



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

THE BROOKER GROUP PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2023



Table of Contents

	Page
Business Operations and Performance	
Group Structure and Operations	1
Sustainable Development	4
Corporate Governance	
Corporate Governance Policy	8
Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information	9
Performance Report on Corporate Governance	20

Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : THE BROOKER GROUP PUBLIC COMPANY LIMITED

Symbol : BROOK

Address : THE TRENDY BUILDING, FLOOR 26, 10/190-193 SOI SUKHUMVIT 13,
SUKHUMVIT ROAD, KLONGTOEY NUA, WATTHANA

Province : Bangkok

Postcode : 10110

Business : The Company provides investment and real estate consultancy
services and acts as an independent advisor to leading private
sector clients in Thailand and overseas.

Registration Number : 0107543000040

Telephone : 0-2168-7100

Fax (if applicable) : 0-2168-7111-2

Website : www.brookergroup.com

Email : Info@brookergroup.com

Total Shares Sold (shares)

Common Stock : 9,315,208,558

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping

	2021	2022	2023
Total revenue from operations (Thousand baht)	924,211.00	311,891.00	660,391.00
Business Consulting (Thousand baht)	417,898.00	116,408.00	343,843.00
Investments (Thousand baht)	329,004.00	6,849.00	23,843.00
Digital Assets (Thousand baht)	50,267.00	108,944.00	0.00
Other (Thousand baht)	127,042.00	79,690.00	292,705.00

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Business Consulting (%)	45.22	37.32	52.07
Investments (%)	35.60	2.20	3.61
Digital Assets (%)	5.44	34.93	0.00
Other (%)	13.75	25.55	44.32

By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	924,211.00	311,891.00	660,391.00
Domestic (Thousand baht)	354,491.00	140,924.00	335,335.00
International (Thousand baht)	569,720.00	170,967.00	325,056.00

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00

Domestic (%)	38.36	45.18	50.78
International (%)	61.64	54.82	49.22

Other income as specified in the financial statements

	2021	2022	2023
Total other income (Thousand baht)	127,043.00	79,690.00	292,697.00
Other income from operations (Thousand baht)	127,043.00	79,690.00	292,697.00
Other income not from operations (Thousand baht)	0.00	0.00	0.00

Share of profit of joint ventures and associates accounted for using equity method

	2021	2022	2023
Share of profit (Thousand baht)	0.00	0.00	4,334.00

Information on Products and Services (1.2.2)

Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2021	2022	2023
R&D expenses in the past 3 years	0.00	0.00	0.00

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

- Electricity consumption

	2021	2022	2023
Total electricity consumption within the organization (Kilowatt-Hours)	0.00	0.00	0.00

Water management

- Water consumption

	2021	2022	2023
Total water withdrawal (Cubic meters)	0.00	0.00	0.00

Waste management

- Waste from operations

	2021	2022	2023
Total waste generated (Kilograms)	0.00	0.00	0.00

Greenhouse gas management

• Greenhouse gas emissions

	2021	2022	2023
Total GHG emissions target (Metric tonnes of carbon dioxide equivalent)	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Total GHG emissions (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00

• Verification of greenhouse gas emissions over the past year

Third-party verification : No

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy and Practice : Yes

Company human right guideline : Employee Rights, Consumer Rights, Community and Environment Rights, Safety and Occupational Health at Work, Non-discrimination

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2021	2022	2023
Number of male employees (Persons)	13	17	19
Number of female employees (Persons)	18	23	18
Total number of employees (Persons)	31	40	37

• Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	0.00	0.00	0.00

• Employee development and training

	2021	2022	2023
Average employee training hours (Hours / Person / Year)	8.00	8.00	N/A
Employee development and training expenses (baht)	279,565.00	251,531.00	N/A

• Health, safety and work environment

	2021	2022	2023
Total number of lost time injury incidents by employees (Cases)	0	0	N/A

• Significant labor dispute

	2021	2022	2023
Significant labor dispute	No	No	No

Corporate Governance Policy

Corporate Governance Policy

Overview of the Corporate Governance Policy and Guideline (6.1)

Corporate Governance Policy

Corporate Governance Policy : Yes

Policy and Guideline Related to the Board of Directors (6.1.1)

Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

Code of Conduct (6.2)

Establishing a Code of Conduct

Establishing a Code of Conduct

Code of Conduct : Yes

Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

Corporate Governance Structure
and Significant Information Regarding
the Board of Directors, Subcommittees,
Management,
Employee and Other Information

Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

Board of Directors (7.2)

Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	10	100.00
Number of male directors	9	90.00
Number of female directors	1	10.00
Number of executive directors	4	40.00
Number of non-executive directors	6	60.00
Number of independent directors	4	40.00

Information on the board of directors and persons with authority to control the company (7.2.2)

List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. NARONGCHAI AKRASANEE Gender: Male Age: 78 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Original director	12 Oct 2015	Economics, Statistics, Data Analysis

2.	Mr. CHAN BULAKUL Gender: Male Age: 75 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Executive) Director type: Original director	10 Nov 2003	Accounting, Finance, Data Analysis, Audit, Leadership
3.	Mrs. PUNNEE WORAWUTHICHONGSATHIT Gender: Female Age: 71 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	28 Jul 2004	Accounting, Audit, Governance/ Compliance, Internal Control
4.	Mr. ANAKE KAMOLNATE Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	12 May 2007	Finance, Governance/ Compliance, Business Administration
5.	Mr. KIRIN NARULA Gender: Male Age: 60 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	29 Apr 2009	Finance, Data Analysis

6.	Mr. PHONGCHAI SETHIWAN Gender: Male Age: 64 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	13 Nov 2009	Commerce, Finance
7.	Mr. VARUT BULAKUL Gender: Male Age: 39 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	24 May 2012	Information & Communication Technology, Finance, Leadership, Risk Management, Business Administration
8.	Mr. SOMPONG PHAOENCHOKE Gender: Male Age: 63 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	9 Aug 2013	Automotive, Finance, Engineering
9.	Mr. VARIT BULAKUL Gender: Male Age: 33 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	25 Feb 2021	Accounting, Finance, Data Analysis, Audit, Business Administration

10.	Mr. SURONG BULAKUL	Director	28 Jun 2022	Finance, Engineering, Business Administration
	Gender: Male	(Non-executive, Independent director)		
	Age: 68 years old			
	Highest level of education:			
	Master's degree	Director type: Original		
	Major: Business Administration	director		
	Thai nationality: Yes			
	Residing in Thailand: Yes			

Other Information pertaining to committees

The Chairman is an independent director	: Yes
The Chairman and the manager are the same person	: No
The Chairman and the manager are members of the same family	: No
The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings	: No

Sub-committees (7.3)

Information about sub-committees (7.3.2)

Audit Committee

List of audit committee members

General information		Position	Date position was assumed	Experience and expertise
1.	Mr. SURONG BULAKUL [1] Gender: Male Age: 68 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	28 Jun 2022	Finance, Engineering, Business Administration
2.	Mrs. PUNNEE WORAWUTHICHONGSATHIT [1] Gender: Female Age: 71 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	28 Jul 2004	Accounting, Audit, Governance/ Compliance, Internal Control
3.	Mr. SOMPONG PHAOENCHOKE [1] Gender: Male Age: 63 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	9 Aug 2013	Automotive, Finance, Engineering

[1] A director with the accounting expertise needed to review financial statements

Executive Committee

List of executive committee members

General information	Position	Date position was assumed
1. Mr. CHAN BULAKUL Gender: Male Age: 75 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	10 Nov 2003
2. Mr. ANAKE KAMOLNATE Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	12 May 2007
3. Mr. VARUT BULAKUL Gender: Male Age: 39 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	24 May 2012
4. Mr. VARIT BULAKUL Gender: Male Age: 33 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	25 Feb 2021

5.	Mr. KIRIN NARULA	Member of the	9 Nov 2021
	Gender: Male	executive committee	
	Age: 60 years old		
	Highest level of education: Bachelor's degree		
	Major: Business Administration		
	Thai nationality: Yes		
	Residing in Thailand: Yes		

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
Compensation Committee	Mrs. PUNNEE WORAWUTHICHONGSATHIT	Chairman
	Mr. SURONG BULAKUL	Member
	Mr. SOMPONG PHAOENCHOKE	Member
	Mr. VARUT BULAKUL	Member
Nominating Committee	Mrs. PUNNEE WORAWUTHICHONGSATHIT	Chairman
	Mr. PHONGCHAI SETHIWAN	Member
	Mr. KIRIN NARULA	Member
	Mr. VARUT BULAKUL	Member
Investment Committee	Mr. CHAN BULAKUL	Chairman
	Mr. ANAKE KAMOLNATE	Member
	Mr. VARUT BULAKUL	Member
	Mr. VARIT BULAKUL	Member
	Mr. KIRIN NARULA	Member
Risk Management Committee	Mr. CHAN BULAKUL	Chairman
	Mr. ANAKE KAMOLNATE	Member
	Mr. KIRIN NARULA	Member
	Mr. PHONGCHAI SETHIWAN	Member
Corporate Governance and Sustainable Development Committee	Mr. SURONG BULAKUL	Chairman
	Mr. SOMPONG PHAOENCHOKE	Member
	Mrs. PUNNEE WORAWUTHICHONGSATHIT	Member

Roles of Sub-committees

Sub-committees responsible for risk management : Risk Management Committee

Sub-committees responsible for nomination	: Nominating Committee
Sub-committees responsible for remuneration	: Compensation Committee
Sub-committees responsible for corporate governance	: Corporate Governance and Sustainable Development Committee
Sub-committees responsible for corporate sustainability development	: Corporate Governance and Sustainable Development Committee

Executives (7.4)

List and positions of the executive (7.4.1)

The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. CHAN BULAKUL Gender: Male Age: 75 years old Highest level of education: Bachelor's degree Major: Accounting	CHIEF EXECUTIVE OFFICER	1 Oct 2003	Accounting, Finance, Data Analysis, Audit, Leadership
2. Mr. ANAKE KAMOLNATE Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Business Administration	President Operation	1 Oct 2003	Finance, Governance/ Compliance, Business Administration
3. Mr. VARUT BULAKUL Gender: Male Age: 39 years old Highest level of education: Master's degree Major: Business Administration	President (Investment)	1 Jan 2021	Information & Communication Technology, Finance, Leadership, Risk Management, Business Administration

4.	Mr. VARIT BULAKUL Gender: Male Age: 33 years old Highest level of education: Master's degree Major: Accounting	President (Investment Banking and Digital Assets)	1 Jan 2021	Accounting, Finance, Data Analysis, Audit, Business Administration
5.	Ms. Supanee Phongsuparbchon [1] Gender: Female Age: 63 years old Highest level of education: Master's degree Major: Business Administration	Finance and Accounting Manager	21 Aug 2000	Accounting, Business Administration

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

Remuneration policy for executives (7.4.2 – 7.4.3)

Remuneration policy for executives

Remuneration policy for executives : No

Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

Employees (7.5)

Information about company employees

Employees

Number of male employees (persons) : 19

Number of female employees (persons) : 18

Total number of employees (persons) : 37

Employee Remuneration

Total employee remuneration : 0.00

Provident fund

Total number of employees (persons) : 37

Number of employees contributing to the PVD (persons) : 37

Percentage of employees who are members (%) : 100.00

Other Significant Information (7.6)

Other significant information

Assigned persons

• Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Ms. Orawan Sirichaiya	orawan@brookergroup.com	02-168-7100

• Company secretary

General information	Email	Telephone
1. Mr. Anake Kamolnate	anake@brookergroup.com	02-168-7100

• Head of internal audit

General information	Email	Telephone
1. Ms. Suansri Suankul	suansris@gmail.com	-

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
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1.	A.M.T. & ASSOCIATES	1. Ms. Daranee Somkamnerd Email: mailboxes@amt-asso.com Telephone: 02-234-1678	2,010,000.00	-
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Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. NARONGCHAI AKRASANEE	Chairman of the board	N/A
Mr. CHAN BULAKUL	Vice Chairman	N/A
Mrs. PUNNEE WORAWUTHICHONGSATHIT	Director	Participating
Mr. ANAKE KAMOLNATE	Director	N/A
Mr. KIRIN NARULA	Director	N/A
Mr. PHONGCHAI SETHIWAN	Director	N/A
Mr. VARUT BULAKUL	Director	N/A
Mr. SOMPONG PHAOENCHOKE	Director	N/A
Mr. VARIT BULAKUL	Director	N/A
Mr. SURONG BULAKUL	Director	N/A

Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors assessment, Individual-director assessment (self-assessment)

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 7

Date of AGM meeting : 29 Apr 2024

EGM meeting : No

List of directors		Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. NARONGCHAI AKRASANEE (Chairman of the board)	-	N/A	Participating	Did not hold the meeting
2.	Mr. CHAN BULAKUL (Vice Chairman)	-	N/A	Participating	Did not hold the meeting
3.	Mrs. PUNNEE WORAWUTHICHONGSATHIT (Director)	-	N/A	Participating	Did not hold the meeting
4.	Mr. ANAKE KAMOLNATE (Director)	-	N/A	Participating	Did not hold the meeting
5.	Mr. KIRIN NARULA (Director)	-	N/A	Participating	Did not hold the meeting
6.	Mr. PHONGCHAI SETHIWAN (Director)	-	N/A	Participating	Did not hold the meeting
7.	Mr. VARUT BULAKUL (Director)	-	N/A	Participating	Did not hold the meeting
8.	Mr. SOMPONG PHAOENCHOKE (Director)	-	N/A	Participating	Did not hold the meeting
9.	Mr. VARIT BULAKUL (Director)	-	N/A	Participating	Did not hold the meeting
10.	Mr. SURONG BULAKUL (Director)	-	N/A	Participating	Did not hold the meeting