



(F53-4)

Report Form for Capital Increase
BuilderSmart Public Company Limited
 24 March 2023

We, BuilderSmart Public Company Limited, hereby report the resolution of the Board of Directors' Meeting no.3/2023 dated 24 March 2023, relating to the capital decrease-increase and allotment of capital increase shares as follows:

1. Capital Decrease / Capital Increase:

Capital Decrease

The meeting of the Board of Directors passed a resolution approving to propose to the AGM2023 for consideration and approval of the decrease of registered capital by 5,463,694.70 Baht from 218,514,314.00 Baht to 213,050,619.30 Baht by cancelling registered shares that was reserved to accommodate the exercise of warrants issued which has not exercised and ended of the period, including approving an amendment of the Memorandum of Association to be in accordance with the decrease of registered capital.

Capital Increase

The meeting of the Board of Directors passed a resolution approving to propose to the AGM2023 for consideration and approval of the increase of registered capital of 0.70 Baht from 213,050,619.30 Baht (after decreasing) to 213,050,620.00 Baht by issuing newly 7 ordinary shares with the par value of Baht 0.10 per share. Details of the capital increase are as follows:

Type of capital increase	Type of securities	Number of shares	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	7	0.10	0.70
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allocation of newly issued shares:

2.1 Specify the purpose of utilizing proceeds.

A. Details of allocation

Allocated to	Number of shares	Offering price (THB/share)	Date & time of subscription and share payment	Remarks
Miss Maetinee Maneesinthop, employee of the company who is not a connected person of the company	7 shares	The Board of Directors will determine the offering price which shall not be lower than the Market Price	As determined by the Board of Directors after AGM2023 approved	Please see remark no. 1-2

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1055 Rama 3 Road, Chong Nonsi Subdistrict, Yannawa District Bangkok 10120
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www.bsmgroup.asia ; www.alloy-asia.com



Remarks:

1. The meeting of the Board of Directors no.3/2023 held on 24 March 2023 passed a resolution approving to propose to resolved the AGM2023 for consideration and approval the issuance and offering of 7 newly issued ordinary shares, with par value of 0.10 baht to specific investor (Private Placement), namely Miss Maetinee Maneesinthop,

In this regard, the determination of the offering price to specific investor (Private Placement) will be in accordance with the offering price determined by the Board of Director which is not lower than the Market Price of the Company's shares. The "Market Price" means the weighted average price of the Company's shares for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the determining date with a discount rate not exceeding 10% of the Market Price as calculated above.

Please consider the details of specific investor, relationship with the Company and the criteria in determination of the offering price per share in Information Memorandum on the Offering of Newly Issued Ordinary Shares to a Specific Investor (Private Placement).

2. Chief Executive Officer or Chief Finance Officer and/or the persons who are authorized by such person have authority to consider and take all actions necessary to, relating to and/or in connection with the capital increase and the allocation of such newly issued ordinary shares, including but not limited to the following actions.
 - 2.1 To specify conditions and details which relate to the allocation of newly issued ordinary shares, including but not limited to: whether the newly issued ordinary shares shall be allocated on one occasion, the offering period, offering price, subscription for shares, share payment method, along with exterminating any other conditions or details with respect to the allocation of the newly issued ordinary shares.
 - 2.2 To negotiate, enter into, execute and rectify relevant documents and agreement relating to and/or in connection with the capital increase of the Company and the allocation of the newly issued ordinary shares of the Company, along with considering undertaking any action in relation to the capital increase and the allocation of the newly issued ordinary shares of the Company.
 - 2.3 To sign application forms, waiver application, notice, or any instruments or documents relating to the capital increase of the Company and the allocation of the newly issued ordinary shares, including with certifying any relevant documents, contacting, filing and/or receiving documents to/from officers or representatives of any relevant organizations, and to list the newly issued ordinary shares of the Company on the Stock Exchange
 - 2.4 To rectify or amend the details of the allocation of the newly issued ordinary shares of the Company, including any documents relating to such allocation of the newly issued ordinary shares of the Company.
 - 2.5 To undertake other necessary actions relating to and/or in connection with the capital increase and the allocation of the newly issued ordinary shares of the Company in order to be in compliance with the laws and/or relevant regulations.

B. Procedure of the Company regarding Fractions of Shares

Since the capital increase and this offering of newly issued ordinary shares as Private Placement, there will not be fraction.

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3. Scheduling of the Annual General Meeting of Shareholders for the approval of the capital increase and the allocation of the newly issued shares

The AGM2023 is scheduled to be held on 27 April 2023, at 10.00 a.m. at River 1 Room, 3rd floor, Riverfront Residence SV City Tower, 912 Rama 3 Road, Bangkok. The date for determining the names of shareholders entitled to attend the AGM2023 (Record Date) will be 10 April 2023.

4. Approval for the capital increase and the allocation of newly issued shares by relevant governmental agency and conditions thereto

4.1 Registration of the decrease/increase of registered capital, amendment to the Memorandum of Association, and amendment to the paid-up capital to the Department of Business Development, Ministry of Commerce.

4.2 The Company will file the application to the SET for the approval of the listing of the newly issued ordinary shares as listed securities and trade in the mai Stock Market.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company would like to change the par value of the shares from 0.10 baht per share to 1.00 baht per share, The objective of such capital increase is preventing a fraction of shares after changing in number of shares from the change of its par value. The Company will use this money as working capital.

6. Benefits which the Company will obtain from the capital increase and allocation of newly issued shares

This capital increase will make the Company to perform according to the changing par value objective.

7. Benefits which shareholders will obtain from the capital increase and allocation of newly issued shares

7.1 Dividend Policy

The Company has the policy to distribute dividends of at least 40% of the net profit of the Company's separate financial statement after the deductions of tax, legal reserve, and other reserve (if any).

7.2 The Private Placement subscriber shall be entitled to the dividend generated from the Company's operation upon its registration with the relevant authorities (e.g., Ministry of Commerce) as the shareholder of the Company.

8. Other details necessary for shareholders to consider for approving the capital increase and allocation of newly issued shares

-None-

9. Schedule of action if the Board of Directors passes a resolution approving the capital increase/allocation of newly issued shares

No.	Procedures	Date / Month / Year
1.	The meeting of the Board of Directors of the Company no.3/2023	24 March 2023
2.	Determining the shareholders having right to attend the AGM2023 (Record Date)	10 April 2023
3.	The AGM2023	27 April 2023
4.	Registering the resolution of the shareholders' meeting regarding the capital increase and other relevant matters with the Ministry of Commerce	Within 14 days from the date of the approval by shareholders
5.	The offering and allotment of newly issued ordinary shares to specific	After obtaining the approval from the

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No.	Procedures	Date / Month / Year
	investor (Private Placement)	SEC
6.	Registering the increase of paid-up capital from the specific investor and other relevant matters with the Ministry of Commerce	Within 14 days from the date the Company receives the payment for newly issued ordinary shares

The Company hereby certifies that the information contained in this report form is accurate and complete in all respects.

Please be informed accordingly.

(Company's Seal)

Mr.Suresh Kumar John Subramaniam
Authorized Director

Mr.Sunchai Nuengsit
Authorized Director

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