

Criteria for Agenda Proposition and Nomination of Candidate for Directorship for  
The Annual General Meeting of Shareholders 2023

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**Objective**

The Board of Directors of BuilderSmart Public Company Limited ("the Company") realised the importance of the rights of shareholders and the equitable treatment of shareholders according to good corporate governance policy. Therefore, the rules and regulations have been set up to facilitate the Company's shareholders to propose the agenda(s) for Annual General Meeting of Shareholders 2023 and to propose a candidate for directorship of the Company in advance from now until February 15, 2023.

**Criteria and procedures**

**1. Shareholder's Criteria**

The shareholders who have the rights to propose the agenda(s) of Annual General Meeting of Shareholders 2021 and/or to propose a candidate for directorship must be the Company's shareholders which can be an individual shareholder or as a group, holding minimum shares of at least 5 percent of the total shares eligible for voting of the Company from the proposed date until the end of the proposition period, February 15, 2023.

Individual shareholder or group is/are able to propose more than one agenda but able to propose only one candidate for directorship.

**2. Supporting Documents for Consideration**

The shareholder must prepare and submit documents for consideration, with the following details;

**2.1 Proof of identity**

In case of individual

- Copy of I.D. card or
- Copy of passport or
- Alien leaf in case of foreigner or
- Copy of officer ID card or
- Copy of state-owned enterprise employee card
- Copy of driving license which are not expired yet with certified true copy

In case of juristic person: - a certified true copy of the Company Certificate not exceed 3 months and certified I.D. card or passport (in case of foreigner) of the authorized director(s). In case of foreign juristic entity, notary public certification is also required.

In case of name title, name, or surname has been change, a copy proof must be attached with certified true copy.

## 2.2 Evidences of shareholding

Certificate issued by a securities company or other evidences issued by Thailand Securities Depository Co., Ltd or Stock Exchange of Thailand or Custodian or certify share certificate which show the proportion of shareholding according to clause no.1 with certified true copy.

2.3 Qualified shareholders with completed documents as per clause no.2.1 and 2.2. must fill in name, address, and phone number on the forms:

- (1) Form 1. Agenda Proposal Form or
- (2) Form 2. Director Nomination Form

Shareholders can download the said form at [www.bsmgroup.asia](http://www.bsmgroup.asia) which one form is used to proposed one agenda or one candidate for directorship only, depending on the purpose of the form. For proposal of more than one agenda, please submit separate form for each proposed agenda.

In case of combined shareholders proposing agenda(s) or candidate(s) for directorship, each shareholder must complete the form provided with signed and certified true copy and empower the one of combined shareholders to contact with the Company and count empowers' person concern as the contact to the combined shareholders.

2.4 For proposing a candidate for directorship, shareholders must prepare additional documents as follow:

- (1) Documents for consideration of candidate for directorship include personal information, education, work experiences, and training experiences
- (2) Evidence of consent from the candidate for directorship
- (3) Assure from the candidate of having no forbidden characteristics and is qualified according to the law and related regulations such as Securities and Exchange Act, Limited Public Company Act, Notification of Securities and Exchange Commission, Stock Exchange of Thailand Notification, Notification of the Capital Market ,Company's rules and regulations, the principle of good corporate governance of the Company
- (4) Other information of candidate which aid the consideration process such as facts, reasons, concerns and other necessary information

## 3. The Matters Considered for the Inclusion of the proposed Agenda(s) and Proposal of the Candidate for Directorship

### 3.1 In case of Agenda Proposal

- (1) Company's secretary will take consideration before propose to Board of Directors
- (2) Matters not to be included as an agenda:
  - a. The matter proposed not qualified as per clause 1. and 2.
  - b. Matters concerning normal operation of the Company which shareholders can not reasonable state the matters of inclusion of the proposed agenda(s)
  - c. Matters which are out of the Company's authority
  - d. Matters that have been already handled by the Company

### **BuilderSmart Public Company Limited**

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[www.bsmgroup.asia](http://www.bsmgroup.asia) ; [www.alloy-asia.com](http://www.alloy-asia.com)

- e. Matters which the shareholder had given is incomplete or incorrect or not within proposed period
  - f. Matters which are not in accordance with Company's objectives, Company's Articles of Association, Company's policy or the notification of the government or any organizations concerned with Company's operation
  - g. Matters which are for the benefits of any particular group of people or may cause significant overall damage to the shareholders or Board of Directors concern not to include as agenda
  - h. Other matters that set by Notification of the Capital Market
- (3) In case the Board of Directors consider not include the proposed agenda, the Company's secretary will promptly notify the shareholders
- (4) In case, the Board of Directors considers add agenda proposed by the shareholders, it will added in the Annual General Meeting of Shareholders invitation form.

### 3.2 In case of propose the candidate for directorship

- (1) Company's secretary will take consideration before propose to the Nomination and Remuneration Committee or Board of Directors (case by case) to consider the quality and appropriateness of the candidate
- (2) In case Nomination and Remuneration Committee consider that the candidate is qualified and appropriate, the Nomination and Remuneration Committee will propose to the Board of Directors for further consideration
- (3) In case the Nomination and Remuneration Committee or the Board of Directors (case by case) consider that the candidate is unqualified and inappropriate, the Company's secretary will promptly notify the shareholders
- (4) In case the Board of Directors considers that the candidate is qualified and appropriate, the Company will include the candidate's information in the invitation of the Annual General Meeting of Shareholders

## 4. Channel

The shareholders shall complete Form 1. Agenda Proposal Form or Form 2. Director Nomination Form attach with required documents and submit to the Company within February 15, 2023 by hand or by registered mail. Company's address as below;

To Company Secretary  
BuilderSmart Public Company Limited  
905/7 Rama III Soi 51, Rama III Rd., Bangpongpan, Yannawa,  
Bangkok 10120

### **BuilderSmart Public Company Limited**

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[www.bsmgroup.asia](http://www.bsmgroup.asia) ; [www.alloy-asia.com](http://www.alloy-asia.com)

Although, Shareholders can send an unofficial documents by email address at [vichuta@buildersmart.com](mailto:vichuta@buildersmart.com) before sending the official one.

**5. Submitting Period**

The submitting period of Form 1. Agenda Proposal Form and Form 2. Director Nomination Form is from now until February 15, 2023.