

BuilderSmart Public Company Limited

บริษัท บิวเดอร์สมาร์ต จำกัด (มหาชน)



Minutes of the Annual General Meeting of Shareholders for the year 2021 (“AGM2021”)

BuilderSmart Public Company Limited

Date, Time and Venue

The Meeting was held on 29 April 2021 at 10:00 a.m. at BuilderSmart Public Company Limited, 905/7 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120.

Preliminary Proceedings

Ms.Pornsiri Kusolputchong, Company Secretary, introduced the Company’s Board of Directors and guests who attended the Meeting as follows:

Members of the Board of Directors present at the Meeting:

- | | |
|----------------------------------|--|
| 1. Mr.Anek Pichetpongsa | Chairman of the Board |
| 2. Mr.Sunchai Nuengsit | Vice Chairman of the Board / Chief Executive Officer |
| 3. Mr.Mark David Remijan | Chairman of the Audit Committee |
| 4. Mr.Suresh Subramaniam | Director |
| 5. Mr.Warut Panupattanapong | Director |
| 6. Ms.Pitchthida Panupattanapong | Director (Online Meeting) |
| 7. Miss Thitiya Wongchirachai | Audit Committee (Online Meeting) |
| 8. Mr.Orsen Karnburisudthi | Audit Committee (Online Meeting) |

The total number of directors attended the Meeting was 8 of 8 total directors, representing 100.00% of the Board of Directors.

Guests present at the Meeting:

- | | |
|------------------------------|--|
| Auditors: | Representative from ANS Audit Company Limited |
| Financial Advisors: | Representative from Asset Pro Management Company Limited |
| Company’s Management: | Ms. Missara Vongsinsirikul (Chief Financial Officer) |

After that, Ms.Pornsiri Kusolputchong (“the Conductor”) had informed the Meeting about the form and procedure which were in accordance with the Company’s Articles of Association (“AOA”) and normal practice as prescribed in the invitation letter to the Meeting that the Company had informed to all Shareholders on the AGM2020 by three (3) channels as follows:

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1. sending invitation letter to all Shareholders through postal service;
2. publishing the invitation letter in local daily newspaper; and
3. informing Shareholders the AGM schedule via the SET Link and on the Company's website.

The Conductor then informed the procedure of voting and vote counting in each agenda of the Meeting as follows:

With regard to voting in this Meeting, the number of votes of each Shareholder are equal to the number of shares one possessed where one share equals to one vote. Each Shareholder was entitled to vote in each agenda to approve, disapprove or abstain. Each Shareholder was allowed to vote only in one choice. Otherwise, the ballot would be considered void. In the case of Proxy, the same procedure shall be applied, except for the case that voting was specified in the Proxy Form B, in this case the votes had been registered in the Company's system.

To achieve the vote counting concisely, the vote counting would be based on the deduction of disapproval votes and abstention votes from the total number of votes of the Shareholders attending the Meeting for each agenda. Any Shareholders who would like to vote disapprove or abstain will be requested to raise their hands and the Company's staff would collect their ballot. If no one raised their hand, the vote would be counted as unanimous approval.

The Chairman would announce the voting result after the voting are completed in each agenda. The announced votes would be the result of the votes from Shareholders and Proxies who had the right to vote, and the votes from Proxy Form B.

In the event of a tie vote, the Chairman would have a casting vote in order to finalize that agenda.

To ensure the transparency of the vote counting and comply with good corporate governance, the Company's staff would collect all voting ballots at the end of the Meeting. If any Shareholders or Proxies wished to leave the Meeting before the meeting ended, the voting ballots were requested to be handed back to the Company's staff before leaving. The minutes of the Meeting would be publicized on the Company's website within 14 days after the Meeting.

After that, the Conductor informed the Meeting that the Chairman would proceed all matters in accordance with the agenda order specified in the invitation letter as follows:

Agenda 1: To adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2020

Agenda 2: To acknowledge the Company's performance for the fiscal year 2020

Agenda 3: To consider and approve the financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2020 and to acknowledge the auditor's report

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Agenda 4: To consider and approve the un-allocation of the net profit from the operating results for the Year 2020 as legal reserve

Agenda 5: To consider and approve the omission of dividend payment for the year 2020

Agenda 6: To consider and approve the re-election of directors in place of the retiring directors by rotation for the year 2021

Agenda 7: To consider and approve the determination of the remuneration of the directors and Audit Committee for the year 2021 in terms of Meeting allowance and basis of director bonus payment for year 2021

Agenda 8: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2021

Agenda 9: Other business (if any)

Regarding the vote counting procedures in each agenda, majority vote would be the main principle of resolution of each agenda unless there was a legislation stating otherwise. The vote counting would be shown on the monitor screen and was provided into two (2) parts:

- **Part 1:**

Agenda No. 1, which was an agenda to adopt the minutes of the previous meeting, required majority of the votes of the Shareholders who attended the Meeting and cast (excluding abstained) to resolve the agenda.

Agenda No. 2, which was an agenda to acknowledge, required no vote casting.

- **Part 2:**

Agenda No. 3 – 6 and No. 8, which were ordinary matters, required vote casting of approval, disapproval, or abstention from Shareholders or Proxies. In addition, Agenda Nos. 3-6 and No. 8 required majority of the votes of the Shareholders who attended the Meeting and cast (excluding abstained) to resolve the agendas.

Agenda No. 7, required the votes of not less than two-thirds (2/3) of the total number of votes of the Shareholders who attended the Meeting to resolve the agenda.

Agenda No. 9, required no vote casting. Shareholders could raise questions and/or queries and/or give valuable comments to the Board of Directors and the Management Team.

To ensure transparency, the Conductor had asked for volunteer of at least 1 person in the Meeting to be a checker in the vote counting procedures. Ms. Sinichphats Pitakthammakul, a Shareholder, volunteered as

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a checker together with the assigned staff from the Company Secretary Team. In addition, the financial advisors were also assigned to observed that the vote counting was done independently.

Commencement of the Meeting

Mr.Anek Pichetpongsa, Chairman of the Board, acting as the Chairman of the Meeting (the “Chairman”) welcomed the Shareholders and Proxies and informed that there was 10 Shareholders and 46 Proxies totaling 56 persons held aggregate 1,573,190,531 shares or 73.8412% of total issued shares (2,130,506,193 shares) which constituted the quorum as required by law and the Company’s Articles of Association. The Chairman then declared the Meeting open at 10.05 a.m. and asked the Conductor to conduct the Meeting.

Agenda 1 To adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2020

The Chairman proposed to the Meeting to consider and adopt the minutes of the EGM 1/2020 which was held on 27 October 2020. The copies of the said minutes had been submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days as stated by law. Moreover, the minutes had been published on the Company’s website.

The Board of Directors had considered and had an opinion that the minutes of the EGM 1/2020 held on 27 October 2020 were truly, duly and completely recorded. Therefore, the Board of Directors deemed it appropriate to propose the minutes to the Meeting for adoption, whereby the Company had attached the copies of the minutes into the invitation letter and sent to Shareholders for consideration.

The Conductor informed the Meeting that this agenda should be passed by the majority votes of the shareholders who attended the Meeting and cast the vote (excluding abstained).

After that, the Conductor asked if any Shareholders had any questions or comments. As there was no question and comment from Shareholders, the Conductor asked the Meeting to consider and adopt the minutes as proposed by the Chairman.

Resolution: The Meeting considered and resolved to adopt the minutes of the AGM2019 which was held on 30 April 2019 by unanimous votes as below:

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Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,573,190,531	100.00
Disapproved	-	-
Total	1,573,190,531	100.00
Abstained	-	
Void	-	

The Chairman assigned Mr.Sunchai Nuengsit (Chief Executive Officer) to report to the Meeting in Agenda 2 and 9, Ms.Missara Vongsinsirikul (Chief Finance Officer) to report to the Meeting in Agenda 3 and 4 and Mr.Mark David Remijan (Chairman of the Audit Committee) to report to the Meeting in Agenda 8. Lastly, the Chairman would report to the Meeting in Agenda 5, 6 and 7. After that the Chairman allowed Mr.Sunchai Nuengsit to report the agenda to the Meeting.

Agenda 2 To acknowledge the Company's performance for the fiscal year 2020

Mr. Sunchai Nuengsit gave information about the overview of the Group. Details are as follows

BSM Group consists of 4 companies namely BuilderSmart Public Company Limited , Alloy Solutions Asia Company Limited (renamed from D&W (Asia) Company Limited), Sansara Project and TEAK Development Co., Ltd.

The Group of Companies started its business since 2001, starting from being a distributor of the Company's products. Thai Gypsum Products Public Company Limited and sells aluminum frame system used for partition walls. which is the company's product, the brand "Alloy". In 2006, the company began to import window and door products from New Zealand to distribute in Thailand. In 2013, the company set up a factory for windows and doors, which received a license from a local company. new zealand Under the current brand, Nulook, in 2016 started the Sansara project, which is a Retirement Village located in Hua Hin. Later in 2018, Tique Development Company Limited was set up to develop low-rise condominium projects. Bangkok city center

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BuilderSmart Public Company Limited currently has 8 directors, managing under the vision, mission and corporate values as follows:

Vision : To innovate and create high quality construction and housing products. for a better life

Mission :

- Develop quality and innovative products and services
- Deliver quality products and services, fast and cost effective.
- Build a sustainable business

Values :

- work as a team
- Commitment to customer service
- Focus on quality
- Be creative
- Continuous improvement
- adhere to honesty

At present, the Group has 4 companies under 2 business groups, details as follows:

Construction Products Group : BuilderSmart Public Company Limited and Alloy Solutions Asia Company Limited

Property Development Group: Sansara Project and Teak Development Company Limited

Current business operations of companies in the group :

BuilderSmart Public Company Limited : This year, the company focuses on building products related to partition walls, ceilings and will launch new products related to flooring. come to market in Thailand

Alloy Solutions Asia Co., Ltd. : will be responsible for the aluminum glass work for interior decoration. and doors and windows for exterior decoration

Sansara Project : Operate the Retirement Village development business for foreigners who will come to stay long. The project is located in Hua Hin District, located in the Black Mountain Golf Course.

Teak Development Company Limited : focuses on building condominiums in the Bangkok area. Currently, The Teak Sathorn - Lumpini project has been completed. The Teak Ratchada project is located on Ratchada Soi 19, next to the Ratchada MRT station, currently under construction. Construction is expected to be completed within this year.

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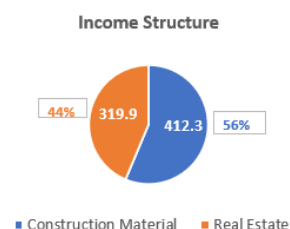
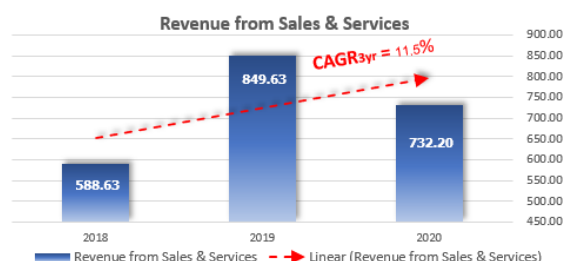
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After that, Ms. Misara Wongsinsirikul Director of Accounting and Finance has provided information about the Company's operating results for the year 2020 as follows:

งบกำไรขาดทุนเบ็ดเสร็จ	ปี 2563 สิ้นสุด 31 ธ.ค. 63 (ล้านบาท)	ปี 2562 สิ้นสุด 31 ธ.ค. 62 (ล้านบาท)
รายได้จากการขายและการให้บริการ	732.20	849.63
รายได้อื่น	3.57	5.10
กำไรจากการปรับมูลค่าทรัพย์สินของ อสังหาริมทรัพย์เพื่อการลงทุน	(30.79)	10.53
รวมรายได้	704.97	865.26
ต้นทุนขายและการให้บริการ	553.46	625.36
ค่าใช้จ่ายในการขายและบริหาร	186.23	199.20
ต้นทุนทางการเงิน	30.70	9.49
รวมต้นทุนและค่าใช้จ่าย	770.39	834.06
กำไรก่อนค่าใช้จ่ายภาษีเงินได้	(65.42)	31.20
ค่าใช้จ่ายภาษีเงินได้	22.65	6.29
กำไรสุทธิสำหรับปี	(88.08)	24.92
ส่วนที่เป็นของผู้ถือหุ้นบริษัทใหญ่	(88.05)	24.93
ส่วนที่เป็นของส่วนได้เสียที่ไม่มีอำนาจควบคุม	(0.02)	(0.01)
กำไรต่อหุ้นขั้นพื้นฐาน	(0.41)	0.01



2020 is the year that BSM Group has been affected by the COVID-19 epidemic. As a result, the economy in almost all parts of the country slowed down. Like any other company, the Group is affected. The Group had revenue from sales and services of 732 million baht, a decrease of 13.8% from the previous year. However, the three-year average CAGR (Compound Annual Growth Rate) was still positive, approximately 11% compared to 2018, and revenues Total 705 million baht, a difference of approximately 30 million baht caused by losses from fair value adjustments of investment properties. which is the villa part of the Sansara project Appraised in the third quarter with the appraised value decreased from the original appraised value. Because it is an assessment at the time of the impact of the economy from the Covid-19 epidemic. As a result, the company Losses on fair value adjustments must be recognized.

The Company has a revenue structure from 2 business groups, which are the construction products group and the real estate group. The construction products group had a total revenue of 412 million baht or 56% of the revenue from sales and services. Decreased from the previous year by about 28% due to various construction projects. has been delayed or postponed And many agencies have cut down the construction budget. causing impact on the Company's domestic sales while the international market India, the company's main export market, had a country lock down measure at the end of the first and second

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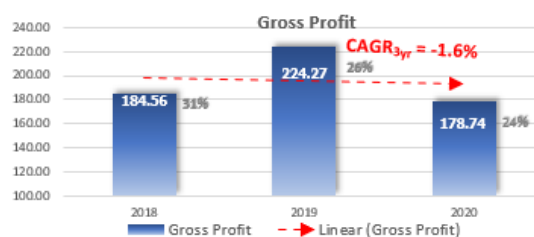
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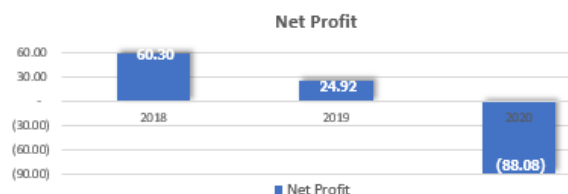
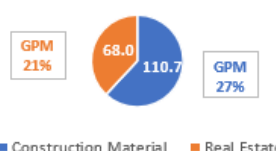


quarter of last year, causing the company's export income to drop by more than 50% for the real estate sector. The company had total revenue of 320 million baht, divided from revenue recognition of Tique Sukhumvit 39 and Tique Sathorn projects totaling 210 million baht and from revenue recognition of Sansara Hua Hin project of 110 million baht.

งบกำไรขาดทุนเบ็ดเสร็จ	ปี 2563		ปี 2562	
	สิ้นสุด 31 ธ.ค. 63 (ล้านบาท)	สิ้นสุด 31 ธ.ค. 62 (ล้านบาท)	สิ้นสุด 31 ธ.ค. 63 (ล้านบาท)	สิ้นสุด 31 ธ.ค. 62 (ล้านบาท)
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รายได้อื่น	3.57	5.10		
กำไรจากการปรับมูลค่ายุติธรรม ของ อสังหาริมทรัพย์เพื่อการลงทุน	(30.79)	10.53		
รวมรายได้	704.97	865.26		
ต้นทุนขายและการให้บริการ	553.46	625.36		
ค่าใช้จ่ายในการขายและบริหาร	186.23	199.20		
ต้นทุนทางการเงิน	30.70	9.49		
รวมต้นทุนและค่าใช้จ่าย	770.39	834.06		
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กำไรต่อหุ้นขั้นพื้นฐาน	(0.41)	0.01		



Gross Profit / Gross Profit Margin



Cost of sales and services in 2020 was 553 million baht, or 75.6% of revenue, an increase from 2019, which was 73.6% of revenue, as a result of the cost of real estate business. with higher cost Construction Products Business As a result, the Group had gross profit of 178.7 million baht, a decrease from 224 million baht of the previous year, which was the gross profit margin of the construction products group of 27% and the gross profit margin of the real estate group was 21%.

Selling and administrative expenses in 2020 was 186 million baht, decreased from the previous year which had selling and administrative expenses of 199 million baht, in line with the decrease in revenue. As a percentage of sales, 25% was slightly higher than the previous year, which was 23% due to the intense competition in the real estate market during the economic slowdown.

Finance costs in 2020 were 30.7 million baht, an increase of 21.20 million baht from the previous year. Because during the year 2020, the construction of Sansara Hua Hin and Tique Sathorn-Lumpini projects was completed and delivered to customers. Therefore, interest must be recorded as a financial

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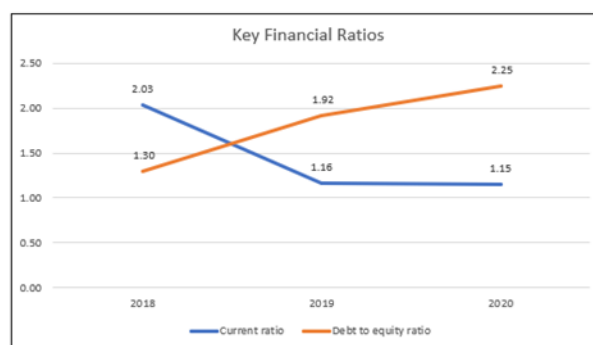


cost. (Can not be recorded as construction costs) and partly the impact of accounting in accordance with the new TFRS9 financial instruments and TFRS 16 lease agreements, approximately 7 million baht.

Income tax expense in 2020 of the Company was 22.65 million baht, an increase of 16.36 million baht from the previous year. because when accepting the entire business transfer of Sansara Development Company Limited in the 4th quarter, which Deferred Tax Assets cannot be transferred Therefore, the item must be reversed as a tax expense.

As a result, the group of companies Has net loss attributable to shareholders of the parent company equal to 88.08 million baht.

งบแสดงฐานะการเงิน	สิ้นสุด 31 ธ.ค. 63 (ล้านบาท)	สิ้นสุด 31 ธ.ค. 62 (ล้านบาท)
สินทรัพย์หมุนเวียน	1,008.81	1,074.79
สินทรัพย์ไม่หมุนเวียน	823.07	827.28
รวมสินทรัพย์	1,831.89	1,902.07
หนี้สินหมุนเวียน	878.01	922.70
หนี้สินไม่หมุนเวียน	389.50	326.91
รวมหนี้สิน	1,267.51	1,249.62
รวมส่วนของผู้ถือหุ้น	564.38	652.45
รวมหนี้สินและส่วนของผู้ถือหุ้น	1,831.89	1,902.07



As of December 31, 2020, the company had total assets of 1,832 million baht compared to the previous year, a decrease of 70 million baht, with total assets of 1,902 million baht. Control and reduce inventory costs and partly due to the transfer of project development costs to cost of sales for non-current assets close to the previous year

The Company had total liabilities of 1,267 million baht, a slight increase from 2019 with total liabilities of 1,250 million baht. Current liabilities decreased by 44 million baht due to repayment of short-term bank loans and B/E bills, trade accounts payable. and transfer of deposit received from real estate projects to income. Non-current liabilities increased by 62 million baht, mainly from lease liabilities and deferred rental income of Sansara Project. This is a result of new accounting methods in accordance with Thai Financial Reporting Standard No. 16.

Total shareholders' equity of 564 million baht, a decrease of 88 million baht from the previous year due to a loss in operating results for the year 2020.

Key Financial Ratios : The Company's financial liquidity ratio is still close to the previous year. The D/E Ratio in 2020 is 2.25 higher than the previous year. as a result of the decrease in shareholders' equity

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Because the total liabilities are close to the year 2019, but still in accordance with the terms of the loan agreement with the bank

This agenda required no vote casting as it was an agenda for acknowledgement, and as there was no further queries from both Shareholders and Proxies. The Conductor asked the Meeting to consider the next agenda.

Agenda 3 To consider and approve the financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2020 and to acknowledge the auditor's report.

Ms. Missara Vongsinsirikul informed the meeting that The Company has operated in accordance with the Public Limited Companies Act B.E. 2535 (including any amendments thereto), according to the Company's Articles of Association. The details appeared in the invitation letter for Agenda 3, where the financial statements were audited by a certified public accountant from ANS Audit Company Limited, which expressed an unconditional opinion that The financial statements are correct in all material respects, according to financial reporting standards and has been approved by the Audit Committee and Board of Directors Meeting No. 1/21, dated February 23, 2021, with details as shown in the Board of Directors' Responsibility Report on the 2020 Financial Report. in the annual report on page 76 which was sent to the shareholders together with the invitation letter for this meeting

The Conductor informed the Meeting that this agenda was required to be passed by the majority votes of the shareholders, who attended the meeting and cast the vote.

After that, the Conductor invited questions and comments from Shareholders. As there was no question and comment from Shareholders, the Conductor asked the Meeting to consider and approve this agenda.

Resolution: The Meeting considered and resolved to approve the financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2020 and acknowledge the report of the auditors by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,573,216,139	100.00

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Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Disapproved	-	0.00
Total	1,573,216,139	100.00
Abstained	-	
Void	-	

Notes: There was 10 additional Shareholder joining after the commencement of the Meeting causing the number of Shareholders to total 66 persons; representing 1,573,216,139 shares.

Agenda 4 To consider and approve un-allocation of the net profit of the Company's operating results for the year 2020 as legal reserve

Ms. Missara Vongsinsirikul informed the meeting that From the presentation of the operating results in Agenda 2, it can be seen that the Company's operating results According to the separate financial statements, there is a net loss. For the fiscal year 2020, it is therefore appropriate to propose to the shareholders' meeting to approve un-allocation of net profits as legal reserves.

The Conductor informed the Meeting that this agenda was required to be passed by the majority votes of the Shareholders, who attended the Meeting and cast the vote.

After that, the Conductor invited questions and comments from Shareholders. As there was no question and comment from Shareholders, the Conductor asked the Meeting to consider and approve this agenda.

Resolution: The Meeting considered and resolved to approve un-allocation of the net profit from the operating results for the year 2020 by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,573,216,142	100.00
Disapproved	-	0.00
Total	1,573,216,142	100.00
Abstained	-	
Void	-	

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Notes: There was 3 additional Shareholder joining after the commencement of the Meeting causing the number of Shareholders to total 69 persons, representing 1,573,216,142 shares.

Agenda 5 To consider and approve the omission dividend payment of the year 2020

The Chairman had informed the meeting that from the presentation of the operating results in Agenda 2, it can be seen that the Company's operating results Separate financial statements have net loss. For the fiscal year 2020

3 years comparison report of dividend payment from 2018 to 2020

Detail	2018	2019	2020 (year of Proposal)
Net profit (MB.) ¹	47.34	42.45	(51.78)
Net profit after legal reserve (MB)	44.98	40.32	(51.78)
Dividend payment (MB) ²	31.96	-	- ²
The proportion of dividend payment (%)	71.05%	0.00%	0.00%

Note: This calculation is solely for the purpose of data comparison to dividend payment policy.

/1 = Annual net income

/2 = The Company's Bord of Directors' proposed the resolution to AGM2020 for the approval of suspending the annual dividend payment for the year 2020.

/3 = The rate of dividend payment is calculated from the amount of dividend paid divided by net profit after deducted by reserve fund.

The Board of Directors Meeting No. 1/2021, held on February 23, 2021, therefore resolved to propose to the shareholders' meeting. To consider and approve the omission dividend payment of the year 2020 due to the company's operating loss

The Conductor informed the Meeting that this agenda was required to be passed by the majority votes of the Shareholders, who attended the Meeting and cast the vote.

After that, the Conductor invited questions and comments from Shareholders. As there was no question and comment from Shareholders, the Conductor asked the Meeting to consider and approve this agenda.

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Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,573,216,145	100.00
Disapproved	-	-
Total	1,573,216,145	100.00
Abstained	-	
Void	-	

Notes: There was 3 additional Shareholder joining after the commencement of the Meeting causing the number of Shareholders to total 72 persons, representing 1,573,216,145 shares.

Agenda 6 To consider and approve the re-election of directors to replace the retiring directors by rotation for the year 2021

The Chairman informed the meeting that As the company has already informed in the invitation to the meeting that This year, there are 3 directors who are due to retire by rotation for the year 2021, the directors who were being retired by rotation were as follows:

1. Mr. Warut Panupattanapong Director / Executive Director
2. Miss Pitchthida Panupattanapong Director
3. Mr. Orsen Karnburisudthi Director / Independent Director / Audit Committee

Which details the profile of each director according to the invitation letter that have been delivered to the shareholders Board of Directors Propose the shareholders to consider appointing all 3 directors back to be the Company's directors. and other positions as usual for another term

The Conductor informed the Meeting that this agenda was required to be passed by the majority votes of the Shareholders who attended the meeting and cast the vote.

After that, the Conductor invited questions and comments from Shareholders. As there was no further question or comment from Shareholders, the Conductor asked the Meeting to consider and re-elect on this agenda for each nominated director.

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1. Appointment of Mr. Warut Panupattanapong as the Company's Director/ Executive Director

Resolution: The Meeting had considered and resolved to approve the re-election of Mr. Warut Panupattanapong to serve his position for another term by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,573,216,150	100.00
Disapproved	-	-
Total	1,573,216,150	100.00
Abstained	-	
Void	-	

2. Appointment of Miss Pitchthida Panupattanapong as the Company's Director/ Independent Director / Audit Committee

Resolution: The Meeting had considered and resolved to approve the re-election of Miss Pitchthida Panupattanapong to serve his positions for another term by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,573,216,151	100.00
Disapproved	-	-
Total	1,573,216,151	100.00
Abstained	-	
Void	-	

3. Appointment of Mr. Orsen Karnburisudthi as the Company's Director/ Independent Director / Audit Committee

Resolution: The Meeting had considered and resolved to approve the re-election of Mr. Orsen Karnburisudthi to serve his positions for another term by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
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Approved	1,573,216,151	100.00
Disapproved	-	-
Total	1,573,216,151	100.00
Abstained	-	
Void	-	

Agenda 7 To consider and approve the determination of the remuneration of the directors and Audit Committee for the year 2021 in terms of Meeting allowance and basis of director bonus payment for year 2021

The Chairman informed the Meeting that according to the Public Company Limited Act B.E.2535 (1992) including its amendment, the Company was prohibited to pay cash or give any remuneration to the directors, except for the remuneration under the Company's Articles of Association. The Company's Articles of Association prescribed that the Company's directors were entitled to receive remuneration from the Company according to the consideration and approval resolution by the Shareholders' Meeting which might determine the directors' remuneration in fixed amount or in principal, and whether to be determined from time to time or to be effective until a Shareholders' Meeting passed a resolution to amend otherwise. In addition, the Company's directors is required to have the right to receive allowance and other welfares in accordance with the Company's policy.

The Board of Directors deemed it appropriate to propose to the Meeting for consideration and approval of the remuneration to the directors for the year 2021 as follows:

Remuneration of directors and Audit Committee per meeting (the same rate as in 2020)

Meeting allowances (THB / Director / Meeting)	2021		
	Chairman of the Board	Executive Director	Non- Executive Director
Board of Directors	25,000	20,000	20,000
Audit Committee	25,000	-	-
Nomination and Remuneration Committee	-	-	-

Moreover, the Board of Directors would like to propose the Meeting to consider and approve basis for the payment of director's bonus for the year 2021 as follows:

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1. the bonus would be paid when the Company is profitable (according to consolidated financial statements);
2. the payment would not exceed 5% of net profit of the Company and not exceeding THB 3,000,000 (similar to the year 2020); and
3. the Chairman of the Board of Directors was authorized to allocate the bonus to each director.

The Board of Directors deemed it appropriate to propose to the Meeting for consideration and approval of basis for the payment of director's bonus for the year 2021 as proposed by the Nomination and Compensation Committee.

The Conductor informed the Meeting that this Agenda was required to be passed by votes of not less than two-thirds (2/3) of the total number of shareholders attending the Meeting.

After that, the Conductor invited questions and comments from Shareholders. As there was no further question nor comment from Shareholders, the Conductor asked the Meeting to consider and approve the determination of the remuneration of the directors and Audit Committee for the year 2020 in terms of Meeting allowance and basis of director bonus payment for year 2021

Resolution: The Meeting considered and resolved to approve the remuneration of the directors and the Audit Committee per meeting (the same rate as in 2020)

Meeting allowances (THB / Director / Meeting)	2021		
	Chairman of the Board	Executive Director	Non- Executive Director
Board of Directors	25,000	20,000	20,000
Audit Committee	25,000	-	-
Nomination and Remuneration Committee	-	-	-

The Meeting also approved the basis of director's bonus payment for the year 2020 as follows:

1. the bonus would be paid when the Company is profitable (according to consolidated financial statements);
2. the payment would not exceed 5% of net profit of the Company and not exceeding THB 3,000,000 (similar to the year 2020); and

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3. the Chairman of the Board of Directors was authorized to allocate the bonus to each director by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,573,216,151	100.00
Disapproved	-	-
Total	1,573,216,151	100.00
Abstained	-	
Void	-	

Agenda 8 To consider and approve the appointment of the auditors and the determination of the audit fee for the Year 2021

Mr. Mark David Remijan was assigned to proceed this agenda in English where Ms. Missara Vongsinsirikul was requested to translate as following details;

According to detail prescribed in invitation letter, The Audit Committee has considered pursuant to the "Audit Committee's Report" stated in the annual report and deemed that the performance of ANS Audit Company Limited is in a good level and their standard of performance is acceptable as well as well its knowledge of the businesses of the Company and subsidiaries, which will support a fast, flexible, and efficient auditing work of the Company in year 2021. Hence, the Audit Committee and the Board of Directors deem it appropriate to propose to the AGM2021 to appoint the external auditor and fixing of their remuneration in year 2021, with such details as set out as follows:

1) Name and Audit Office deeming appropriate to propose an appointment of one of the following auditors from ANS Audit Company Limited to be an auditor of the Company in year 2021: The name of auditors has shown in this presentation and also in attachment of AGM invitation letter.

In the event those auditors are not able to perform their duties, ANS Audit Co.,Ltd. will cause its other auditors, who is qualified by related regulations, to perform the Company and its subsidiaries' audit on their behalf.

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2) The year 2021 auditing fee amounting to 2,300,000 Baht, decreased by 6.50% from last year to comply with revenue structure of the Group Company, details as set out as follows:

Company's Audit Fee (Baht)	1,500,000	increase by 30.43% from last year
Subsidiaries' Audit Fee (Baht)	800,000	decrease by 38.93% from last year
Total (Baht)	2,300,000	totally decrease by 6.50% from last year

Board has opinion that deemed appropriate to propose to the AGM2021 to pass a resolution to appoint the auditor from ANS Audit Company Limited, comprising of the certified auditors as proposed, to be the Company's auditor for the year 2021 and fixing its audited fee at 1,500,000 Baht (increased by 350,000 Baht) but not including the annual audit fee of its subsidiaries in the amount of 800,000 Baht (decreased by 510,000 Baht), as approved by the Audit Committee.

The Conductor informed the Meeting that this agenda was required to be passed by the majority votes of the Shareholders who attended and cast the vote.

After that, the Conductor asked if any Shareholders had any questions or comments. As there was no question and comment from Shareholders, the Conductor asked the Meeting to consider and approve this agenda.

Resolution: The Meeting considered and resolved to approve the appointment of the auditors of the Company for the year 2020 as follows:

Ms. Panita Chotesaengmaneekul	CPA Registration No. 9575; or
Mr. Sathien Vongsnan	CPA Registration No. 3495; or
Mr. Atipong Atipongsakul	CPA Registration No. 3500; or
Mr. Vichai Ruchitanont	CPA Registration No. 4054; or
Ms. Kultida Pasurakul	CPA Registration No. 5946,

all of whom were from ANS Audit Company Limited as the auditors of the Company for the year 2021 and the meeting has resolved to approve the auditor's remuneration for the year 2021 in the amount of not

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exceeding THB 2,300,000 being THB 1,500,000 as the Company's audit fee and THB 800,000 as the audit fee for the subsidiaries by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the Meeting and voted
Approved	1,573,217,277	100.00
Disapproved	-	-
Total	1,573,217,277	100.00
Abstained	-	
Void	-	

Note: There were additional 5 shareholders joining after the commencement of the Meeting causing the number of Shareholders to be in total of 83 persons, representing 1,573,217,277 shares.

Agenda 9 Other business

Mr. Sunchai Nuengsit informed the Meeting that the Board of Directors proposed the agenda of other business should be added to every AGM in order for Shareholders to raise queries and/or provide recommendations to the Board of Directors and/or the Company management. However, according to Section 105 paragraph 2 of the Public Company Limited Act B.E.2535, shareholders holding shares amounting to not less than one-thirds of the total number of paid-up shares could request the Meeting to consider other matters in addition to those specified in the notice of Meeting. The Board of Directors deemed it appropriate to propose this agenda to the shareholders who wish for the Meeting to consider other businesses besides the agenda that were proposed by the Board of Directors.

The Conductor gave an opportunity to the Shareholders to raise queries and/or provide recommendations to the Company.

When no shareholders proposed additional meeting agendas, asked questions or expressed any further opinions, the Conductor has invited the Chairman of the meeting to make a speech for closing the Meeting.

Close the Meeting:

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Mr.Anek Pichetpongsa as the Chairman of the meeting said thank you to shareholders and proxies for attended the Meeting today and he notified the Meeting has ended around 10.51 a.m.

(Mr.Anek Pichetpongsa)
Chairman of the Board of Directors/
Chairman of the Meeting

(Ms.Pornsiri Kusolputchong)
Company Secretary / Minutes Taker