

April 19, 2023

- Subject:** Invitation to the Annual General Meeting of Shareholders of BuilderSmart Public Company Limited for the Year 2023
- To:** Shareholders
- Annex:**
1. A copy of the minutes of the Annual General Meeting of Shareholders for the year 2022 (document for consideration of Agenda 1)
  2. Annual Report for the Year 2022 together with the statement of financial position and statement of comprehensive income fiscal year ended December 31, 2022 (document for consideration of Agenda 2 and 3)
  3. Details of directors nominated for election to replace those retiring by rotation and the definition of the independent director (document for consideration of Agenda 6)
  4. Capital Increase Report Form (F 53-4)
  5. Two (2) forms of proxy pursuant to the Notification of the Department of Business Development together with information about the independent director(s) for shareholders who desire to empower independent director(s) to be proxy holder
  6. Articles of Association regarding only the part relating to meeting of shareholders
  7. Documents and evidences which must be produced by the shareholders prior to their presence at the meeting, methods of granting proxy, carrying out a registration and voting at the meeting of shareholders
  8. A location map, where the Annual General Meeting of Shareholders will be held.

The Board of Directors of BuilderSmart Public Company Limited (“the Board”) has resolved that the Annual General Meeting of Shareholders for the Year 2023 (“AGM2023” or “Meeting”) be held on April 27, 2023 at 10.00 a.m., River 1 Room, 3rd floor, Riverfront Residence, SV City Tower, 912 Rama 3 Road, Bangkok 10120.

The sequence of the events are as follows:

- |            |                            |
|------------|----------------------------|
| 9.00 a.m.  | Registration of attendance |
| 10.00 a.m. | Commencement of Meeting    |

For the determination of the agendas for the AGM 2023, the Company has announced on the Company’s website that Shareholders were invited to propose matters to be included in the agenda in advance from December 26, 2022 to February 15, 2023. However, on the expiration of the period, it was found that no other agenda item was proposed to the Company. Therefore, notice of the Meeting agendas pursuant to the Board’s resolution are given as follows:

- Agenda 1** To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2022

**Facts and rationales:** Annual General Meeting of Shareholders for the year 2022 was held on April 28, 2022. A copy of the minutes of the Meeting has been submitted to the Stock Exchange of Thailand and the Ministry of

Commerce within 14 days as stipulated by law and has also been published on the Company's website, with such details as set out in Annex 1.

**Board's Opinion:** The minutes was correctly and completely taken. It is deemed advisable for the Meeting to pass a resolution to adopt the minutes.

**Voting:** The agenda shall be approved by the majority votes of the Shareholders who attend the Meeting and cast their votes. In case of a tie vote, the chairperson of the Meeting shall have a casting additional vote.

**Agenda 2 To acknowledge the Company's performance for the Year 2022**

**Facts and rationales:** To comply with the Public Company Limited Act B.E.2535 (1992) (as amended) and the Company's Articles of Association, the Board shall report the Company's performance of the previous year to the shareholders for acknowledgement at every Annual General Meeting of Shareholders. The Company's operating result for the year 2022 has been prepared by the Company in from of Annual Report and sent to Shareholders such details as set out in Annex 2.

**Board's Opinion:** It is deemed appropriate to acknowledge the shareholders on the operation results and other reports for the year 2022.

**Voting:** This agenda is for acknowledgement without voting.

**Agenda 3 To consider and approve the Financial Statements of the Company for the fiscal year ended December 31, 2022 and to acknowledge the report of the auditor**

**Facts and rationales:** To comply with the Public Company Limited Act B.E.2535 (1992) (as amended) and the Company's Articles of Association, the Board shall prepare the Financial Statements at the end of the fiscal year which has been audited by the external auditor and submitted to Shareholders for obtaining approval from the Annual General Meeting.

The Board's Meeting no.2/2023 agreed with the financial statements for the year 2022, which has been audited by the external auditor and reviewed by the Audit Committee, with such details as set out in Annex 2.

**Board's opinion:** It is deemed appropriate to propose to the AGM 2023 to pass a resolution to approve the financial statements of the Company for the fiscal year ended December 31, 2022, which has been audited and certified by the certified public accountant in compliance with generally accepted accounting principles.

**Voting:** The agenda shall be approved by the majority votes of the Shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairperson of the Meeting shall have a casting additional vote.

**Agenda 4 To consider and approve the un-allocation of the net profit from the operating results for the Year 2022 as legal reserve**

**Facts and rationales:** To comply with the Public Company Limited Act B.E.2535 (1992) (as amended) and the Company's Articles of Association, the Company shall appropriate the annual net profit of not less than 5% less retained losses carried forward (if any) as legal reserve until the legal reserve is not less than 10% of the

registered capital, whereby this agenda shall be proposed to the Annual General Meeting of Shareholders for consideration and approval.

**Board’s opinion:** Regarding to Company’s operation results (separate financial statements) for the year 2022 was loss. It is deemed appropriate to propose to the AGM2023 to pass a resolution to approve un-allocation to legal reserve.

**Voting:** The agenda shall be approved by the majority votes of the Shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairperson of the Meeting shall have a casting additional vote.

**Agenda 5 To consider and approve the omission of dividend payment for the year 2022**

**Facts and rationales:** To comply with the Public Company Limited Act B.E.2535 (1992) (as amended) and the Company’s Articles of Association, the Board shall consider the appropriateness of the dividend payment or the omission of the dividend payment from the operating results and propose to the Annual General Meeting of Shareholders for consideration and approval.

The Company has the dividend policy for each year at the rate not less than 40% of the net profit (separate financial statements) after deduction any reserves determined in Company’s Articles of Association and Laws. The dividend amount must not affect to Company’s operation on a significant degree.

Table of Comparison of dividend payment for the past 3 years (2020-2022)

Detail	Y 2020	Y 2021	Y 2022 (year of propose)
Net profit/(loss) (MB.) <sup>/1</sup>	(51.78)	(38.36)	(29.79)
Net profit/(loss) after deduct legal reserve (MB)	(51.78)	(38.36)	(29.79)
Dividend payment (MB)	-	-	- <sup>/2</sup>
Dividend Payout Ratio (%) <sup>/3</sup>	0.00%	0.00%	0.00%

remark :

/1 = Net profit/(loss) for the period (separate financial statements)

/2 = Board propose to AGM 2023 for consider and approve the omission of dividend payment for the year 2022

/3 = Dividend payout ratio is calculated from dividend amount for the year divided by net profit after deduct legal reserve, for the purpose of comparison to the dividend policy only.

**Board’s Opinion:** IT is deemed appropriate to propose to the AGM2023 to consider and approve the omission of dividend payment for the year 2022 due to Company’s operation result of year 2022 was loss.

**Voting:** The agenda shall be approved by the majority votes of the Shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairperson of the Meeting shall have a casting additional vote.

**Agenda 6** To consider and approve the re-election of directors in place of the retiring directors by rotation for the year 2023

**Facts and rationales:** To comply with the Public Company Limited Act B.E.2535 (1992) (as amended) and the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third (1/3) of the total number of directors shall retire from the office, whereby such retiring directors may be re-elected.

The Company has announced on its website that the shareholders are invited to nominate individuals they consider appropriate to be selected as directors of the Company from December 26, 2022 to February 15, 2023. However, it appeared that on the expiration of the time specified, no candidates for directorship have been proposed to the Company. **Board's opinion:** The Board, excluding those who have conflict of interest, passed the resolution to approve to propose to the AGM2023 to appoint those 2 directors consist of

- 1) Ms. Thitiya Wongchirachai Audit Committee (re-election for another term)
- 2) Ms. Missara Vongsinsirikul Director (new director replace these retired by rotation)

The nomination process has been thoughtfully and prudently considered by the NRC and the Board considered and opined that those nominees' qualifications, knowledge, competence, experience and expertise is suitable and possess all qualifications pursuant to the Public Company Limited Act B.E.2535 (1992) (as amended) and have no prohibition characteristics of being the Company's directors as ruled by the SEC, and other relevant regulatory bureaus.

For the retired Audit Committee, the NRC has considered the nominated person has independence to express her opinions and has qualifications according to related rules and regulations.

Moreover, each nominated person who were appointed as the members in the Sub-committees has the sufficient competence and their past performance indicated that they could perform well as Directors. Details of each proposed Director is provided with such details as set out in Annex 3.

**Voting:** The agenda shall be approved by the majority votes of the Shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairperson of the Meeting shall have a casting additional vote. Voting for each director will be separated.

**Agenda 7** To consider the changing of directors signing authority

**Facts and rationales:** Due to a change in the Company's director Therefore, there must be a change in the list of company directors authorized to sign to bind the Company.

**Board's opinion:** It was deemed appropriate for the shareholders to approve the change of authorized director of the company to be "Mr. Sunchai Nuengsit and Ms. Missara Vongsinsirikul sign together with the Company's seal." For flexibility in business management.

**Voting:** The agenda shall be approved by the majority votes of the Shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairperson of the Meeting shall have a casting additional vote.

**Agenda 8** To consider and approve the determination of the remuneration of the directors and audit committee for the Year 2023 in term of meeting allowance and in principle of director's bonus for operating year 2023

**Facts and rationales:** Pursuant to the Public Company Limited Act B.E.2535 (1992) (as amended), the Company is prohibited to give any remuneration to the directors, except the remuneration under the Company's Articles of Association. The Company's Articles of Association prescribes that the Company's directors are entitled to receive remuneration from the Company according to the approval by the shareholders' meeting, whether in fixed amount or in principle, and whether to be determined from time to time or to be effective until a shareholders' meeting passes a resolution for amendment otherwise. In addition, the Company's directors shall have the right to receive allowance and other welfares in accordance with the Company's rules.

The Board's Meeting no.2/2023 agreed to propose the remuneration of the directors and audit committee for the Year 2023 in term of meeting allowance and in principle of director's bonus, to the AGM2023 as NRC proposed with the following details:

Meeting allowances (Baht / Director / Meeting)	Y 2022			Y 2023 (as proposed)		
	Chairman of the Board	Executive Director	Non-Executive Director	Chairman of the Board	Executive Director	Non-Executive Director
Board of Directors	25,000	20,000	20,000	25,000	20,000	20,000
Audit Committee	25,000	-	-	25,000	-	-

Principle of director's bonus for operating year 2023 are as the following scheme:

1. Directors will consider the payment of the Board of Directors' bonuses when the performance of the Group of Company has net profit (based on consolidated financial statements).
2. Board's Bonus for the year 2023 will be allocated by the Chairman of the Board of Directors but not exceed 5% of net profit of the Company and not exceeding Baht 3,000,000 (same rate as year 2022)

**Board's opinion:** The Meeting should pass a resolution to approve the Directors' remuneration and principle of director's bonus for operating year 2023 as proposed by NRC (same rate as year 2022).

**Voting:** This agenda shall be approved by the votes of not less than two-thirds (2/3) of the total number of votes of the Shareholders attending the Meeting.

**Agenda 9** To consider and approve the appointment of the auditors and the determination of the audit fee for the Year 2023

**Facts and rationales:** To comply with the Public Company Limited Act B.E.2535 (1992) (as amended) and the Company's Articles of Association, at every Annual General Meeting of Shareholders, the Company shall appoint the auditors and determine the audit fee of the Company, the same auditor will not be reappointed for more than 7 consecutive fiscal years.

Last year, the Company and its subsidiaries had ANS Audit Company Limited as Company’s audit firm, which shares no interests with the Company and its subsidiaries as well as with executives and majority shareholder(s) or (a) person(s) related to such executives and majority shareholder(s). Therefore, the auditors have independence to express their opinions on the financial statements of the Company and be the auditor of the Company. 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 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 2023. Hence, the Audit Committee and the Board of Directors deem it appropriate to propose to the AGM2023 to appoint the auditor and fixing of their remuneration in year 2023, 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 2023:

Name of Auditors	CPA Registration No.	Auditing years for the Company and its subsidiaries during the past 7 years
Ms. Panita Chotesaengmaneekul	9575	4 Years : 2019 - 2022 and / or
Mr. Sathien Vongsnan	3495	2 Years : 2017 - 2018 and / or
Mr. Atipong Atipongsakul	3500	0 Year : --- and / or
Mr. Vichai Ruchitanont	4054	0 Year : --- and / or
Ms. Kultida Pasurakul	5946	3 Years : 2014 - 2016

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.

2) The year 2023 audit fee amounting as follows:

Audit Fee	Y 2021	Y 2022	Y 2023 (Year of Propose)	Change (+/-)
Company’s Audit Fee (Baht)	1,500,000	1,250,000	1,250,000	0.00%
Subsidiaries’ Audit Fee (Baht)	800,000	950,000	980,000	+3.16%
<b>Total (Baht)</b>	<b>2,300,000</b>	<b>2,200,000</b>	<b>2,230,000</b>	<b>+1.36%</b>

**Board’s Opinion:** It is deemed appropriate to propose to the AGM2023 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 2023 and fixing its audited fee at 1,250,000 Baht (same rate as year 2022) but not including the annual audit fee of its subsidiaries in the amount of 980,000 Baht.

**Voting:** This agenda shall be approved by the majority votes of the Shareholders attending the meeting and cast their votes. In case of a tie vote, the chairperson of the Meeting shall have a casting additional vote.

**Agenda 10** To consider and approve the decrease of registered capital and amendment of Clause 4 of Memorandum of Association to be in accordance with the decrease of registered capital

**Facts and rationales:** The Company's decrease in registered capital by THB 5,463,694.70 in order to account for the exercise of BSM-W2, which expired on December 28, 2010. This brings the company's registered capital from its previous amount of THB 218,514,314.00 down to THB 213,050,619.30, with a par value of THB 0.10 per share. and amend the Memorandum of Association clause 4 to align with the decrease in capital as follows;

Clause 4 Registered Capital Amount.	213,050,619.30	baht	(two hundred thirteen million fifty thousand six hundred nineteen point three zero baht).
Dividend into	2,130,506,193	shares	(two billion one hundred thirty million five hundred six thousand one hundred ninety-three shares).
Par Value	0.10	baht	(ten satang)
		Dividend into	
Paid-up Shares	2,130,506,193	shares	(two billion one hundred thirty million five hundred six thousand one hundred ninety-three shares).
Preferred Shares	--	shares	(--)

**Board's Opinion:** Approved to propose to the AGM2023 to consider and approve of the decrease in registered capital and approve to amend the Memorandum of Association Article. 4 in accordance with the decrease in registered capital. Additionally, the board of directors and/or authorized signatories of the company, as well as the CEO, should be authorized to register the amended articles of association with the Department of Business Development, Ministry of Commerce, and to modify and supplement the wording as necessary to comply with the Registrar's instructions.

**Voting Condition:** This agenda must be approved by a vote of not less than three quarters (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

**Agenda 11** To consider and approve the increase of registered capital and amendment of Clause 4 of Memorandum of Association to be in accordance with the increase of registered capital

**Facts and rationales:** Increase the registered capital of the company by 0.70 baht per share, from the current registered capital of 213,050,619.30 baht to a new registered capital of 213,050,620.00 baht, to support the change in par value of the shares from the current 0.10 baht per share to 1.00 baht per share through a reverse stock split. This is to ensure that there will be no fractional shares after the stock split. The newly issued shares will have the same rights and privileges as the existing registered shares of the company listed on the Stock Exchange of Thailand in all respects. (Attachment 4)

Clause 4 Registered Capital Amount.	213,050,620.00	baht	(two hundred thirteen million fifty thousand six hundred twenty baht)
Dividend into	2,130,506,200	shares	(two billion, one hundred thirty million, five hundred six thousand, two hundred" shares).
Par Value	0.10	baht	(ten satang)

	Dividend into	
Paid-up Shares	2,130,506,200	shares (two billion, one hundred thirty million, five hundred six thousand, two hundred" shares).
Preferred Shares	--	shares (--)

**Board's Opinion:** Approved to propose to the AGM2023 to consider and approve of the increase in registered capital and approve to amend the Memorandum of Association Article. 4 in accordance with the increase in registered capital. Additionally, the board of directors and/or authorized signatories of the company, as well as the CEO, should be authorized to register the amended articles of association with the Department of Business Development, Ministry of Commerce, and to modify and supplement the wording as necessary to comply with the Registrar's instructions.

**Voting Condition:** This agenda must be approved by a vote of not less than three quarters (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

**Agenda 12** To consider and approve the allocation of the newly issued shares of the Company to specific persons (Private Placement)

**Facts and rationales:** The company intends to increase its registered capital as detailed in Agenda 1, so it is proposed that the shareholders' meeting consider and approve the allocation of 7 ordinary shares of the company's new capital to specific persons (Private Placement), with a par value of THB 0.10 per share, to Ms. Maetinee Maneesinthop, an employee of the company who are not related persons of the company. This is a share allocation to specific persons, and the board of directors is authorized to set the offering price in accordance with the market price during the offering period, and the offering price must not be lower than the market price. The "market price" means the weighted average price for the past 7 consecutive business days but not exceeding 15 consecutive business days prior to the date of offering, as specified in the capital increase report form (F53-4) (Attachment 4)

**Board's Opinion:** Regarding to the issuance and offering of shares for additional capital, as follows:

- (1) The reason and necessity for increasing capital: The company's board of directors believes that it is necessary to offer ordinary shares for private placement to specific persons who are not related to the company to prevent any fragmentation of shares due to changes in par value of company, as well as to provide working capital for the business. The offering price must not be lower than the market price.
- (2) The feasibility of the plan for using the capital obtained from the share offering: The company will use the funds obtained from the capital increase to provide working capital for the business to all shareholders.
- (3) The expected impact on the company's business operations and financial status: There will be no impact.
- (4) The appropriateness of the offering price for the specific persons: The board of directors has considered and believes that the offering price for ordinary shares for private placement to specific investors is appropriate, as the offering price is not less than 90 percent of the market price at the time the board of directors approved the offering price. This price conforms to the criteria for setting the sale price per share for information on the issuance of ordinary shares for Increase capital to specific persons, and the board of directors believes that these persons have sufficient knowledge and understanding of the investment.



Furthermore, the board of directors certifies that they have performed their duties with honesty, integrity, and prudence in safeguarding the company's interests in relation to this capital increase. They have also carefully examined the information of Ms. Maiteenee Maneesinthop, and found that she has the potential to invest. However, if any damage occurs to the company as a result of their performance of such duties, shareholders may sue the directors instead of the company under Section 85 of the Public Company Limited Act. Additionally, if such performance results in any benefits to the directors or related persons without approval, shareholders may exercise their right to claim the benefits from the directors under Section 89/18 of the Securities and Exchange Act, B.E. 2535 (as amended).

Therefore, it is deemed necessary to propose to the shareholders' meeting for approval of the issuance and allocation of additional shares of the Company, according to the details stated above. In this regard, the Board of Directors of the Company has proposed to the shareholders' meeting for approval to authorize the person designated by the aforementioned Board of Directors, and/or the CEO to have the power to consider and carry out any necessary matters and/or matters related and/or continuous with the capital increase and allocation of newly issued ordinary shares of the Company, including but not limited to the following:

- (1) Specifying the conditions and details related to the allocation of newly issued ordinary shares, including but not limited to the period of offering for sale, the offering price, the subscription, the payment for the shares, as well as the determination of conditions and other details related to the allocation of newly issued ordinary shares.
- (2) Negotiating, signing and amending any necessary documents and contracts related and/or continuous with the capital increase and allocation of newly issued ordinary shares of the Company, including the method of allocation of newly issued ordinary shares of the Company.
- (3) Signing in any application forms for permits, requests for relief, verbal agreements, as well as any documents related to the company's capital increase and allocation of common shares for the company's capital increase, including certifying any documents related to communication, submission, and/or receipt of documents to any relevant authorities or agencies, as well as registering the company's common shares for securities registration on the stock exchange.
- (4) Making additional amendments to the method of allocating common shares for the company's capital increase, including any documents related to such allocation.
- (5) Carrying out any other necessary and/or continuous actions related to the company's capital increase and allocation of common shares for the company's capital increase to comply with any relevant laws and/or regulations.

**Voting Condition:** This agenda must be approved with no less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

**Agenda 13** To consider and approve the adjustment of par value of the Company's shares by merging the par value, from the existing par value of THB 0.10 to THB 1.00 and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the adjustment of par value by conducting a reverse stock split.

**Facts and rationales:** The consolidation of the par value per share of the company is expected to help create stability and reduce the volatility of the stock price. Therefore, it is proposed for consideration and approval at the meeting to Change in Par Value by Reverse Stock Split from the existing par value of THB 0.10 to THB 1.00 resulting in the reduction of 1,917,455,580 shares of the Company, from the existing 2,130,506,200 shares, with a par value of THB 0.10 per share, to 213,050,620 shares, with a par value of THB 1 per share. In addition, the company's articles of association will be amended the Memorandum of Association Article.4 The adjustment of par value of the Company's shares will result in the reduction of shares held by each shareholder at the ratio of 10 existing shares to 1 new share with details as follows

	Before reverse stock split Par Value THB 0.10 Per Share	Before reverse stock split Par Value THB 0.10 Per Share	After reverse stock split Par Value THB 1.00 Per Share
No. of registered shares	Ordinary share	2,130,506,200	213,050,620
	Preferred share	-	-

And amended the Memorandum of Association Article.4 to be consistent with the reduction of registered capital, as follows:

4. Registered Capital: 213,050,620.00 baht (Two hundred thirteen million fifty thousand six hundred and twenty baht)
- Ordinary shares: 213,050,620 shares (Two hundred thirteen million fifty thousand six hundred and twenty shares)
- Par value per share: THB 1.00
- Divided into
- Common shares: 213,050,620 shares (Two hundred thirteen million fifty thousand six hundred and twenty shares)
- Preferred shares: None (- shares)"

The calculation of changing the par value from 0.10 baht per share 1.00 baht per share will result in a number of shareholders who do not have enough shares to combine. The fractional shares from the calculation will be terminated. (Shareholders might consider purchasing more BSM shares or sell the remaining BSM shares so that the total shares held by shareholders are enough for the reverse stock split at the rate of 10 old ordinary shares at original par value for 1 new ordinary share at the new par value). In the calculation and rounding the fractional shares processes, the Company will assign TSD, the securities registrar, to be responsible for the said processes according to the TSD operation. Nevertheless, to retain the rights of some shareholders which may be affected by the calculation and rounding process, shareholders may purchase or sell shares (odd lot) on the stock exchange to have enough shares for the calculation and rounding process before the effective date of the

new par value. However, for shareholders who do not have enough shares to be combined and the said shares will be terminated, the Company will pay for the terminated shares at average price calculated by volume weighted average closing price of the Company's stock price 7 days prior to the AGM 1/2023, and the proceeds will be transferred to the shareholders' bank account as stated below.

#### Procedures for Requesting Compensations for Fractional Shares

##### 1. Prepare Documents

##### 1.1 Documents Confirming Shareholder's Identity as follows:

Individuals: Photo copy of ID, government official card, state enterprise employee card, or passport which is not expired on the request date

Juristic Persons: (1) photo copy of juristic person certificate issued by Department of Business Development, Ministry of Commerce or certificate of establishment of the juristic person (in case of foreign juristic person) which is issued within 6 months prior to the request date and

(2) photo copy of identity documents of authorized directors and has been certified by the authorized directors (same as documents for individuals)

##### 1.2 Photo copy of the book bank which the shareholders wish the compensations to be transferred to and the name stated on the book bank shall be the same as the shareholder All documents in 1. Shall be certified by the shareholders or authorized directors with Company stamp (if any)

##### 2. Submit the documents in 1. to the Company at 1055 Rama 3 Road, Chong Nonsi Subdistrict, Yannawa District Bangkok 10120 in person or by postal within 1 month after the date that the stock has been traded at the new par value, meaning the next business day after the first day trading with the new par value.

The Company will transfer the compensation for the fractional shares to the shareholders after the Company has reviewed the correctness of all information and documents after 1 month starting from the document received date. In case any shareholders do not request for the compensation for the fractional shares within the time limit, the Company will assume that the shareholders have waived their rights for the compensation.

**Board's Opinion:** Approve to propose the AGM2023 for approval the Change in Par Value by Reverse Stock Split from the existing par value of THB 0.10 to THB 1.00, along with amended the Memorandum of Association and to authorize the company's committee and/or the CEO to appoint the registration of the amended Articles of Association with the Department of Business Development, Ministry of Commerce, and to have the power to amend and supplement the wording in accordance with the Registrar's directive.

**Voting Condition:** This agenda must be approved with no less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

#### Agenda 14 Considering other businesses (if any)

**Facts and rationales:** The Board of Directors deemed it appropriate to propose to the AGM2023 to have other agendas for further questions and suggestions from shareholders to the Company, Directors and Management Teams. However, according to the Public Company Limited Act B.E.2535 Section 105 paragraph 2, shareholders

holding shares amounting to not less than one-thirds (1/3) of the total paid-up shares could request the Meeting to consider other matters in addition to those specified in the notice of Meeting. The Board deemed it appropriate to propose this agenda to the shareholders who desire for the Meeting to consider other businesses besides the agendas that were proposed by the Board.

**Voting:** No vote for this agenda except there is any agenda that has been proposed in the Meeting. The voting will comply with related rule and regulation for each agenda.

Due to the spread of Corona Virus Disease 2019 (COVID-19), with kind concern for the health and safety of all shareholders, meeting attendees and persons concerned and also being socially responsible. The Company would like to request cooperation from shareholders and all proxies please wear a face mask at all times in the Meeting venue.

In order to shorten the registration process of the Annual General Meeting of Shareholders, the Company would like the shareholders and/or proxy holders to bring evidence in order to present to the registration officer on the date of the meeting. In this regard, the Company will provide the stamp duties for affixing the Proxy Form at the registration point.

Please be informed accordingly.

Yours sincerely,

Mr. Anek Pichetpongsa  
Chairman of the Board

Company Secretary Office  
(Tel: +662 683 4900 Ext. 401)