



Annual General Shareholders' Meeting 2012

Of

BuilderSmart Public Company Limited

Tuesday, 24 April 2011 at 9.30 a.m.

At 33rd Floor, the Auditorium Room,

The Supalai Grand Tower ,

Rama III Road, Bangkok

BuilderSmart Public Company Limited

บริษัท บิวเดอสมาร์ท จำกัด (มหาชน)



10 April 2012

Subject: Invitation to the Annual General Shareholders' Meeting of BuilderSmart Public Company Limited for the year 2012

Attn: All Shareholders

Attachments:

1. Copy of Minutes of the Annual General Shareholders' Meeting 2011
2. The 2011 Annual Report.
3. Proxy Form A
4. Proxy Form B
5. Map of The Supalai Grand Tower

BuilderSmart Public Company Limited (the "Company") would like to invite you to attend the Annual General Shareholders' Meeting for the year 2012 on Tuesday, 24 April 2012 at 9.30 a.m. at 33rd Floor, the Auditorium Room, The Supalai Grand Tower, Rama III Road, Bangkok (Attachment 5) for considering the following matters:

Agenda 1 Consideration and approval of minutes of the Annual General Shareholders' Meeting 2011.

Background and rationale: The Annual General Shareholders' Meeting No. 2011 was held on Thursday, 28th April 2011. A copy of the minutes thereof is attached hereto. (Attachment 1)

The Board's opinion : Upon reviewing the minutes, the Board found that the minutes of the Annual General Shareholders' Meeting No. 2011 held on Thursday, 28th April 2011 were duly recorded in full as appearing in the document attached hereto (Attachment 1). The Board, therefore, deems it appropriate to certify such minutes.

Agenda 2 Acknowledgement for the Company's Yearly Performance for the year 2011.

Background and rationale: In Compliance with the Public Company Limited Act B.E. 2535 and the Company's Articles of Association which prescribe that the Board are responsible for report the Company's Yearly Performance for the year 2011 and propose to the Annual General Shareholders' Meeting to acknowledge. Report on the Company Yearly Performance for the year 2011 were recorded in the 2011 Annual Report (Attachment 2) furnished to all shareholders together with this invitation.

The Board's opinion: Upon thoroughly considering the matter, the Board found it appropriate for the Meeting to acknowledge the report on the Company Yearly Action Plan for the year 2011. The details appear in the 2011 Annual Report of the Company (Attachment 2).

Agenda 3 Consideration and approval for the Financial Statement of the Company and its Subsidiaries and Auditor Report for the year 2011.

Background and rationale : In compliance with the Public Company Limited Act B.E.2535 and the Company's Articles of Association which prescribe that the Board are responsible for preparation of the Company's Financial Statement at the end of the fiscal year and propose to the Annual General Shareholders' Meeting for consideration and approval.

The Board's opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to approve the Financial Statement of the company and its subsidiaries and Auditor Report for the year 2011 which had already been approved by the Audit Committee and audited and certified by the Company's Auditor. The details appear in the 2011 Annual Report of the Company (Attachment 2).

Agenda 4 Consideration and approval of cancellation the allocation of profit for the year 2011 as legal reserve and approval to omit dividend payment.

Background and rationale : In compliance with the Public Company Limited Act B.E.2535 and the Company's Articles of Association which prescribe that the Company must appropriate no less than 5% of the annual net profit (less retained losses carried over) to the legal reserves account until the aggregate of the legal reserves is no less than 10% of the registered capital and propose to the Annual General Shareholders' Meeting for consideration and approval.

The Board's opinion: Company agreed to propose to the Annual General Shareholders' Meeting for approval of cancellation the allocation of profit as legal reserve due to net loss for the year 2011 and approval of omit dividend payment due to the Company still has retained loss on its balance sheet as at December 31, 2011, hence, the Company cannot pay dividend to shareholders.

Agenda 5 Consideration and Approval of election of Directors replacing those retiring by rotation and determining Directors' remuneration.

Background and rationale: According to the Company's Articles of Association which prescribe that at every Annual General Shareholders' Meeting, one-third (1/3) of the directors shall retire from the office. A retiring director is eligible for re-election. This year the directors retiring by rotation are as follow:

1. Mr. Suresh Subramaniam
2. Mr. Sunchai Nuengsit
3. Dr. Theerathon Tharachai

The Board's opinion : The Board, not including interested directors, agree to reappoint of the following directors who retired by rotation to serve their duties another term, namely :

1. Mr. Suresh Subramaniam
2. Mr. Sunchai Nuengsit
3. Dr. Theerathon Tharachai

The Board believes that the said persons possess all qualifications outlined in the Public Company Limited Act B.E. 2535 and whose appointments do not run contrary to the regulations of the SEC.

Additionally, the experience, knowledge and capability of the said persons are in line with the Company's requirement.

For the remuneration to the Directors for the year 2012 the board agreed to propose to the Annual General Shareholders' Meeting for approval of the remuneration to the Directors and Members of the Audit Committee as maintained as the same as previous year as follows:

- Remuneration to the Chairman of the Board and Chairman of the Audit Committee as 25,000 Baht per meeting.
- Remuneration to the Directors and members of the Audit Committees as 20,000 Baht per meeting.

The said remuneration amount was effective since January 1, 2012 onward, until there is any changes derive from Shareholders' Meeting resolution.

Agenda 6 Consideration and Approval for the appointment of the external auditors and set its remuneration for the year 2012.

Background and rationale: In compliance with the Public Company Limited Act B.E.2535 and the Company's Articles of Association which prescribe that the Annual General Shareholders' Meeting responsible for consideration and appointment of the Auditor and its remuneration every years.

The Board's opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to appoint Mr. Atipong Atipongsakul, Certified Public Accountant Registration No. 3500 or Mr. Sathien Vongsnan, Certified Public Accountant Registration No. 3495 or Mr. Vichai Ruchitanont, Certified Public Accountant Registration No. 4054 or Ms. Kultida Pasurakul, Certified Public Accountant Registration No. 5946, ANS Audit Company Limited as the auditors of the company for the 2012 financial year because the said company possess all qualifications by the regulations of the SEC. The said audited firm never be the auditor the Company or its Subsidiaries. The audit fees are not exceeding Baht 440,000.

Agenda 7 Others (if any).

The Board's opinion: Board of Directors found it appropriate to propose this agenda to the Annual General Shareholders' meeting for any queries and all suggestions.

The Company will set the record date for the right of shareholders to attend the Annual General Shareholders' Meeting for the year 2012 on Monday, March 12, 2012 and the names of shareholders will be compiled by closing the company's shareholders register book, by the section 225 in Securities and Exchange Act, on Tuesday, March 13, 2012.

Any shareholders who wish to appoint a proxy to attend the Meeting and vote on his/her behalf at the meeting is kindly request to complete a proxy form A (Attachment 3) including the copy of identification and submit the completed form at the Meeting and any shareholders who wish to appoint an Independent Director to be a proxy to attend the Meeting and vote on his/her behalf at the meeting is kindly requested to complete a proxy form B (Attachment 4) including the copy of identification and send the completed from to the Company's Secretary within Tuesday, 17 April 2012.

Company also provide the stamp duty of Baht 20 in order to affix to the proxy and kindly Attend the meeting at the date, time and place mentioned above. The shareholders are able to register their attendance as from 8.30 a.m.

Please be informed accordingly.

Sincerely yours,

(Mr. Suresh Subramaniam)
Chief Executive Officer

The Company's Secretary
Tel 0-2683-4900 ext. 408

Duty
Stamp
20 Baht

PROXY FORM A

Attachment 3

Made at.....

Date..... month.....year.....

(1) I/We.....nationality.....residing at.....
Road.....Tumbon/Kwaeng.....Amphoe/Khet.....
Province.....Postal Code.....

(2) I/We am/are a shareholder of BuilderSmart Public Company Limited,
Holding the ordinary shares in the amount ofshares and the total
number of votes for which I/we am/are entitled to cast is.....votes.

(3) I/We hereby appoint

(1).....Age.....year, residing at.....
Road.....Tumbon/Kwaeng.....Amphoe/Khet.....
Province.....Postal Code.....

As my/our Proxy to attend and vote on my/our behalf at the 2012 Annual General
Shareholders' Meeting to be held on Tuesday, 24 April 2012 at 9.30 a.m. at the
Auditorium room, 33rd Floor, The Supalai Grand Tower, Rama III Road, Bangkok or on
such other date and at such other place as may be adjourned or changed.

Any action taken by the Proxy at the meeting shall be deemed as being done by
me/us in all respects.

Signature..... The Grantor
(.....)

Signature..... The Proxy
(.....)

Note A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the
vote on its behalf and the number of shares held by such a shareholder may not be split for more than one
proxy in order to separate the votes.

Duty
Stamp
20 Baht

PROXY FORM B

Attachment 4

Made at.....

Date month.....year.....

(1) I/We.....nationality.....residing at.....
Road.....Tumbon/Kwaeng.....Amphoe/Khet.....
Province.....Postal Code..... .

(2) I/We am/are a shareholder of BuilderSmart Public Company Limited,
Holding the ordinary shares in the amount ofshares and the total
number of votes for which I/we am/are entitled to cast is.....votes.

(3) I/We hereby appoint

(1) Mr. Mark David Remijan, The Audit Committee of BuilderSmart Public
Company Limited, residing at 905/7 Rama III Soi 51, Bangpongpan, Yannawa,
Bangkok, 10120.

As my/our Proxy to attend and vote on my/our behalf at the 2012 Annual General
Shareholders' Meeting to be held on Tuesday, 24 April 2012 at 9.30 a.m. at the
Auditorium room, 33rd Floor, The Supalai Grand Tower, Rama III Road, Bangkok or on
such other date and at such other place as may be adjourned or changed.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in
all respects.

Signature The Grantor

(.....)

Signature The Proxy

(.....)

Note A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast
the vote on its behalf and the number of shares held by such a shareholder may not be split for
more than one proxy in order to separate the votes.