THE BROOKER GROUP PUBLIC COMPANY LIMITED

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3 July 2026

Information Memorandum of The Brooker Group Public Company Limited
Regarding the Disposal of Assets

Re: Notification of Disposal of Digital Assets

To: The President
The Stock Exchange of Thailand (SET)

On 14 May 2026, the Board of Directors' Meeting No. 2/2026 of The Brooker Group Public Company Limited (the "**Company**") resolved to approve the Company's Investment Committee to dispose of the Digital Asset held by the Company through Brooker International Limited, a wholly owned subsidiary of the Company, which has held such Digital Asset Inventory since the Q1/2021.

The Company's Investment Committee comprises the following members:

1.	Mr. Chan Bulakul	Chairman of the Investment Committee
2.	Mr. Anake Kamolnate	Investment Committee Member
3.	Mr. Varut Bulakul	Investment Committee Member
4.	Mr. Kirin Narula	Investment Committee Member
5.	Mr. Varit Bulakul	Investment Committee Member

The disposal of the Company's Digital Asset was carried out through a series of transactions that were completed during the Q2/2026, from 15 May 2026 to 29 June 2026. The aggregate net sale proceeds from the disposal of the Digital Asset, after deducting the relevant transaction fees, amounted to USD 18,911,729.81, equivalent to THB 629,198,924.32, based on the exchange rate of THB 33.2703 per USD, being the exchange rate as of the end of the Q2/ 2026 ended 30 June 2026.

(Note: All disposals of the Digital Asset were executed and settled in USD. Accordingly, the equivalent value in THB is subject to fluctuations in the applicable foreign exchange rate at any given time.)

The approvals for and execution of the above transactions occurred on a continuous basis throughout the Q2/2026. Accordingly, the Company has considered its disclosure obligations under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004) (as amended) (collectively, the "**Notifications on Acquisition or Disposal of Assets**"). Based on the Company's consolidated financial statements for the period ending 31 March 2026, which have been reviewed by the Company's auditor, the transaction size was calculated in accordance with the Notifications on Acquisition or Disposal of Assets.

The maximum transaction size is **20.12%**, calculated under the Total Value of Consideration criterion. The Company confirms that it has not entered into any other Disposal of Assets transactions during the 6-month period preceding this transaction. Accordingly, the aggregate transaction size remains **20.12%**. As the transaction size exceeds 15% but is less than 50% of the Total Assets, the transaction constitutes a Class 2 transaction under the Notifications on Acquisition or Disposal of Assets. Accordingly, the Company is required to:

(1) Disclose information regarding the Disposal of Assets in accordance with the Notifications on Acquisition or Disposal of Assets; and

(2) Circulate a notice to shareholders regarding the transaction within 21 days from the date on which the information memorandum is disclosed to the Stock Exchange of Thailand.

The Company further confirms that it has not entered into any material transaction ("**MT**") during the period starting from 1 July 2026 until the date of this Information Memorandum. Should the Company enter into any material transaction in the future, it will disclose such transaction and/or obtain the relevant approvals in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 45/2568 Re: Rules on Material Transactions, which became effective on 1 July 2026.

Accordingly, this Information Memorandum regarding the disposal of the Company's assets has been prepared in accordance with the previous regulatory framework, namely the Notifications on Acquisition or Disposal of Assets, the details of which are described below.

1. Date of Transaction

The disposal of digital assets in this transaction constitutes a disposal of investments. The transaction was entered into and completed upon settlement of the consideration during Q2/2026, from 15 May 2026 to 29 June 2026. The cumulative transaction size reached the disclosure criteria and is therefore subject to the disclosure requirements of the Stock Exchange of Thailand.

2. Relevant parties and relationships with the Company

Buyer:	The disposal was sold through exchange, and the identity of the buyer(s) could not be identified.
Seller:	Brooker International Company Limited (100% owned by The Brooker Group PLC "**BTC**") incorporated in Hong Kong

3. General characteristics, type and size of the transaction

3.1 General characteristics, type of the transaction

The Company disposed of its Digital Assets through 2 exchanges. The first exchange is a publicly listed company on the NASDAQ Stock Market with a market capitalization exceeding USD 40 billion. The second exchange is one of the world's largest cryptocurrency exchanges by trading volume, with an aggregate trading volume exceeding USD 217 billion.

The Company commenced the disposal process on 15 May 2026 and executed the disposals through a series of transactions until 29 June 2026. The aggregate net sale proceeds from the disposal of the Digital Asset, after deducting the relevant transaction fees, amounted to USD 18,911,729.81, equivalent to THB 629,198,924.32, based on the exchange rate of THB 33.2703 per USD, being the exchange rate as of the end of the Q2/ 2026 ended 30 June 2026.

3.2 Transaction Size

The transaction size has been calculated in accordance with the Notification on Acquisition or Disposal of Assets, based on the Company's consolidated financial statements for the 3-month period ended 31 March 2026, using the four prescribed calculation criteria, as detailed below.

Financial Information Used for the Calculation

Financial Information per the Company's Consolidated Financial Statements	As of 31 March 2026 (Bt mn)
Shareholders' Equity	2,435.11
Intangible Asset	(470.03)
Deferred Tax Asset	(239.62)
Net Tangible Asset (NTA)	1,725.46
Net Profit (loss) for Previous 12 months	(588.19)
Total Assets	3,127.97

Criteria for Calculating the Transaction

Calculation Criteria	Formula	Transaction size
1) Calculation based on the value of net tangible assets	(NTA of investment in the company x Proportion of assets acquired or disposed) x 100 / NTA of the listed company	Not applicable as it does not involve share sale of the company
2) Calculation based on net operating profits	(Net operating profits of the investment x Buying or selling ratio) x 100 / Net operating profits of the listed company	Not applicable as it does not involve share sale of the company
3) Calculation based on total value of consideration paid or received	Value of transaction paid or received x 100 / Total assets of listed company	**= 629,198,924.32 (after deducting the relevant transaction fees) x 100 /3,127,968,799.92 = 20.12%**
4) Calculation based on value of equity shares	Equity shares issued for the payment of assets x 100 / Paid-up shares of the company	Not applicable as it does not involve equity shares issued

The transaction size was calculated in accordance with the Notifications on Acquisition or Disposal of Assets. The maximum transaction size is 20.12%, calculated under the Total Value of Consideration criterion. The Company confirms that it has not entered into any other Disposal of Assets transactions during the 6-month period preceding this transaction. Accordingly, the aggregate transaction size remains 20.12%.

Accordingly, the transaction constitutes a Class 2 transaction under the Notification on Acquisition or Disposal of Assets. The details of the transaction size calculation are as follows:

1) Prior to 29 June 2026, the Company gradually disposed of Digital Assets commencing on 15 May 2026. The highest cumulative transaction size amounted to THB 407,882,018.81, representing 13.04% of the total assets used as the basis for the calculation.
2) Subsequently, on 29 June 2026, the Company disposed of additional Digital Assets with the highest transaction size of THB 221,316,905.51, representing 7.08%. When aggregated with the disposals carried out since 15 May 2026, the highest cumulative transaction size amounted to THB 629,198,924.32, representing 20.12% of the total assets used as the basis for the calculation.

As the transaction size exceeds 15% but is less than 50% of the Total Assets, Accordingly, the Company is required to:

(1) Disclose information regarding the Disposal of Assets in accordance with the Notifications on Acquisition or Disposal of Assets; and

(2) Circulate a notice to shareholders regarding the transaction within 21 days from the date on which the information memorandum is disclosed to the Stock Exchange of Thailand.

4. General Information of Disposed Assets

Type of Disposed Digital Assets	Net Sale Value of the Disposal Transactions Executed from 15 May 2026 to 29 June 2026 (after deduction of the relevant transaction fees) (Unit: THB)
1. Bitcoin (BTC)	249,102,707.99
2. Binance (BNB)	232,648,587.69
3. Ethereum (ETH)	88,642,149.78
4. Solana (SOL)	39,499,032.15
5. Mantle (MNT)	8,829,828.16
6. Other Coins	10,476,618.55
Net Disposal Value	**629,198,924.32**

Note: As the disposal of the Digital Assets was executed through Brooker International Co., Ltd., the sale transactions were denominated and settled in US dollars. However, for accounting purposes, the Company and its subsidiaries record the sale proceeds in THB in their financial statements using the applicable foreign exchange rate as of the end of each month. Accordingly, the amounts presented in the above table are approximate figures translated into THB using the exchange rate as of the end of the Q2/2026 (30 June 2026), being THB33.2703 per USD.

5. Value of Consideration

The Company received net proceeds from the disposal of the aforementioned Digital Assets in the aggregate amount of USD 18,911,729.81, after deduction of the relevant transaction fees, equivalent to THB 629,198,924.32 based on the exchange rate of THB33.2703 per USD as of the end of the Q2/2026 (30 June 2026).

For the avoidance of doubt, the gain arising from the above transaction does not represent the Company's overall profit or loss for the Q2/2026. The Company's net profit (loss) for the Q2/2026 will be reported and disclosed in the ordinary course upon the announcement of its quarterly financial statements, which is expected to occur by mid-August 2026.

6. Value of the Disposed Assets

The Company's Digital Assets are accounted for in accordance with the applicable financial reporting standards, applying a conservative accounting approach under which the assets are measured at cost or net realizable value, whichever is lower.

In connection with this disposal, the cost of the disposed Digital Assets amounted to USD 17,486,986.09, equivalent to THB 581,797,273.31, based on the exchange rate of THB 33.2703 per USD as of the end of the Q2/2026 (30 June 2026). As the net consideration received from the disposal exceeded the cost of the disposed Digital Assets, the Company recognized a gain on the disposal of Digital Assets from the transaction.

7. Criteria to Determine the Value of Consideration

The disposal transactions were carried out during the Q2/2026, from 15 May 2026 to 29 June 2026. During this period, the Company gradually disposed of various Digital Assets at market prices through the exchanges described above.

8. The Benefits and Risks Expected to be Received by the Company

The primary objective of the disposal was to reduce the Company's risk of being classified as Investment Company. In addition, the transactions resulted in the recognition of a gain from the disposal of Digital Assets.

9. Proposed Use of the Proceeds from the Transaction

The net proceeds will be used as working capital for the Company

10. The Opinion of the Board of Directors

The Board of Directors agreed that the disposal of the Digital Assets is reasonable and is in the best interests of the Company and its shareholders. Accordingly, the Board of Directors approved the transactions.

11. Opinion of the Audit Committee and/or the Directors of the Company Which Differs from the Opinion of the Board of Directors of the Company

-None-

Yours sincerely,

(Mr.Varut Bulakul)

Chief Executive Officer