)	(108.17)	95.02
2. Number of shares (as at 31 December 2023) Number of shares (as at 31 December 2024) At par value (baht/share)	10,800,820,471 0.125	9,315,208,558 0.125
3. Payment period	Yearly	Yearly
4. Dividend payment (baht/share)	0.0225	0.02
-First half interim dividend	0.01	0.005
-Second half dividend	0.0125	0.015
5. Total dividend amount (million baht)	243.02	186.30
6. Diluted earning per share (weighted average shares)	(0.011)	0.010
7. Dividend payout ratio (percent)	224.66	196.06

Voting Rule: The resolution under this agenda has to be passed by a majority vote of the shareholders, attending the meeting and eligible to vote.

Agenda 5 : To consider and appoint the Company's auditor and approve the audit fee for fiscal year 2025.

Audit Committee's opinion: The Audit Committee recommended to the Board of Directors that A.M.T. & Associates should be reappointed as the auditor of the Company and its subsidiaries. The Company and its subsidiaries' auditors are as followings

- | | |
|-------------------------------------|------------------|
| 1. Mrs. Natsarak Sarochanunjeen | CPA No. 4563 or |
| 2. Ms. Daranee Somkamnerd | CPA No. 5007 or |
| 3. Ms. Jarunee Nuammae | CPA No. 5596 or |
| 4. Mr. Siramate Akkharachotkullanun | CPA No. 11821 or |
| 5. Ms. Nattaya Tungpradit | CPA No. 11591 |

Since this company has provided good services since its appointment for fiscal year 2007 and the audit fees quoted for 2025 are reasonable.

Mrs. Natsarak Sarochanunjeen has been appointed as the auditor of the Company since 2007. Consolidated financial statements of The Brooker Group Public Company Limited and its subsidiaries have been audited by Mrs. Natsarak Sarochanunjeen since 2010-2013, totally 4 years.

Ms. Daranee Somkamnerd has been appointed as the auditor of the Company since 2018. Consolidated financial statements of The Brooker Group Public Company Limited and its subsidiaries have been audited by Ms. Daranee Somkamnerd since 2018-2024.

Ms. Jarunee Nuammae has been appointed as the auditor of the Company since 2018. She has never signed to certify the financial statements of the Company and its subsidiaries yet.

Mr. Siramate Akkharachotkullanun has been appointed as the auditor of the Company since 2021.

(The auditor who will sign in 2025)

Ms. Nattaya Tungpradit

(Proposed for consideration of appointment by the shareholders' meeting this year)

Board of Directors' opinion: The Board recommends that the Meeting should appoint Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No. 4563 or Ms. Daranee Somkamnerd, Certified Public Accountant No. 5007 or Ms. Jarunee Nuammae, Certified Public Accountant No. 5596 or Mr. Siramate Akkharachotkullanun, Certified Public Accountant No. 11821 or Ms. Nattaya Tungpradit, Certified Public Accountant No. 11591 of A.M.T. & Associates, who have no relationship and/or any interest with the Company, its subsidiaries, the management team, major shareholders or any connected person, as auditor of the Company and its subsidiaries for the year 2025 and to fix the annual audit fee at a maximum of Baht 2,475,000 (two million four hundred seventy five thousand Baht) not included out of pocket and other expenses. Below is a comparison of audit fees for the years 2025 and 2024.

Unit : Baht)

	2025	2024
Audit fee - the company and its subsidiaries	2,475,000	2,175,000
Non-Audit fee - the company and its subsidiaries	None	None

(Audit fee of the company and its subsidiaries in 2025 is changed from 2024 Audit fee)

Voting Rule: The resolution under this agenda has to be passed by a majority vote of the shareholders, attending the meeting and eligible to vote.

Agenda 6 : To consider and elect Directors to replace those who are due to retire by rotation. (Attachment 5)

Nominating Committee's opinion: The Nominating Committee has taken into consideration the qualifications, experience and expertise, as well as the performance in the past year of each retiring Director as detailed in the Nominating Guidelines (Attachment 5), and recommended to the Board that the Directors who are due to retire by rotation, namely, Mr. Chan Bulakul, Mrs. Punnee Worawuthichongsathit, Mr. Kirin Narula and Mr. Varut Bulakul should be reappointed.

Board of Directors' opinion: The Board of Directors, excluding the Directors with vested interest, recommends that the shareholders should reappoint Mr. Surong Bulakul, Mr. Anake Kamolnate, Mr. Varit Bulakul and Mr. Phongchai Sethiwan should be reappointed. The nominated person has already passed the screening process of the Board of Directors that have qualifications suitable for the company's business (No shareholder nominated any other person to be considered as a director).

Especially, Mr. Surong Bulakul is an Independent Director, who has knowledge in accounting and understanding the Company's businesses quite well. He is highly experienced having worked with several companies both government and private sector.

The Board of Directors has determined that, Mr. Surong Bulakul, Independent Director is able to express his opinion freely and in accordance with the relevant rules.

The table below details the years of service of these four Directors:

Name/Surname	Position	Terms/ Years as Director	Attendance Record in 2024	Appointment Date	
				First	Last
Mr. Surong Bulakul	Director	2	9/9	Jun 2022	-
Mr. Anake Kamolnate	Director	17	9/9	May 2007	Apr 2023
Mr. Varit Bulakul	Director	3	9/9	Feb 2021	Apr 2023
Mr. Phongchai Sethiwan	Director	15	8/9	Nov 2009	Apr 2022

Remarks: The profiles of these Directors, including their holdings in the Company and directorships/management positions held in other institutions, are detailed in Attachment 5.

Voting Rule: The resolution under this agenda has to be passed by a majority vote of the shareholders, attending the meeting and eligible to vote.

Agenda 7 : To consider and fix the remuneration of the Company's Board of Directors for the period 1 January 2025 to 31 December 2025.

Compensation Committee's opinion:

The Compensation Committee has considered and determined the remuneration of the directors to be in line with the number of directors, the Company's performance, the size of the business, the duties and responsibilities and the performance of each director. Such remuneration will be at an appropriate level comparable to leading companies in the Stock Exchange of Thailand and in the same industry group, and sufficient to motivate and retain quality directors with the Company. Therefore, it is deemed appropriate to propose that the Board of Directors consider and propose to the general meeting of shareholders to consider approving the budget for remuneration for the Company's Board of Directors and various subcommittees for the year 2025. It was resolved to fix the Board of Directors' remuneration for the period of 1 January 2025 to 31 December 2025 to be not exceeding Baht 5,300,000 (five million three hundred thousand Baht) which was the same amount of the year 2024 which was Baht 5,300,000.

The details of the proposed remuneration for the Company's Board of Directors for the year 2025 are as follows:

	Baht per person
Monthly remuneration for the Chairman of the Board of Directors	15,000
Meeting attendance fee for the Board of Directors	
- Chairman of the Board of Directors	25,000
- Independent Director	15,000
- Authorized Director	15,000
- Non-executive Director	15,000
Meeting attendance fee for the Chairman and	
Members of the Audit Committee	10,000
Members of the Executive Committee	10,000
Meeting attendance fee for Members of other committees	7,500

Board's opinion: The Board of Directors recommends that the shareholders approve proposed the remuneration for the Company's Board of Directors for the period of 1 January 2025 to 31 December 2025 to be not exceeding Baht 5,300,000 (five million and three hundred thousand Baht).

Remarks: Total remuneration in 2024 in cash, to each of the Directors is detailed in the "Directors' Remuneration" section of the 2024 One Report. The "Management Structure" section of the 2024 One Report also provides a listing of the Company's other committees, together with their duties and power. No remuneration for directors other than money. No other benefits as last year.

Voting Rule: This resolution under this agenda must be passed by not less than two-third of the total number of the votes of the shareholders, attending the meeting.

Agenda 8 : Consideration on other business (if any).

The Record Date on which shareholders have the right to attend the 2025 Annual General Meeting of Shareholders has been fixed as 21 March 2025.

All shareholders are cordially invited to attend the Meeting on the date, time stated above.

In order to facilitate the registration, please study the details from the documents required for attending Electronic Shareholders Meeting (E-AGM) (Enclosure 8) and the Guidelines for attending the Annual General Meeting of Shareholders through Electronic Media (E-AGM) (Enclosure 9) and identity document, if applicable.

- (1) In the case of shareholders wishing to attend the E-AGM meeting or
- (2) In case the shareholder wishes to appoint another person to attend the E-AGM meeting

which the system will open for registration to attend the meeting from **11 April at 8.00 a.m.– 25 April 2025 at 5.00 p.m.** by Quidlab Co., Ltd, a provider of the E-AGM meeting system to the company.

Certified by:

Yours faithfully,



Mr. Chan Bulakul
Chief Executive Officer
Chairman, Executive Committee



Dr. Narongchai Akrasanee
Chairman



Attachment No. 1

THE BROOKER GROUP PUBLIC COMPANY LIMITED

26th Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road,

Klong Toey Nua, Wattana, Bangkok 10110

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<http://www.brookergroup.com>

Minutes of the Extraordinary General Meeting of Shareholders 1/2024 The Brooker Group Public Company Limited

- Time and Place** : The Meeting was held on 26 July 2024 at 2.00 p.m. at Brooker Office by electronic meeting (E-EGM) only.
- Preliminary Proceeding** : Dr. Narongchai Akrasanee, the Chairman of the Board of Directors, acted as the Chairman of the Meeting.
- Directors Present** : 10 Directors from 10 Directors were present at the Meeting as follows
1. Dr. Narongchai Akrasanee Chairman of the Board of Directors
 2. Mr. Chan Bulakul Vice Chairman
Chairman of the Executive Committee
Chief Executive Officer
Authorized Director
Chairman of the Risk Management Committee
Chairman of the Investment Committee
 3. Mr. Surong Bulakul Chairman of the Audit Committee
Member of the Compensation Committee
Chairman of the Corporate Governance and Sustainable Development Committee
 4. Mr. Sompong Phaoenchoke Member of Audit Committee
(via E-EGM system) Member of the Compensation Committee
Member of the Corporate Governance and Sustainable Development Committee
 5. Ms. Punnee Worawuthichongsathit Member of the Audit Committee
Chairwoman of the Nominating Committee
Chairwoman of the Compensation Committee
Member of the Corporate Governance and Sustainable Development Committee
 6. Mr. Anake Kamolnate Member of the Executive Committee
Authorized Director
Member of the Risk Management Committee
Member of the Investment Committee
 7. Mr. Kirin Narula Authorized Director
Member of the Nominating Committee
Member of the Risk Management Committee
 8. Mr. Phongchai Sethiwan Authorized Director
Member of the Nominating Committee
Member of the Risk Management Committee

- | | |
|-----------------------|---|
| 9. Mr. Varut Bulakul | Member of the Executive Committee
Member of the Compensation Committee
Member of the Nominating Committee
Member of the Investment Committee |
| 10. Mr. Varit Bulakul | Member of the Executive Committee
Member of the Investment Committee |

The proportion of all directors attending the meeting is 100%

Management Present :

- | | |
|--------------------------------|---|
| 1. Mr. Chan Bulakul | Chief Executive Officer |
| 2. Mr. Anake Kamolnate | President Operation |
| 3. Mr. Varut Bulakul | President Investment |
| 4. Mr. Varit Bulakul | President Investment Banking and Digital Assets |
| 5. Ms. Supanee Phongsuparbchon | Finance & Accounting Manager |

Auditors Present :

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

There were 31 shareholders presented, either personally or by proxy, holding together a total of 5,064,174,832 shares equal to 0.14% of the total number of shareholders and equal to 54.36% 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 2024 Annual General Meeting of Shareholders held on 29th April 2024.

The Chairman presented the Minutes of the 2024 Annual General Meeting of Shareholders held on 29th April 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. The Meeting resolution was as follows:

- 5,064,174,832 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.

Agenda 2 : To consider and approve the sale of digital asset inventory during the next 12 months after the EGM.

The Chairman proposed to the Meeting to consider and approve the sale of digital asset inventory during the next 12 months after the EGM. The total market value of the Group's digital asset inventory as of May 14, 2024 (one day before the Board of Directors meeting) is equal to 1,705.83 million baht, with a transaction size of 40.59 percent according to the total value of consideration criteria. Although the size of the transaction does not fall under the category 1 disposal of assets, the Company Group voluntarily submits this matter to request the Extraordinary General Meeting of Shareholders' approval. By selling off digital asset inventories over the next 12 months, after the extraordinary meeting of shareholders approval, the actual selling price may be higher or lower than 1,705.83 million baht. 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.

The Chairman then invited a representative from Jay Capital Advisory Ltd., the Company's independent financial advisor, to present its opinion on the Company's digital asset disposal to shareholders. The independent financial advisor has the following opinion on the Company's digital asset disposal:

Background and Objective of the Transaction

According to Brooker International Co., Ltd. ("BICL"), a subsidiary of Brooker Group Public Company Limited ("BTC" or the "Company"), which has invested in digital assets since the first quarter of 2021 for the purpose of digital asset treasury program and brand building to expand the Group's consulting services business.

In the past, the market value of digital assets inventory has increased significantly and has been highly volatile. In addition, the Company intends to have flexibility in using funds to seek new potential investment opportunities. In this regard, since digital assets inventory have a trading time of 24 hours, the timing of the sale is an important factor in determining the opportunity to increase the value of the sale. Therefore, the Board of Directors Meeting has resolved to call the EGM No. 1/2024 to consider and approve the framework for the disposal transaction as follows:

- Consider and approve sale the digital asset inventory in part or in all for the next 12 months after EGM
- Empower the Board of Directors or the Investment Committee to determine the selling price based on the market price on the date of sale of the digital asset, which 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.

- Authorize the Board of Directors or the Investment Committee to 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.
- Enter into the legal document (if applicable) to make the sale execution in the market.

Methods for determining the selling price and appropriateness

The independent financial advisor considered the appropriateness of the selling price, which used the market price on the sale date and the formula used to refer to the selling price as follows:

1. Since most of the digital assets that the Company invested in, or 88.48 percent of the portfolio by market value, are in the Large Cap category and are in the top 5 coins with the highest market value, which reflects relatively high trading liquidity. The determination of the selling price formula using the market price can reflect the supply and demand of each coin to some extent and reflect the actual trading price of the coin on the exchange at each time in the future.
2. 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. The reference formula is a principle that is consistent with the consideration of the market price of stocks or other securities according to the criteria of the SEC.
3. Referring to the minutes of the Board of Directors Meeting 3/2024 on May 15, 2024, which specifies the consideration process for sales that will result in losses, which can only be carried out in the case of Material Change, i.e., in the case where the value of the digital asset inventory may decrease to the point where the original value cannot be returned. In this regard, an urgent meeting of the Investment Committee (IC Emergency Meeting) must be called to consider the appropriateness of such action for the maximum benefit of the Company. For the above reasons, the IFA believes that the formula used to calculate the selling price, which is set to reference the market price, is appropriate and consistent with the determination of the general market price.

Advantages, disadvantages, risks of the transaction and summary of IFA opinion

Advantages of Transaction	Disadvantages and Risks of transaction
<ul style="list-style-type: none"> • Reduce the risk of fluctuations in the value of digital asset inventory to the items in the profit and loss statement and the company's financial position. 	<ul style="list-style-type: none"> • Risk of recognized Loss from selling digital assets inventory
<ul style="list-style-type: none"> • Increase the opportunity to sell digital asset inventory at a higher value. 	<ul style="list-style-type: none"> • Loss of opportunity to recognize additional profits if the price of digital assets inventory increases in the future after 12 Months from the EGM
<ul style="list-style-type: none"> • Increase the opportunity to recognize profits from the sale of digital asset inventory. 	<ul style="list-style-type: none"> • Risk of using cash to invest in future businesses that are still uncertain and may not provide expected returns
<ul style="list-style-type: none"> • Able to use the cash received from the sale of digital asset inventory to invest in various businesses in the future. 	<ul style="list-style-type: none"> • Fees from selling digital assets inventory, which range from 0.075% to 0.1% of trading value
<ul style="list-style-type: none"> • Reduce the risk from changes in laws and regulations or accounting standards, such as the criteria of the SEC Office related to investment Company. 	

From the consideration of the appropriateness of the price, appropriateness of the conditions, and the reasonableness of the transaction, IFA is of the opinion that the transaction **is appropriate.**

Resolution:

The Meeting duly considered and resolved to approve the sale of digital asset inventory during the next 12 months after the EGM. The total market value of the Group's digital asset inventory as of May 14, 2024 (one day before the Board of Directors meeting) is equal to 1,705.83 million baht, the actual selling price may be higher or lower than 1,705.83 million baht. 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. There was no shareholder without the voting right on this agenda. The Meeting resolution was as follows:

- 5,064,174,631 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.
- 550 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.

Remark: Under the above agenda, there was additional 1 shareholder by proxy; representing 349 shares joined the Meeting.

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. The market price is based on the website. www.coinmarketcap.com. It will be sold through the exchanges Binance and Coinbase 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.
- 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

Shareholders attending by himself, Mr. Piyapong Prasartthong would like to ask about agenda items 2 and 3 regarding the sale of digital assets. If there is a risk from political situations both inside and outside the country, how does the company manage the risk of selling digital assets in order to have the least impact.

A shareholder from the Thai Investors Association, Ms. Poonsri Karncharoenkulwong, an proxy, asked how the company assesses returns and risks in digital assets investment.

The chairman replied that agenda items 2 and 3 are agenda items to request approval for the sale of digital assets only.

In this regard, the Company can immediately sell digital assets. The sale will be considered 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.

For emergency cases, referring to the previously presentation by independent financial advisory opinion, in the case of sales that will result in losses, which can only be carried out

in the case of Material Change, i.e., in the case where the value of the remaining digital asset inventory may decrease to the point where the original value cannot be returned. In this regard, an urgent investment committee meeting (IC Emergency Meeting) must be called to consider the appropriateness of such action for the maximum benefit of the company.

The Chairman proposed to the Meeting to consider and approve empower the Company's Board of Directors or the Investment Committee to which the Board authorize to has the authority to act within the scope mentioned above.

Resolution:

The Meeting duly considered and resolved to approve the Company's Board of Directors or the Investment Committee to which the Board authorized to has the authority to act within the scope mentioned above.

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

- 5,064,174,631 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.
- 550 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 on other business (if any).

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

A shareholder attending the meeting by himself, Mr. Piyapong Prasartthong advised that he would like to propose to the company to hold general/extraordinary shareholder meetings in the form of On-site meeting and Online simultaneously, or called Hybrid, in order to meet and communicate. and conveniently ask questions between shareholders, executives, and the Board of Directors. This is in line with the circular letter of the Securities and Exchange Commission (SEC) No. SEC Nor.(W) 2/2024 requesting cooperation regarding holding a general meeting of shareholders dated January 10. 2024.

He would like to present for the company to consider the proposal for organizing a Hybrid meeting in the next shareholder meeting.

The Chairman replied that the Company would like to consider it in the next annual general meeting of shareholders (AGM), but this time it is urgent, so the meeting will be held electronically.

The chairman asked about next question from other 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 3.05 p.m.



Signature

(Dr. Narongchai Akrasanee)

Chairman of the Meeting

PROXY(Form B)

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

Written at
Date.....Month.....2025

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

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

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

(3) I / We hereby appoint

(1) Age years, residing at no
Road Sub district District
Province Postal Code or

(2) Age years, residing at no
Road Sub district District
Province Postal Code or

(3) Age years, residing at no
Road Sub district District
Province Postal Code

Only one of them act as my/our Proxy to attend and vote on my/ our behalf at the 2025 Annual General Meeting of the Shareholders to be held on 29th April 2025 at 10.00 a.m. via electronic meeting (E-AGM) or on such other date and at such other place as may be adjourned or changed.

(4) I/ we hereby authorize the Proxy to vote on my /our behalf in this morning as follows:

Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders 1/2024 held on 26th July 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 acknowledge the Board of Directors’ annual report on the Company’s operating results for the year 2024

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.

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

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

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

Agenda 4 To consider and approve the allocation of 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.

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

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

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

Agenda 5 To consider and appoint the Company’s auditor and approve the audit fee for fiscal year 2025.

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

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

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

Agenda 6 To consider and elect directors to replace those who are due to retire by rotation.

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

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

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

Approve the appointment of certain directors as follows:

1. Mr. Surong Bulakul

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

2. Mr. Anake Kamolnate

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

3. Mr. Varit Bulakul

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

4. Mr. Phongchai Sethiwan

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

Agenda 7 To consider and fix the remuneration of the Company’s Board of Directors for the period of 1 January 2025 – 31 December 2025

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

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

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

Agenda 8 Consideration on other business (if any).

Subject.....

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

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

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

Subject.....

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

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

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

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

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

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

Signed _____ Grantor

()

Signed _____ Proxy

()

Signed _____ Proxy

()

Notes :

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

Annex to the Form of Proxy

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

At the 2025 Annual General Meeting of Shareholders on 29th April 2025 at 10.00 a.m. via electronic meeting (E-AGM) or at any adjournment thereof to any other date time and venue.

.....

Agenda _____ subject _____

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

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

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

Agenda _____ subject _____

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

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

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

Agenda _____ subject _____

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

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

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

I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

Singed Grantor

(.....)
Date / /

Singed Proxy

(.....)
Date / /

Independent Directors' Information in case of proxy

1. Mr. Surong Bulakul
Independent Director
Chairman of the Audit Committee
Chairman of the Corporate Governance and Sustainable Development Committee
Age 69 years
Address: 138/11 Soi Ladprao 41, Ladprao Rd., Chan Kasem, Chatuchak, Bangkok 10900

To have interests on Agenda 6 and 7 as the following;

Agenda 6 To consider and elect Directors to replace those who are due to retire by rotation

Agenda 7 To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2025 – 31 December 2025.

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

OR

2. Mr. Sompong Phaoenchoke
Independent Director
Member of the Audit Committee
Member of the Compensation Committee
Member of the Corporate Governance and Sustainable Development Committee

Age 64 years

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

To have interests on Agenda 7 as the following;

Agenda 7 To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2025 – 31 December 2025.

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

OR

3. Mrs. Punnee Worawuthichongsathit
Independent Director
Member of the Audit Committee
Member of the Corporate Governance and Sustainable Development Committee
Chairperson of the Nominating Committee
Chairperson of the Compensation Committee
Age 72 years
Address: 612 Thanurat Road, Thungwatdown Sub-district, Sathorn District, Bangkok 10120

To have interests on Agenda 7 as the following;

Agenda 7 To consider and fix the remuneration of the Company's Board of Directors for the period of 1 January 2024 – 31 December 2024.

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

Form 56-1 One Report for the Year 2024 (Annual Report)

(Form 56-1 One Report for the Year 2024 (Annual Report) is in the form of QR code which attached to the invitation to the Annual General Meeting of Shareholders for the Year 2025)

If the shareholders desire to receive a **Proxy Form B** in hard copy, you are able to advise the Company of your intention by filling your clear information on this Form and send to the Company by a Fax no. 66 (2) 168-7111-2. The Company will deliver you a **Proxy Form B** by a registered mail.

Name of Shareholder Company

Mr./Mrs./Miss.....Surname.....

Number of shares held.....share(s)

Address Building.....Floor.....No.....

Moo.....Road.....Sub-District.....

District.....Province.....Postal Code.....

Telephone.....Fax.....

OR You are able to receive by yourself for a **Proxy Form B** at:

The Brooker Group Public Company Limited

26th Floor, The Trendy Building,

10/190-193 Soi Sukhumvit 13,

Sukhumvit Road, Klong Toey Nua,

Wattana, Bangkok 10110, Thailand.

Tel. 0-2168-7100 Ext. 1301-1304

Guidelines and Criteria for Selection of Directors and Independent Directors

Candidates to serve as directors, including independent directors, on the Board will be reviewed by the Nominating Committee before being nominated for the consideration of the Board of Directors. Guidelines and criteria of the Nominating Committee are as follows:

1. Qualified and not possessing any of the prohibited characteristics stipulated by the Articles of Association of the Company, the Public Company Limited Act and the Securities and Exchange Act.
2. An expert from many differing backgrounds with knowledge, capabilities and experience that will make a significant contribution to the Company and possessing leadership, broad vision, ethical judgment, transparent career profile and ability to express opinions independently.


Apart from the above-mentioned guidelines and criteria for selection of Directors, the Independent Directors must possess all the qualifications stipulated by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), including:

1. holding shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;
3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company;
4. neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;


The term ‘business relationship’ under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;


5. neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;
6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years;
7. not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder;
8. not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company;
9. not having any other characteristics which cause the inability to express independent opinions with regard to the applicant’s business operations.
After being appointed as independent director with the qualifications under (1) to (9) of the first paragraph, the independent director may be assigned by the board of directors to take part in the business decision of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.


The Curricula Vitae of the directors who are due to retire by rotation and are proposed for re-election for another term

<p>Name – Surname Position</p>	<p>Mr. Surong Bulakul <ul style="list-style-type: none"> - Independent Director - Chairman of the Audit Committee - Chairman of the Corporate Governance and Sustainable Development Committee - Member of the Compensation Committee  </p>
<p>Age</p>	<p>69 years</p>
<p>Education</p>	<p>Master of Business Administration from Cornell University, USA Master of Engineering in Operation Research from Cornell University, USA</p>
<p>Training for director course</p>	<p>Directors Certification Program (DCP) 121/2009: IOD</p>
<p>Share holding in the Company</p>	<p>-</p>
<p>Experience</p>	<p>- Chairman of the Audit Committee, Brooker Group Plc.</p>
<p>2022-Present</p>	<p>- Chairman of the Audit Committee, Brooker Group Plc.</p>
<p>2021-Present</p>	<p>- Commissioner concurrently Independent Commissioner at PT Chandra Asri Petrochemical Tbk</p>
<p>2021-Present</p>	<p>- Independent Director at Tong Hua Holding Public Company Limited</p>
<p>2015-Present</p>	<p>- Independent Director of Inoue Rubber (Thailand) Public Company Limited</p>
<p>2018-Present</p>	<p>- Professional Director of Thailand Institute of Justice</p>
<p>2018-Present</p>	<p>- Independent Director of National ITMX Co., Ltd.</p>
<p>2017-Present</p>	<p>- Advisor of Thai Listed Companies Association</p>
<p>2017-Present</p>	<p>- Advisor of Thai Capital Market Organizations</p>
<p>2016-Present</p>	<p>- Director of Bangkok Industrial Gas Co., Ltd.</p>
<p>2015-Present</p>	<p>- Vice Chairman of Thai Chamber of Commerce</p>
<p>2015-Present</p>	<p>- Board of Directors (Representative of the Chairman of the Thai Chamber of Commerce) Professional Qualification Institute (Public Organization) / National Productivity Institute.</p>
<p>Directors/ Executives in other listed companies</p>	<p>3 companies <ul style="list-style-type: none"> - Commissioner concurrently Independent Commissioner at PT Chandra Asri Petrochemical Tbk </p>

<p>Directors/Executives in other companies (non-listed companies)</p>	<ul style="list-style-type: none"> - Independent Director at Tong Hua Holding Public Company Limited - Independent Director of Inoue Rubber (Thailand) Public Company Limited <p>7 companies</p> <ul style="list-style-type: none"> - Professional Director of Thailand Institute of Justice - Independent Director of National ITMX Co., Ltd. - Advisor of Thai Listed Companies Association - Advisor of Thai Capital Market Organizations - Director of Bangkok Industrial Gas Co., Ltd. - Vice Chairman of Thai Chamber of Commerce - Board of Directors (Representative of the Chairman of the Thai Chamber of Commerce) Professional Qualification Institute (Public Organization) / National Productivity Institute.
<p>Directors/Executives in other companies which may cause conflict of interest to the Company</p>	<p>-None-</p>
<p>Duration of being director</p>	<p>2 years 6 months</p>
<p>Participation in BOD Meeting in the year 2024</p>	<p>9 times from the total of 9 times</p>
<p>Relationship with the Company/subsidiaries/associates or other corporates which may have conflict in present or during the past 2 years</p>	<ul style="list-style-type: none"> - Having no relationship with executives or major shareholders/subsidiaries/associates or other corporates which may have conflict - Being a non-executive director, staff, employee or advisor receiving regular salary - Not being a professional such as auditor or law consultant - Have no significant business relationship which may affect the independence in performing duties

<p>Name – Surname Position</p>	<p>Mr. Anake Kamolnate</p> <ul style="list-style-type: none"> - Authorized Director - Member of Executive Committee - Member of Risk Management Committee - Member of Investment Committee 	
<p>Age Education</p>	<p>67 years M.B. A. (Master of Business Administration), College of Notre Dame, USA</p>	
<p>Training for director course</p>	<p>Directors Accreditation Program (DAP) (2007)</p>	
<p>Share holding in the Company</p>	<p>-None-</p>	
<p>Experience</p> <p>Nov 2018 -Present May 2007-Nov 2018</p> <p>Feb 2012-Dec 2012</p> <p>Feb 2012-Dec 2012 Feb 2012-Dec 2012 Feb 2012-Dec 2012 Feb 2012-Dec 2012 Feb 2012-Dec 2012 Feb 2012-Dec 2012 Feb 2012-Dec 2012</p> <p>Sep 2009 - 2015</p> <p>2007 - 2007 Sept 2006 - 2018 2003 - Aug 2006</p> <p>1996 - 2003</p>	<ul style="list-style-type: none"> - President, The Brooker Group Plc - Executive Director and Authorized Director, The Brooker Group Plc. - Authorized Director, Golden Land Property Development Plc - Authorized Director, United Homes Co Ltd - Authorized Director, Ritz Village Co Ltd - Authorized Director, North Sathorn Realty Co Ltd - Authorized Director, Narayana Pavilion Co Ltd - Authorized Director, Golden Land (Mayfair) Co Ltd - Authorized Director, Grand Mayfair Co Ltd - Authorized Director, Baan Chang Estate Co Ltd <ul style="list-style-type: none"> - Independent Director and Chairman of Audit Committee, DataMat Plc. - Director, Electric Vehicles (Thailand) Plc - Executive Vice President, The Brooker Group Plc. - Senior Vice President, Investment Banking, The Brooker Group Plc. - Managing Director, M.C.L. Management Services Co., Ltd. 	
<p>Directors/ Executives in other listed companies</p>	<p>-None-</p>	
<p>Directors/Executives in other companies (non-listed companies)</p>	<p>-None-</p>	
<p>Directors/Executives in other companies which may cause conflict of interest to the Company</p>	<p>-None-</p>	
<p>Duration of being director</p>	<p>17 years 7 months</p>	
<p>Participation in BOD Meeting in the year 2024</p>	<p>9 times from the total of 9 times</p>	

Name – Surname	Mr. Varit Bulakul	
Position	<ul style="list-style-type: none"> - Director - Member of Executive Committee - Member of Investment Committee 	
Age	34 years	
Education	<p>Master of Science in Accounting Degree, Boston College Bachelor of Business and Economics (double major in Accounting and Finance, Lehigh University (Bethlehem, USA)</p>	
Training for director course	-	
Shareholding in the Company	1,882,264,708 shares, equal to 17.43 % of paid up capital	
Experience	<ul style="list-style-type: none"> - President, Investment Banking, The Brooker Group Plc. - Director, The Brooker Group Plc - Authorized director, Banchang Group Plc - Authorized director, MCL Property Ltd. - Authorized director, MCL Assets Co., Ltd - Authorized director, Century Pattaya Co., Ltd. - Authorized director, MCL Co., Ltd 	
Feb 2021 - Present		
Feb 2021 - Present		
Jan 2011 - Present		
2015- Present		
2015- Present		
2011 - Present		
2015- Present		
Directors/ Executives in other listed companies	-None-	
Directors/Executives in other companies (non-listed companies)	<p>5 company</p> <ul style="list-style-type: none"> - Authorized director, Banchang Group Plc - Authorized director, MCL Property Ltd. - Authorized director, MCL Assets Co., Ltd - Authorized director, Century Pattaya Co., Ltd. - Authorized director, MCL Co., Ltd 	
Directors/Executives in other companies which may cause conflict of interest to the Company	-None-	
Duration of being director	3 Years 10 months	
Participation in BOD Meeting in the year 2024	9 times from the total of 9 times	

<p>Name – Surname Position</p>	<p>Mr. Phongchai Sethiwan - Authorized Director - Member of Nominating Committee - Member of Risk Management Committee</p>	
<p>Age</p>	<p>65 years</p>	
<p>Education</p>	<p>BComm (Honours), University of Manitoba, Canada</p>	
<p>Training for director course</p>	<p>Directors Accreditation Program (DAP) (2006)</p>	
<p>Shareholding in the Company</p>	<p>26,726,290 shares, equal to 0.25% of paid up capital</p>	
<p>Experience 2009-Present 2015-Present 2010-Present 1983-Present 1983-Present 1983-Present 1983-Present 1983-Present 1983-Present 1983-Present</p>	<ul style="list-style-type: none"> - Authorized Director, The Brooker Group Public Co Ltd - Authorized Director, ASL Securities Co., Ltd. - Executive Director, Thai Fah Power Co Ltd - Executive Director, Thai Hua (2511) Co Ltd - Executive Director, Suphan Rice Co Ltd - Executive Director, Sethi Rice Co Ltd - Executive Director, Thai Hua Warehouse Co Ltd - Executive Director, Sethiwan Development Co Ltd - Executive Director, Thai Hua Heng Co Ltd, China - Executive Director, Sethiwan Garment Co Ltd, China 	
<p>Directors/ Executives in other listed companies</p>	<p>-None-</p>	
<p>Directors/Executives in other companies (non-listed companies)</p>	<p>9 companies</p> <ul style="list-style-type: none"> - Authorized Director, ASL Securities Co., Ltd - Executive Director, Thai Fah Power Co Ltd - Executive Director, Thai Hua (2511) Co Ltd - Executive Director, Suphan Rice Co Ltd - Executive Director, Sethi Rice Co Ltd - Executive Director, Thai Hua Warehouse Co Ltd - Executive Director, Sethiwan Development Co Ltd - Executive Director, Thai Hua Heng Co Ltd, China - Executive Director, Sethiwan Garment Co Ltd, China 	
<p>Directors/Executives in other companies which may cause conflict of interest to the Company</p>	<p>-None-</p>	
<p>Duration of being director</p>	<p>15 years</p>	
<p>Participation in BOD Meeting in the year 2024</p>	<p>8 times from the total of 9 times</p>	

**Articles of Association
of
The Brooker Group Public Company Limited**

-etc-

**Chapter 3
General Meetings**

- 16 The Board of Directors shall convene an annual general meeting of shareholders within 4 months following to the end of the fiscal year of the Company.

All other meetings of shareholders are called “extraordinary general meetings of shareholders.” The Board of Directors may summon an extraordinary general meeting whenever deemed necessary. One or more shareholders holding shares altogether representing not less than ten percent of the total number of shares issued may submit their names in a letter requesting the Board of Directors to call an Extraordinary Meeting of shareholders at any time, but they shall give express subjects and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the Meeting of shareholders to be held within 45 days of the date of receipt of such request from the shareholders.

In the event that the Board of Directors should fail to arrange the meeting within the period referred to in the second paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period referred to in the second paragraph. In such case, the meeting shall be deemed to be a shareholders’ meeting called by the Board of Directors, and the Company shall bear such necessary expenses as may be incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the event that, at a meeting called by shareholders as referred to in the third paragraph, the number of the shareholders present does not constitute a quorum as provided by Article 19, the shareholders referred to in the third paragraph shall jointly compensate the Company for the expense incurred in making arrangements for holding that meeting.

- 17 All shareholders meetings shall be held at the registered office of the Company or any other place as agreed upon by the directors and as stated in the notice calling the shareholders meeting.

To convene a general meeting of shareholders, the Board of Directors shall issue a notice to the shareholders specifying the place, the day and the time of the meeting together with the agenda and the matters to be proposed to the meeting with sufficient details, clearly stating which matter is for acknowledgement, approval or consideration of the shareholders together with the directors’ opinion on each matter. The notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the meeting and shall be published in a newspaper for 3 days consecutively and not less than 3 days prior to the meeting.

- 18 The purpose of an annual general meeting of shareholders is
- (1) to consider the report and review the performance of the board of directors and suggestions for the future operation;
 - (2) to consider and approve the balance sheet and profit and loss statement for the last fiscal year;
 - (3) to consider the remuneration for the board of directors and declaration of dividend and the allocation of capital reserves of the Company;
 - (4) to appoint directors replacing those retiring by rotation;
 - (5) to appoint the Company's auditors and fix their remuneration; and
 - (6) to consider other business.

- 19 At any shareholders meeting, a quorum requires the present of shareholders and proxies amounting to at least 25 persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to at least one-third of the total number of share sold of the company.

At any shareholder meeting, if 1 hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholders meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

- 20 Each shareholder is entitled to one vote for each share he holds in the Company.

- 21 A resolution of the shareholders' meeting shall require

21.1 in an ordinary event, a majority of votes of the shareholders who attend the meeting and cast their votes. In the case of tied votes, the chairman of the meeting shall have a casting vote.

21.2 in following events, votes of not less than three-fourth of the total number of votes of shareholders who attend the meeting and have the rights to vote:

- (a) a sales or transfer of the whole or a vital part of the business of the Company to other person;
- (b) a purchase or acceptance of a transfer of business from other companies;
- (c) the executing, amending or terminating of contracts with respect to leasing out the whole or a vital part of the business of the Company; the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other person.

22. Any shareholder may appoint a proxy to attend the meeting and vote for his behalf. The proxy shall be made in writing, executed by the shareholder and specify the details in relation to name of the authorized person, the number of shares which are held by the shareholders, and meeting number, which the proxy has been made for attending and voting. The proxy holder shall present the proxy form to the Chairman of the meeting or a person designated by the Chairman prior to the commencement of the meeting.
23. In any general meeting, only a shareholder, who has been registered and has paid up its share capital has the right to vote in any matters either directly or by proxy.
24. The Chairman of the board shall be the chairman of shareholder meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.
25. The Chairman of the shareholder meeting may postpone the general meeting with the consent of the meeting provided that the meeting shall fix place, date and time for the next meeting. The Board of Director shall send notice calling for the meeting stating the place, date time and agenda to the shareholders not later than 7 days before the date fixed for the meeting. Said notice shall be published in newspaper for consecutive 3 days no later than 3 days before the date fixed for the meeting. In the postponed meeting, other matters apart from those derived from the previous meeting shall not be discussed.

**Document for attending the 2025 Annual General Meeting of Shareholders by
Electronic Method (E-AGM)**

Ordinary Person

1. In case the shareholders attend the meeting by themselves.

Valid evidence that issue by government authorities, e.g., the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any).

2. In case of granting proxy holder.

2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by shareholder and proxy.

2.2 Certified true copy of valid evidence of the shareholder as specified in item 1.

2.3 Certified true copy of valid evidence of the proxy as specified in item 1.

Juristic Person

1. In case of shareholder's representative (director) attend the meeting by themselves.

1.1 The identification document of such authorized representative similar to those of ordinary person as specified in item 1.

1.2 Copy of shareholder's Affidavit not over six months, and certify by the authorized director showing that the authorized director has the authority to act on behalf of the shareholder.

2. In case of shareholder appoint proxy holder

2.1 The proxy forms B as attached to the notice to shareholders, completely filled in and signed by the authorized director of shareholder and proxy.

2.2 Copy of shareholder's Affidavit not over six months, and certify by the authorized director showing that such authorized director signing the proxy form has the authority to act on behalf of the shareholder.

2.3 Certified true copy of valid evidence issued by government authorities of the authorized director signing the proxy form.

2.4 Certified true copy of valid evidence of the proxy issued by government authorities similar to those of individual shareholder specified in item 1.

3. In case of Foreign Shareholder appointing a Custodian in Thailand

3.1 All evidence similar to those of the Juristic Person as specified in items 1 or 2.

3.2 In case the foreign shareholder authorizes the custodian to sign the proxy form on its behalf, the following documents are required:

1) Power of Attorney by foreign shareholder authorizing custodian to sign the proxy form on its behalf.

2) Letter certifying that such custodian signing the proxy form has the permission to engage in the custodian business. In case the original documents are not in English, it shall be translated to the English language and certified true and correct translation by the shareholder (in case of ordinary person) or the authorized representative of shareholder (in case of juristic person).

** By the Company will not make a request for additional document or creating an undue burden to the shareholders (ex. undefined to use the shareholder's the ID card of proxy, specify in addition to the documents or the circular letter formal related) **

Guideline for Proxy Preparation

The Company has provided proxy Form A, Form B and Form C, prescribed by the Department of Business Development, Ministry of Commerce on the Company's website.

The shareholder who is not able to attend the Meeting may appoint the proxy as follows:

1. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your proxy or marking in front of the name of an Independent Director to be your proxy.
3. Affix the 20 Baht stamp duty and specify the date on the proxy form.
4. The shareholder may send the completed proxy form together with the above documentation to the Head Office of the Company at:

- Email: agm_egm@brookergroup.com

- Post:

Finance and Accounting Department,
The Brooker Group Public Company Limited
26th Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road,
Klong Toey Nua, Wattana,
Bangkok 10110

No later than 5.00 p.m. (Thailand time) **on April 25, 2025** so that officers of the Company are given enough time to check the documentation. Spilt of shares to several proxies to vote in the meeting is not allowed. Shareholder shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the custodian appointed by foreign shareholder in accordance with proxy form C.

Meeting Registration

The registrations for attending the meeting will be opened at 9.00 hours **on Tuesday, April 29, 2025** (Meeting time 10.00 a.m.) via Teleconference of Electronic Device (Only) by broadcasting live at the Company's headquarters meeting room.

Vote

Voting Process

1. The chairman of the meeting shall propose the shareholders to cast their votes for each agenda.
2. Only shareholders desiring to cast their votes as disapproval or abstention are required to mark in a box as disapproval or abstention, for counting with the system.
3. Shareholders, who cast votes as approval or do not indicate any mark on the box, will be assumed to have approved the agenda as proposed by the Chairman. They do not have to check any box.

Vote Counting Procedures

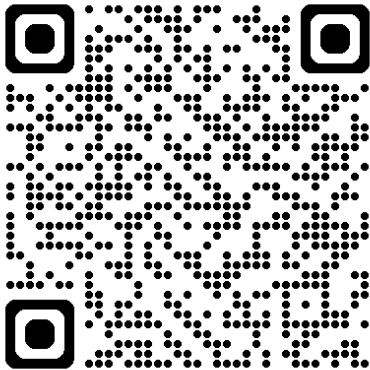
1. One share shall be counted as one vote and the majority of the votes shall be deemed a resolution, except as specified otherwise by law. In case of a tie of votes, the Chairman shall have cast a deciding vote.
2. In order to count the vote results for each agenda, the Company will count only the votes as disapproval and abstentions and deduct from the total votes of shareholders and proxies recorded in advance.
3. The voting results for each agenda will be announced for votes as approval, disapproval, and abstention based on the latest number of shares held by attendants in the meeting.

Guidelines for attending the 2025 Annual General Meeting of Shareholders by Electronic Method (E-AGM)

The Shareholders or proxies who would like to attend the E-AGM must submit an application to attend the meeting by Electronic Method via the Link at

<https://brook.foqus.vc/registration/>

or scan this QR Code.



The system will be available to access from **11 April at 8.00 a.m.– 25 April 2025 at 5.00 p.m.**

1. After logging into the system, the shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:

- Securities holder registration number
- Identification Card Number/Passport Number/ Registration Number for juristic person
- E-Mail address for receiving the Web Link, Username and Password for attending the Meeting • Mobile Phone Number
- Additional documents as follows:

Attending in person	Proxy to any person who is not the Company's Independent Director / Juristic person
Details as shown in Enclosure 7.	Details as shown in Enclosure 7.

2. When the Company receives the documents according to item 1 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.

- Username and Password
- WebLink for attending E-AGM system
- User manual

In case the request is rejected, the Shareholders will receive an e-mail to notify on the details and reason for rejection, then the Shareholder can resubmit through the system.

3. Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by **28 April 2025**, please contact the Company immediately.
4. Please study the manual on how to use the E-AGM meeting system that the Company has sent to you by e-mail carefully. The system will allow you to register for the meeting **1 hour** before the start of the meeting. However, the live broadcast of the conference will only start at 10.00 AM
5. For the voting method during the E-AGM meeting, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be counted as "Agree" automatically.
6. In case you encounter technical problems while using the E-AGM meeting system before the meeting or during the meeting, please contact Quidlab, the E-AGM conference system provider of the Company. The channel to contact Quidlab can be found in the email that has sent username and password to you.

Channel for shareholder to send comments or questions related to the Company and agenda to be considered in the E-AGM are as follows:

1. During the E-AGM meeting, the shareholder attending the meeting can submit comments or questions via the E-AGM system.
2. The shareholder can submit comments or questions in advance to the Company by **25th April 2025** via the following channels:
 - Email: agm_egm@brookergroup.com
 - Post:
Finance and Accounting Department
The Brooker Group Public Company Limited
26th Floor, The Trendy Building, 10/190-193 Soi Sukhumvit 13, Sukhumvit Road,
Klong Toey Nua, Wattana,
Bangkok 10110