

INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF 2017

on Friday, April 28, 2017, at 2.00 p.m.
at the Auditorium Room, 33rd Floor,
the Supalai Grand Tower, Rama III Road, Bangkok

MOVING FORWARD



BuilderSmart®

บริษัท บิวเดอร์สแมร์ท จำกัด (มหาชน)
BUILDERSMART PUBLIC COMPANY LIMITED

April 1, 2017

Subject: Invitation to the Annual General Meeting of Shareholders of BuilderSmart Public Company Limited for the Year 2017

To: Shareholders

Enclosures:

1. A copy of the minutes of the Annual General Meeting of Shareholders for the Year 2016 (document for consideration of Agenda 1)
2. Annual Report for the Year 2016 and the Financial Statements for the fiscal year ended December 31, 2016 (document for consideration of Agenda 3)
3. Profiles of the nominated directors to be elected to replace the directors who retire by rotation (document for consideration of Agenda 6)
4. Evidence of meeting eligibility
5. List of the Independent Director proposed by the Company to serve as a proxy for shareholders
6. The Company's Articles of Association relating to shareholders' meeting
7. Proxy Form A and Form B
8. Map of the Supalai Grand Tower

BuilderSmart Public Company Limited (the "Company") will convene the Annual General Meeting of Shareholders for the Year 2017 on Friday, April 28, 2017, at 2.00 p.m. at the Auditorium Room, 33rd Floor, the Supalai Grand Tower, Rama III Road, Bangkok (map appeared in Enclosure No.8) to consider the following Agenda:

Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the Year 2016

Facts and rationales: The Annual General Meeting of Shareholders for the Year 2016 was held on Thursday, April 28, 2016, the minutes of which shall be proposed to the shareholders' meeting for consideration and adoption.

BuilderSmart Public Company Limited

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Board of Directors' opinion : The Board of Directors considered and is of the opinion that the minutes of the Annual General Meeting of Shareholders for the Year 2016 held on Thursday, April 28, 2016 were true, and duly and completely recorded. The Board of Directors, therefore, deemed it appropriate to propose such minutes to the shareholders' meeting for adoption, whereby the Company has delivered copies of such minutes to the shareholders together with this Invitation for consideration (Enclosure No. 1).

Voting: This Agenda shall be passed by the majority votes of the shareholders attending the meeting and casting vote.

Agenda 2 To acknowledge the Company's performance for the Year 2016 and Business plan for the year 2017

Facts and rationales: In compliance with the Public Company Limited Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribe that the Board of Directors shall report the Company's performance of the previous year to the shareholders for acknowledgement at every annual general meeting of shareholders.

Board of Directors' opinion: The Board of Directors deemed it appropriate that the shareholders' meeting shall acknowledge the report on the Company's performance for the Year 2016, whereby the Company has delivered copies of the Annual Report for the Year 2016 to the shareholders together with this Invitation for consideration (Enclosure No. 2).

Voting: This Agenda requires no vote casting as the Agenda is for acknowledgement.

Agenda 3 To consider and approve the Financial Statements of the Company and its subsidiaries for the fiscal year ended December 31, 2016 and to acknowledge the report of the auditors

Facts and rationales: In compliance with the Public Company Limited Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribe that the Board of Directors shall prepare the Financial Statements at the end of the fiscal year of the Company and its subsidiaries, and propose to the Annual General Meeting of Shareholders for consideration and approval of the Financial Statements.

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Board of Directors' opinion: The Board of Directors deemed it appropriate that the Annual General Meeting of Shareholders shall approve the Financial Statements of the Company and its subsidiaries for the fiscal year ended December 31, 2016, which had been considered by the Audit Committee, the Board of Directors and were audited and certified by the Company's Auditors. Details of which appear in the Annual Report for the Year 2016 which was delivered to the shareholders together with this Invitation for consideration (Enclosure No. 2).

Voting: This Agenda shall be passed by the majority votes of the shareholders attending the meeting and casting vote.

Agenda 4 To consider and approve the appropriation of the net profit from the operating results for the Year 2016 as legal reserve

Facts and rationales: In compliance with the Public Company Limited Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribe that the Company shall appropriate the annual net profit of not less than 5 percent less retained losses carried forward (if any) as legal reserve until the legal reserve is not less than 10 percent of the registered capital, whereby this Agenda shall be proposed to the Annual General Meeting of Shareholders for consideration and approval.

Board of Directors' opinion: The Board of Directors passed the resolution that the Annual General Meeting of Shareholders should approve the appropriateness of the net profit for the Year 2016 in the amount of Baht 1,138,643.94 or equivalent to 5.00 percent of the net profit as legal reserve.

Voting: This Agenda shall be passed by the majority votes of the shareholders attending the meeting and casting vote.

- Agenda 5 To consider and approve the suspension of the dividend payment from the operating results for the year 2016

Facts and rationales: In compliance with the Public Company Limited Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribe that the Board of Directors 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.

Board of Directors' opinion: The Board of Directors deemed it appropriate that the Annual General Meeting of Shareholders shall approve suspend the dividend payment for the Company's performance in 2016 as Company suffered losses according to Consolidated Financial Statement.

Voting: This Agenda shall be passed by the majority votes of the shareholders attending the meeting and casting vote.

- Agenda 6 To consider and approve the election of directors in place of the directors who retire by rotation

Facts and rationales: In compliance with the Public Company Limited Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribe that 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. At the Annual General Meeting of Shareholders for the Year 2016, the directors who retire by rotation are as follows:

1. Mr. Sunchai Nuengsit : Vice Chairman of the Board
2. Dr. Theerathon Tharachai : Audit Committee / Independent Director

Board of Directors' opinion: The Board of Directors, excluding those who have conflict of interest, passed the resolution to approve to propose to the Annual General Meeting of Shareholders to appoint such directors who retire by rotation to serve their offices and to hold other position(s) for another term, since the Board of Directors viewed that the said persons

possess all qualifications pursuant to the Public Company Limited Act B.E. 2535 (1992) (as amended) and do not have prohibited characteristics of being the Company's directors as ruled by the Office of the Securities and Exchange Commission (the "Office of the SEC"), and other relevant regulatory. Additionally, the qualification, knowledge, capability and experience of the said persons are in line with the Company's requirement.

Voting: This Agenda shall be passed by the majority votes of the shareholders attending the meeting and casting vote.

Agenda 7 To consider and approve the determination of the remuneration of the directors and audit committee for the Year 2017

Facts and rationales: Pursuant to the Public Company Limited Act B.E. 2535 (1992) (as amended), the Company is prohibited to pay cash or give any remuneration to the directors, except a payment of remuneration under the Company's Articles of Association. And the Company's Articles of Association prescribes that the Company's directors are entitled to remuneration from the Company according to the consideration and approval resolution by the shareholder's meeting which may determine the directors' remuneration, 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.

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval of the remuneration to the directors for the Year 2017 which are the same as the previous year as follows:

Remuneration of the directors and the audit committee per meeting

- | | |
|---|-------------|
| - Chairman of the Board of Directors and
Chairman of the Audit Committee | Baht 25,000 |
| - Directors and Members of the Audit Committee | Baht 20,000 |

Besides, the Board of Directors would like to propose to the Annual General Meeting of Shareholders for consideration and approval the scheme of bonus for the Year 2017 to be paid to the directors as below scheme.

1. Directors will consider the payment of bonuses when the performance of the company (Consolidated) has net profit.
2. Bonus amount will designed by the BOD but not over 5% of profit and not exceeding 2.0 MB per year.
3. Chairman of the Board of Directors is authorized to allocate such bonus to each director.

Voting: This Agenda shall be passed by the votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Agenda 8 To consider and approve the appointment of the auditors and the determination of the audit fee for the Year 2017

Facts and rationales: In compliance with the Public Company Limited Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribe that at every annual general meeting of shareholders, the Company shall appoint the auditors and determine the audit fee of the Company.

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders for consideration and appointment the followings:

Mr. Atipong Atipongsakul	CPA Registration No. 3500; or
Mr. Sathien Vongsnan	CPA Registration No. 3495; or
Mr. Vichai Ruchitanont	CPA Registration No. 4054; or
Ms. Kultida Pasurakul	CPA Registration No. 5946 or
Mr. Yuttapong Chuamuangpan	CPA Registration No. 9445

From ANS Audit Company Limited as the auditors of the Company for the Year 2017 as considered and deemed appropriate by the Audit Committee since the said auditors are qualified as per requirement of the Office of the SEC. The said audit firm has been engaged as the auditors of the Company and its subsidiaries for 5 year. The audit fee is determined to be in the amount of not exceeding Baht 1,500,000, divided into Baht 990,000 as the Company's audit fee and Baht 510,000 as the audit fee for the group of the Company.

(In Baht)			
Audited Financial Statement	2015	2016	2017 (proposed)
Builder Smart Public Company Limited & Consolidation	220,000	330,000	366,000
Install Direct Company Limited	95,000	65,000	25,000
Door & Window (Asia) Company Limited	140,000	85,000	93,500
BuilderSmart Construction Systems Private Limited	30,000	-	-
Building Bling Company Limited	45,000	45,000	20,000
Sansara Development Company Limited		40,000	80,000
Sansara Lifestyle Service Company Limited		20,000	20,000
Total	530,000	585,000	604,500
Review Financial Statement			
Builder Smart Public Company Limited & Consolidation	570,000	570,000	624,000
Install Direct Company Limited		30,000	30,000
Door & Window (Asia) Company Limited		165,000	181,500
Sansara Development Company Limited			60,000
Total	570,000	765,000	895,500
Grand Total	1,100,000	1,350,000	1,500,000
Builder Smart Public Company Limited (Company only)	790,000	900,000	990,000

Voting: This Agenda shall be passed by the majority votes of the shareholders attending the meeting and casting vote.

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Agenda9 Other business (if any)

The Company, therefore, would like to invite the shareholders to attend the meeting on the date, at the time and place as described above. In the case that you are unable to attend the meeting and wish to appoint other person or appoint one of the Independent Director proposed by the Company to serve as a proxy (Enclosure No. 5) to attend the meeting and cast vote in this meeting on your behalf, please fill in and sign the Proxy Form A or Form B (either one only) (Enclosure No. 7), attach a copy of certified identification card according to the

Evidence of meeting eligibility (Enclosure No. 4) and have a proxy holder bring along on the date of the meeting or deliver to the Company Secretary within, Friday April 21, 2017.

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 Forms at the registration point. The shareholders and/or proxy holders may register their attendance and verify proxy documents from 1.00 pm. onwards.

Please be informed accordingly.

Yours sincerely,



Mr. Sunchai Nuengsit

Chief Executive Officer

Company Secretary Office (Tel: +662 683 4900 Ext. 408)

(Translation)

Minutes of the Annual General Meeting of Shareholders for the Year 2016

of

BuilderSmart Public Company Limited

Date, Time and Place

The Meeting was held on Thursday, April 28, 2016, at 2.00 p.m. at the Auditorium Room, 33rd Floor, the Supalai Grand Tower, Rama III Road, Bangkok.

Directors Attending the Meeting

There were 7 directors from the total number of 8 directors attending the Annual General Meeting of Shareholders for the Year 2016. Names of the directors attending the Meeting were as follows:

- | | |
|------------------------------------|--|
| 1. Mr. Suresh Subramaniam | Chairman of the Board / Chief Executive Officer |
| 2. Mr. Sunchai Nuengsit | Vice Chairman of the Board / Managing Director |
| 3. Mr. Mark David Remijan | Chairman of the Audit Committee / Independent Director |
| 4. Mr. Anek Pichetpongsa | Director |
| 5. Mr. Theerathon Tharachai | Audit Committee / Independent Director |
| 6. Mr. Yang Shiun Moh | Director |
| 7. Mr. Christopher John Cartwright | Director |

The director who did not attend the Meeting was Ms. Thitiya Wongchirachai, Audit Committee / Independent Director, due to personal engagement.

Executives Attending the Meeting

There were 2 executives attending the Annual General Meeting of Shareholders for the Year 2016. Names of the executives attending the Meeting were as follows:

- | | |
|----------------------------------|--|
| 1. Miss Phansachol Kusolputchong | Company Secretary and Finance & Treasury Manager |
| 2. Miss Patcharee Koecharoen | Financial Controller & Account Manager |

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Preliminary Proceedings

The Company introduced each of the Board of Directors and executives, the auditors from ANS Audit Company Limited, the legal advisors from LS Horizon Limited, the financial advisors from Asset Pro Management Co., Ltd., and the independent financial advisors from DS Prudential Management Co., Ltd., who attended the Meeting today to answer the queries from the shareholders. After that, the Company informed the agenda, required voting for each agenda, voting methods, vote counting method, and announcement method of the voting result of each agenda to the shareholders prior to the commencement of the Meeting.

Commencement of the Meeting

Mr. Suresh Subramaniam, Chairman of the Board, acting as the Chairman of the Meeting (the “Chairman”) welcomed the shareholders and proxy holders and informed the Meeting that at present, there were 31 shareholders attending the Meeting in person, holding shares in the total number of 326,097,699 shares, and 24 shareholders attending the Meeting by proxy, holding shares in the total number of 456,477,486 shares, totaling to the number of 55 shareholders attending the Meeting in person and by proxy, holding shares in the total of 782,575,185 shares, representing 55 percent of the total issued shares in the number of 1,417,404,122 shares, thereby constituting a quorum according to the law and the Articles of Association of the Company. Thus, the Chairman declared the Meeting opened and delegated Mr. Sunchai Nuengsit, Vice Chairman of the Board, (the “Meeting Conductor”) to conduct the Meeting. The Meeting Conductor therefore commenced the Meeting according to the agenda as follows:

Agenda 1 : To consider and adopt the minutes of the Annual General Meeting of Shareholders for the Year 2015

The Meeting Conductor proposed to the Shareholders’ Meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders for the Year 2015 which was held on April 23, 2015, whereby the Company has delivered copies of such minutes to the shareholders together with the Invitation to this Meeting.

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the majority votes of the shareholders attending the Meeting and casting their votes.

After that, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting

Conductor asked the Meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders for the Year 2015 as proposed.

Resolution The Meeting considered and resolved to adopt the minutes of the Annual General Meeting of Shareholders for the Year 2015, which was held on April 23, 2015, that were true, and duly and completely recorded.

The aforesaid resolution was resolved with the unanimous votes of the shareholders attending the Meeting and casting their votes as follows:

<u>Adopted by</u>	782,575,185 votes equivalent to 100 percent
<u>Not adopted by</u>	0 votes equivalent to 0 percent
<u>Total of</u>	782,575,185 votes equivalent to 100 percent
<u>Abstained by</u>	0 votes not constituted as vote

Agenda 2 : To acknowledge the Board of Directors' report regarding the Company's performance for the Year 2015

The Meeting Conductor informed the Meeting that in compliance with the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribe that the Board of Directors shall report the Company's performance of the previous year to the shareholders for acknowledgement at every annual general meeting of shareholders. In this regard, the Company has delivered the Annual Report for the Year 2015 to the shareholders together with the Invitation to this Meeting.

The Meeting Conductor reported the performance of the Company and the group companies for the Year 2015 by comparing to that of the Year 2014, details of which are as follows:

Results for the company,

BUILDERSMART Smart Limited (Public): sales increased by 6% (from 418.3 million Baht to 444.3 million baht) but net profit decreased by 43% (from 21.3 million Baht to 12.1 million Baht) because the company hiring the executive level to accommodate future growth, the company has costs continuing to invest in new business of the Company

Install Direct Co.Ltd: sales decreased by 10% (from 56.2 million baht to 47.6 billion baht) and net loss decreased from 1.4 million baht to 0.7 million baht because they are more selective in works which can generation income from installation work.

D & W (Asia) Limited: sales increased by 6% (from 98.0 million baht to 104.3 billion baht), profit decreased from 2.7 million baht to 0.2 million baht due to higher R&D cost for export product.

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The financial results of the Group

BUILDERSMART Group sales increased by 10% (from 507.8 million baht to 557.7 million baht), net profit decreased from 24.5 million baht to 14.6 million baht. Revenue of the group company had come from main 3 products i.e. Wall & Ceiling Systems, High – Performance Doors & Windows, Aluminium for Interiors. The other revenue is from installation work.

Revenue structure

Revenues	2015		2016		% changes
	Sale	Revenues	Sale	Revenues	
	(MB)	%	(MB)	%	
Wall & Ceiling Systems	214.15	38%	193.54	38%	10.65%
High – Performance Doors & Windows	105.06	19%	104.47	21%	0.56%
Aluminium for Interiors	212.17	38%	179.26	35%	18.36%
installation work	26.33	5%	30.49	6%	(13.64%)
Total Revenues	557.71	100%	507.76	100%	9.84%

Capital Structure

Debt/Equity Ratio (D/E Ratio) improved from 0.93 times to 0.80 times. Shareholders Equity increased from 184.4 million baht to 212 million baht. Total liabilities was decreased due to debt structuring for the future growth.

The Meeting Conductor informed the Meeting that this Agenda required no vote casting, as it was for acknowledgement.

After that, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda and as this Agenda was for acknowledgement, the Meeting Conductor continued with the following agenda.

Resolution The Meeting considered and acknowledged the report of the Company's performance for the Year 2015.

This Agenda required no vote casting by the Shareholders' Meeting.

Agenda 3 : To consider and approve the Financial Statements of the Company and its subsidiaries for the fiscal year ended December 31, 2015 and to acknowledge the report of the auditors

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The Meeting Conductor informed the Meeting that in compliance with the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribed that the Board of Directors shall prepare the Financial Statements at the end of the fiscal year of the Company and its subsidiaries, and propose to the Annual General Meeting of Shareholders for consideration and approval. The Financial Statements of the Company and its subsidiaries for the fiscal year ended December 31, 2015 had been considered by the Audit Committee, the Board of Directors and were audited and certified by the Company's auditors. Details of which appeared in the Annual Report for the Year 2015 which was delivered to the shareholders together with the Invitation to this Meeting.

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the majority votes of the shareholders attending the Meeting and casting their votes.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. In this regard, there were shareholders asking various questions which can be summarized as follows:

[Mr. Chatchai Ngarmwipas] (a representative from the Thai Investors Association) asked the following questions which can be summarized as follows:

Question No. 1 : Whether the Company had any anti-corruption policy or any good corporate governance principal and whether there was any possibility to participate in the Private Sector Collective Action Coalition against Corruption with the IOD.

Question No. 2 : From the Financial Statements of the Company during the past 2-3 years and in 2015, the Company continuously had high selling and administrative expenses. In this regard, whether the Company had any policy to control the selling and administrative expenses and how.

The Meeting Conductor answered the questions which can be summarized as follows:

Answer to Question No. 1 : The Meeting Conductor would answer this question in Other Business agenda.

Answer to Question No. 2 : The Company controlled expenses by setting budget, estimated revenue and expenses from the beginning of the year and there was an assessment followed up every month.

After that, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the Financial Statements of the Company and its subsidiaries for the fiscal year ended December 31, 2015 and acknowledge the report of the auditors as proposed.

Resolution The Meeting considered and resolved to approve the Financial Statements of the Company and its subsidiaries for the fiscal year ended December 31, 2015 and acknowledged the report of the auditors.

The aforesaid resolution was resolved with the unanimous votes of the shareholders attending the Meeting and casting their votes as follows:

Approved by 782,576,057 votes equivalent to 100 percent

Disapproved by 0 votes equivalent to 0 percent

Total of 782,576,057 votes equivalent to 100 percent

Abstained by 0 votes not constituted as vote

Agenda 4 : To consider and approve the appropriation of the net profit from the operating results for the Year 2015 as legal reserve

The Meeting Conductor informed the Meeting that in compliance with the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribed that the Company shall appropriate the annual net profit of not less than 5 percent less retained losses carried forward (if any) as legal reserve until the legal reserve is not less than 10 percent of the registered capital, whereby this Agenda shall be proposed to the Annual General Meeting of Shareholders for consideration and approval.

The Board of Directors had passed the resolution to propose to the Annual General Meeting of Shareholders for consideration and approval of the appropriation of the net profit for the Year 2015 in the amount of Baht 606,382.33 or equivalent to 5 percent of the net profit as legal reserve.

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the majority votes of the shareholders attending the Meeting and casting their votes.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the appropriation of the net profit as legal reserve from the operating results for the Year 2015 as proposed.

Resolution The Meeting considered and resolved to approve the appropriation of the net profit from the operating results for the Year 2015 as legal reserve as proposed by the Board of Directors.

The aforesaid resolution was resolved with the unanimous votes of the shareholders attending the Meeting and casting their votes as follows:

<u>Approved by</u>	782,576,057 votes equivalent to 100 percent
<u>Disapproved by</u>	0 votes equivalent to 0 percent
<u>Total of</u>	782,576,057 votes equivalent to 100 percent
<u>Abstained by</u>	0 votes not constituted as vote

Agenda 5 : To consider and approve the dividend payment from the operating results for the Year 2015

The Meeting Conductor informed the Meeting that in compliance with the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribed that the Board of Directors 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 Board of Directors had passed the resolution to propose to the Annual General Meeting of Shareholders for consideration and approval of the dividend payment from the operating results for the Year 2015 to the shareholders at the rate of Baht 0.0033 per share, totaling to Baht 4,677,433.60. In this regard, the Board of Directors had determined the date on which the recorded shareholders are entitled to the dividend payment to be on May 11, 2016, and the date on which the name list of shareholders is compiled under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) by closing the share register book to suspend share transfers to be on May 12, 2016, and had determined the date that the dividend payment shall be made to be on May 25, 2016.

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the majority votes of the shareholders attending the Meeting and casting their votes.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the dividend payment from the operating results for the Year 2015 as proposed.

Resolution The Meeting considered and resolved to approve the dividend payment from the operating results for the Year 2015 as proposed by the Board of Directors.

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The aforesaid resolution was resolved with the unanimous votes of the shareholders attending the Meeting and casting their votes as follows:

<u>Approved by</u>	782,589,182 votes equivalent to 100 percent
<u>Disapproved by</u>	0 votes equivalent to 0 percent
<u>Total of</u>	782,589,182 votes equivalent to 100 percent
<u>Abstained by</u>	0 votes not constituted as vote

Agenda 6 : To consider and approve the election of directors in place of the directors who retire by rotation

The Meeting Conductor asked the directors who were proposed for the election to temporarily leave the Meeting room in order that the Meeting could ask questions thoroughly. Then, The Meeting Conductor informed the Meeting that in compliance with the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribed that 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. At the Annual General Meeting of Shareholders for the Year 2016, there were 3 directors who retired by rotation, namely:

1. Mr. Christopher John Cartwright Director
2. Mr. Mark David Remijan Chairman of the Audit Committee / Independent Director
3. Mr. Anek Pichetpongsa Director

In this regard, biography of the 3 directors appeared in the profiles of the nominated directors to be elected to replace the directors who retired by rotation which were delivered to the shareholders together with the Invitation to this Meeting.

The Board of Directors, excluding those who had conflict of interest, had passed the resolution to propose to the Annual General Meeting of Shareholders for consideration and approval of the appointment of such directors who retired by rotation to serve their offices and to hold other position(s) for another term, since the Board of Directors viewed that the said persons possessed all qualifications pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended) and do not have prohibited characteristics of being the Company's directors according to the regulations of the Office of the Securities and Exchange Commission (the "Office of the SEC"), and other relevant regulatory. Additionally, the qualification, knowledge, capability and experience of the said persons were in line with the Company's requirement. The Annual General Meeting of Shareholders was requested to vote for election of directors individually.

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The Meeting Conductor informed the Meeting that this Agenda shall be passed by the majority votes of the shareholders attending the Meeting and casting their votes.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the election of the directors to replace the directors who retired by rotation as proposed.

Resolution The Meeting considered and resolved to appoint Mr. Christopher John Cartwright, Mr. Mark David Remijan and Mr. Anek Pichetpongsa who retired by rotation to be directors of the Company and to hold other position(s) for another term as proposed by the Board of Directors.

1. **Mr. Christopher John Cartwright**

The aforesaid resolution was resolved with the unanimous votes of the shareholders attending the Meeting and casting their votes as follows:

Approved by 782,652,307 votes equivalent to 100 percent

Disapproved by 0 votes equivalent to 0 percent

Total of 782,652,307 votes equivalent to 100 percent

Abstained by 0 votes not constituted as vote

2. **Mr. Mark David Remijan**

The aforesaid resolution was resolved with the majority votes of the shareholders attending the Meeting and casting their votes as follows:

Approved by 782,651,682 votes equivalent to 99.9999 percent

Disapproved by 625 votes equivalent to 0.0001 percent

Total of 782,652,307 votes equivalent to 100 percent

Abstained by 0 votes not constituted as vote

3. **Mr. Anek Pichetpongsa**

The aforesaid resolution was resolved with the unanimous votes of the shareholders attending the Meeting and casting their votes as follows:

Approved by 782,652,307 votes equivalent to 100 percent

Disapproved by 0 votes equivalent to 0 percent

Total of 782,652,307 votes equivalent to 100 percent

Abstained by 0 votes not constituted as vote

Agenda 7 : To consider and approve the determination of the remuneration of the directors and Audit Committee for the Year 2016

The Meeting Conductor informed the Meeting that pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Company was prohibited to pay cash or give any remuneration to the directors, except a payment of remuneration under the Company's Articles of Association. In this regard, the Company's Articles of Association prescribed that the Company's directors were entitled to remuneration from the Company according to the consideration and approval by the shareholder's meeting which may determine the directors' remuneration, whether in fixed amount or in principle, and whether to be determined from time to time or to be effective until a shareholders' meeting passed 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 of Directors had passed the resolution to propose to the Annual General Meeting of Shareholders for consideration and approval of the remuneration to the directors for the Year 2016 which was the same as that of the Year 2015 as follows:

Remuneration of the directors and the Audit Committee per meeting

- | | |
|---|-------------------------|
| - Chairman of the Board of Directors and
Chairman of the Audit Committee | Baht 25,000 per meeting |
| - Directors and Members of the Audit Committee | Baht 20,000 per meeting |

And the Board of Directors would like to propose to the Annual General Meeting of Shareholders for consideration and approval in principle of the bonus for the Year 2016 to the Company's directors at the same rate, which was at 5 percent of the net profit of the Year 2016 and not exceeding Baht 2,000,000, whereby the Chairman of the Board of Directors would be the person who allocated the bonus to each director, and the Board of Directors informed the shareholders for acknowledgement that the directors' bonus payment for the Year 2015 was in the amount of Baht 638,155.03 which was in accordance with the budget of the directors' bonus approved by the shareholders' meeting.

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the votes of not less than two-thirds of the total number of votes of the shareholders attending the Meeting and having the right to vote.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the determination of the remuneration of the directors and Audit Committee for the Year 2016 as proposed.

Resolution The Meeting considered and resolved to approve the determination of the remuneration of the directors and Audit Committee and acknowledged the directors' bonus payment for the Year 2016 including acknowledged the directors' bonus payment for the Year 2015 as proposed by the Board of Directors.

The aforesaid resolution was resolved with the unanimous votes of the total number of votes of the shareholders attending the Meeting as follows:

<u>Approved by</u>	782,652,307 votes equivalent to 100 percent
<u>Disapproved by</u>	0 votes equivalent to 0 percent
<u>Abstained by</u>	0 votes equivalent to 0 percent
<u>Total of</u>	782,652,307 votes equivalent to 100 percent

Agenda 8 : To consider and approve the appointment of the auditors and the determination of the audit fee for the Year 2016

The Meeting Conductor informed the Meeting that in compliance with the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association which prescribed that the Annual General Meeting of Shareholders shall appoint the auditors and determine the audit fee of the Company every year. The Audit Committee considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for consideration and appointment of the auditors, namely Mr. Atipong Atipongsakul, CPA Registration No. 3500, or Mr. Sathien Vongsnan, CPA Registration No. 3495, or Mr. Vichai Ruchitanont, CPA Registration No. 4054, or Ms. Kultida Pasurakul, CPA Registration No. 5946, or Mr. Yuttapong Chuamuangpan, CPA Registration No. 9445 from ANS Audit Company Limited as the auditors of the Company for the Year 2016 as the said auditors had qualifications as per requirement of the Office of the SEC. The said audit firm had been engaged as the auditor of the Company and its subsidiaries for 4 years. The audit fee for the Year 2016 was determined to be in the amount of not exceeding Baht 1,350,000, divided into Baht 960,000 as the audit fee for the Company and Baht 390,000 as the audit fee for the companies in the group.

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the majority votes of the shareholders attending the Meeting and casting their votes.

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Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the appointment of the auditors and the determination of the audit fee for the Year 2016 as proposed.

Resolution The Meeting considered and resolved to approve the appointment of the auditors and the determination of the audit fee for the Year 2016 as proposed by the Board of Directors.

The aforesaid resolution was resolved with the unanimous votes of the shareholders attending the Meeting and casting their votes as follows:

Approved by 782,652,307 votes equivalent to 100 percent

Disapproved by 0 votes equivalent to 0 percent

Total of 782,652,307 votes equivalent to 100 percent

Abstained by 0 votes not constituted as vote

Agenda 9 : To consider and approve the decrease of the Company's registered capital by cancelling the unissued registered ordinary shares

The Meeting Conductor informed the Meeting that since the Company had an intention to increase the registered capital to offer for sale to the existing shareholders of the Company proportionately to their shareholding (Rights Offering) and to reserve for the exercise of right under the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) to be allotted to the existing shareholders of the Company who subscribed for the capital increase ordinary shares proportionately to their shareholding and in excess of their entitlement (zero baht), whereby the Public Limited Companies Act B.E. 2535 (1992) (as amended) specified that the Company shall increase its capital from the registered amount by issuing new shares only when all of the shares had been issued and paid in full, or in case where the shares had not yet been fully sold, the remaining unissued shares shall be the shares reserved for convertible debentures or warrants to purchase shares.

As aforementioned, the Board of Directors had passed the resolution to propose to the Annual General Meeting of Shareholders for consideration and approval of the decrease of the Company's registered capital in the amount of Baht 759,575.30 (seven hundred fifty nine thousand five hundred seventy five baht and thirty satang) from the existing registered capital of Baht 142,499,987.50 (one hundred forty two million four hundred ninety nine thousand nine hundred eighty seven baht and fifty satang) to Baht 141,740,412.20 (one hundred forty one million seven hundred forty thousand four hundred twelve baht and twenty satang), by cancelling the

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unissued registered ordinary shares in the number of 7,595,753 shares (seven million five hundred ninety five thousand seven hundred and fifty three shares) at a par value of Baht 0.10 (ten satang) per share as they were the remaining unsubscribed shares reserved for the exercise of rights under the warrants to purchase the ordinary shares (BSM-W1 and BSM-ESOP1) which were approved by the resolution of the Extraordinary General Meeting of Shareholders No. 1/2012 held on December 20, 2012, and the warrants to purchase the ordinary shares (BSM-W1 and BSM-ESOP1) already reached their maturity and expired.

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the decrease of the Company's registered capital by cancelling the unissued registered ordinary shares as proposed.

Resolution The Meeting considered and resolved to approve the decrease of the Company's registered capital by cancelling the unissued registered ordinary shares as proposed by the Board of Directors.

The aforesaid resolution was resolved with the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote as follows:

<u>Approved by</u>	782,651,682 votes equivalent to 99.9999 percent
<u>Disapproved by</u>	0 votes equivalent to 0.0000 percent
<u>Abstained by</u>	625 votes equivalent to 0.0001 percent
<u>Total of</u>	782,652,307 votes equivalent to 100 percent

Agenda 10 : To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital

The Meeting Conductor informed the Meeting that in order to be in line with the decrease of the Company's registered capital, the Board of Directors had passed the resolution to propose to the Annual General Meeting of Shareholders for consideration and approval of the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital by cancelling the existing statements and using the statements as follows:

"Clause 4.	Registered Capital	Baht 141,740,412.20	(one hundred forty one million seven hundred forty thousand four hundred twelve baht and twenty satang)
	Divided into	1,417,404,122 shares	(one thousand four hundred seventeen million four hundred and four thousand one hundred and twenty two shares)
	Par value	Baht 0.10	(ten satang),
	Categorized into		
	Ordinary shares	1,417,404,122 shares	(one thousand four hundred seventeen million four hundred and four thousand one hundred and twenty two shares)
	Preference shares	- share	(-)"

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital as proposed.

Resolution The Meeting considered and resolved to approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital as proposed by the Board of Directors.

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The aforesaid resolution was resolved with the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote as follows:

<u>Approved by</u>	782,651,682 votes equivalent to 99.9999 percent
<u>Disapproved by</u>	0 votes equivalent to 0.0000 percent
<u>Abstained by</u>	625 votes equivalent to 0.0001 percent
<u>Total of</u>	782,652,307 votes equivalent to 100 percent

Agenda 11 : To consider and approve the investment in the Senior Living Project

The Meeting Conductor informed the Meeting that the Company and/or its subsidiary to be newly established had an intention to invest in the Senior Living Project. The Senior Living Project was a senior living community project for active retirees which would be provided with suitable and designed buildings and assisted living facilities. The project would be carried out in a form of lease agreement with lifetime of lessees. The size of the project is approximately 13 Rai 2 Ngan 14 Square Wah. The project located in Black Mountain Lifestyle Resort Project at Tambol Hin Lek Fai, Amphoe Hua Hin, Prachuap Khiri Khan Province, with an investment value of approximately Baht 372 million (including the cost of land). In this regard, the source of funds shall be from the followings:

- | | |
|--|-----------------------------------|
| (1) Debentures, including short-term bills of exchange or promissory notes | Baht 64.52 million |
| (2) Loan from bank(s) or financial institution(s) | Baht 150 million |
| (3) Funds from the offering of capital increase ordinary shares to the shareholders of the Company proportionately to their shareholding (Rights Offering) | Not exceeding Baht 157.48 million |

The Meeting Conductor further explained to the Meeting about the Senior Living Project which can be summarized as follows:

Project Name: SANSARA under the project concept ["live the life you love"]. It would be the community for people of at least 50 years old; the lovely community to live in; and the society for people with similar idea and lifestyle to enjoy life together and had fun in participating in activities together after retirement; for example, playing golf, spa or other activities, whereby the residents could do activities as many or as little as they wanted. In addition, the project would provide staff members to facilitate on various matters, including health and facility maintenance.

The Project was designed by world class residential architects with 3 major partners, which were:

1. Black Mountain : The owner of the golf courses in Asia hosting PGA European Tour which got high interest from foreigners who came to play golf or moved to stay in Thailand.
2. BuilderSmart Public Company Limited.
3. IMG Independent Management Group : The management of senior living communities in Australia which had experience in managing this type of projects.

This Project located in the Black Mountain Project adjacent to a newly constructed 9-hole golf course with the area of approximately 13.2 Rai which comprised 13 villas and 30 apartments. The construction of the Senior Living Project was expected to commence in June 2016 and the construction should take around 2 years. The Project aimed at the target customers from northern Europe, England and Australia with an investment value of approximately Baht 372 million. The Independent Financial Advisor had provided its opinion appeared in the Opinion of Independent Financial Advisor regarding the Acquisition of Assets in connection with the Investment in the Senior Living Project which was delivered to the shareholders together with the Invitation to this Meeting.

After that, the Project concept was presented to the shareholders by video presentation.

In this regard, the investment in the Senior Living Project was considered as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) (as amended) (the “**Notification on Acquisition or Disposal**”). The investment value equaled to 97.76 percent pursuant to a total value of consideration basis which was calculated based on the information from the audited Financial Statements of the Company ended December 31, 2015. Since the Company did not enter into any acquisition transaction during the past 6 months, therefore, the acquisition transaction of assets was considered a Class 1 Transaction in accordance with the Notification on Acquisition or Disposal, details of which appeared in the Information Memorandum of BuilderSmart Public Company Limited regarding the Acquisition of Assets in connection with the Investment in the Senior Living Project and the Opinion of Independent Financial Advisor regarding the Acquisition of Assets in connection with the Investment in the Senior Living Project which was delivered to the shareholders together with the Invitation to this Meeting.

Nonetheless, in the event that the Annual General Meeting of Shareholders did not approve the investment in the Senior Living Project as proposed in this Agenda, the Company would not propose Agenda 12 – 16 to the shareholders' meeting for consideration as those Agenda were related.

The Board of Directors had passed the resolution to propose to the Annual General Meeting of Shareholders for consideration and approval of the investment in the Senior Living Project, whereby the Board of Directors and/or any person(s) entrusted by the Board of Directors shall have the power to contact, negotiate, amend, agree, execute and deliver relevant documents and/or agreements with the counter parties and/or related persons relating to the entering into the transaction, including but not limited to contacting, seeking approval from relevant authorities, including the Office of the SEC and the Stock Exchange of Thailand, as well as amending the relevant information memorandum to be disclosed, disclosing relevant information, making statement and information to relevant authorities, and to take any action necessary and relevant to the entering into the transaction in all respects until completion of the transaction, and to appoint and/or remove substitute to take the foregoing actions.

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. In this regard, there were shareholders asking various questions which can be summarized as follows:

[Mr. Chatchai Ngarmwipas] (a representative from the Thai Investors Association) asked the following questions which can be summarized as follows:

In connection with the large size of the project investment equaling to the size of the assets of the Company, thereby having the questions which can be summarized as follows:

Question No. 1 : Whether the lessees would pay in lump sum amount and reside for the rest of their lives.

The Meeting Conductor invited the Independent Financial Advisor to answer the question, which can be summarized as follows:

Answer to Question No. 1 : Yes, the lessees would pay in one lump sum amount, provided that the lessees' age shall be over 50 years and they could live until the end of the contract which was until they die.

Question No. 2 : As for renovation and maintenance [of the leased property], whether the expenses would be the expenses of the Project.

Answer to Question No. 2 : No, the lessees shall maintain [the leased property] to be in its initial condition with service fees collected.

Question No. 3 : In analysis of the Project and the return of the Project, the calculation only based on one income and did not mention other income, such as common fees.

Answer to Question No. 3 : As the Project would outsource other servicers to provide the services and such servicers would collect service fees from the Project residents.

Question No. 4 : Whether there was any comparison with other domestic and international projects as the return of the Project equaled to 15.8 percent comparing to the weighted average cost of capital (WACC) with average at 10 percent which meant that the Company had the difference of 5 percent.

Answer to Question No. 4 : This Project had the Net Present Value (NPV) of Baht 14.53 Million with the return of the Project at 15.8 percent which the difference that the Company would receive at 5 percent after deducting the weighted average cost of capital (WACC). The return of the Company's Project could not be compared with that of other projects due to the differences in the size of the projects. Thus, only the weighted average cost of capital (WACC) of the Project could be compared.

Question No. 5 : In the view of the Independent Directors, what would be the strength and weakness of the Project?

Answered by Mr. Mark David Remijan, Chairman of the Audit Committee and Independent Director

The management had considered the details in various aspects, as well as had thoroughly consulted with advisors in various issues for this Project. The Company had tried to mitigate risks in various aspects for the maximum benefits. In addition, currently the number of retirees was increased and foreigners wanted more of these types of lifestyle residences.

One risk that the Company could mitigate was to choose to be a business partner with IMG Independent Management Group, which was the professional in managing senior living projects in Australia. Furthermore, there was a selection of the focus group to conduct market research, both in Bangkok and Hua Hin which received a very satisfying result. With respect to the assets of the Project, the Company did not sell assets, but leased them out. Thus, such assets remained with the Company.

Answered by Mr. Theerathon Tharachai, Audit Committee and Independent Director

He agreed with the question from the shareholder that this Project was a new project with a large size of investment. In any event, the management of the Company had always realized the matter and had regular meetings. It was accepted that this Project could be both opportunity and risk. There was a great opportunity; however, no one started to conduct this business, thereby there was no business model to show which direction to run a successful business. Therefore, the Company had conducted research on this type of business abroad and found a business partner, i.e. IMG Independent Management Group, whereby the management had allowed the Independent Directors to participate in the market research by ways of interviewing focus group.

The Company had utilized the result from the market research to adjust the Project to be more appropriate, which was deemed to operate with due care. In addition, there were outsourced advisors, which were professionals, involved in the course of work. It was deemed to operate with due and proper care. Nonetheless, whether or not the Project would become successful, no one could tell as there was no other pioneer operating this business before. We should wait and see together. As an Independent Director, he would consider whether the operation was correct or not.

The Meeting Conductor thanked to the Independent Financial Advisors and the Independent Directors.

After that, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the investment in the Senior Living Project as proposed.

Resolution The Meeting considered and resolved to approve the investment in the Senior Living Project and the authorization as proposed by the Board of Directors.

The aforesaid resolution was resolved with the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote as follows:

<u>Approved by</u>	782,709,182 votes equivalent to 99.9999 percent
<u>Disapproved by</u>	625 votes equivalent to 0.0001 percent
<u>Abstained by</u>	0 votes equivalent to 0 percent
<u>Total of</u>	782,709,807 votes equivalent to 100 percent

Agenda 12 : To consider and approve the increase of the Company's registered capital

The Meeting Conductor informed the Meeting that due to the consideration and approval of the investment in the Senior Living Project, in order to increase the Company's liquidity and working capital and to strengthen the Company's capital basis in preparation for the funds raising for future investment as well as to reserve for the exercise of right under the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2), the Company shall proceed with the increase of its registered capital in the amount of Baht 62,995,738.80 (sixty two million nine hundred ninety five thousand seven hundred thirty eight baht and eighty satang) by issuing capital increase ordinary shares in the number of not exceeding 629,957,388 shares (six hundred twenty nine million nine hundred fifty seven thousand three hundred and eighty eight shares) at a par value of Baht 0.10 (ten satang) per share from the existing registered capital of Baht 141,740,412.20 (one hundred forty

one million seven hundred forty thousand four hundred twelve baht and twenty satang) to Baht 204,736,151 (two hundred four million seven hundred thirty six thousand one hundred and fifty one baht).

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the increase of the Company's registered capital as proposed.

Resolution The Meeting considered and resolved to approve the increase of the Company's registered capital as proposed by the Board of Directors.

The aforesaid resolution was resolved with votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote as follows:

Approved by 782,753,182 votes equivalent to 99.9999 percent

Disapproved by 625 votes equivalent to 0.0001 percent

Abstained by 0 votes equivalent to 0 percent

Total of 782,753,807 votes equivalent to 100 percent

Agenda 13 : To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

The Meeting Conductor informed the Meeting that in order to be in line with the increase of the Company's registered capital, the Board of Directors had passed the resolution to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital by cancelling the existing statements and using the statements as follows:

"Clause 4. Registered Capital	Baht 204,736,151	(two hundred four million seven hundred thirty six thousand one hundred and fifty one baht)
Divided into	2,047,361,510 shares	(two thousand forty seven million three hundred sixty one thousand five hundred and ten shares)

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Par value	Baht 0.10	(ten satang),
Categorized into		
Ordinary shares	2,047,361,510 shares	(two thousand forty seven million three hundred sixty one thousand five hundred and ten shares)
Preference shares	- share	(-)"

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as proposed.

Resolution The Meeting considered and resolved to approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as proposed by the Board of Directors.

The aforesaid resolution was resolved with the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote as follows:

<u>Approved by</u>	782,753,182 votes equivalent to 99.9999 percent
<u>Disapproved by</u>	625 votes equivalent to 0.0001 percent
<u>Abstained by</u>	0 votes equivalent to 0 percent
<u>Total of</u>	782,753,807 votes equivalent to 100 percent

Agenda 14 : To consider and approve the issuance and offering of the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2)

The Meeting Conductor informed the Meeting that in order to reward the existing shareholders who subscribe for the capital increase ordinary shares of the Company proportionately to their shareholding and in excess of their entitlement, the Board of Directors had passed the resolution to propose to the Annual General Meeting of Shareholders for consideration and approval of the issuance and offering of the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) in the number of not exceeding 314,978,694 units to

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the Company's existing shareholders who subscribe for the capital increase ordinary shares proportionately to their shareholding and in excess of their entitlement (at an offering price of Baht 0.00 (zero Baht)), at an offering ratio of 1 (one) new ordinary share per 1 (one) unit of warrants in accordance with the Summary of Preliminary Details of Warrants to Purchase Ordinary Shares of the Company No. 2 (BSM-W2) which was delivered to the shareholders together with the Invitation to this Meeting.

In addition, the Board of Directors had also passed the resolution to propose to the Annual General Meeting of Shareholders for consideration and approval of the authorization to the Board of Directors and/or any person(s) entrusted by the Board of Directors to have the power to consider determining and amending the terms, conditions and other details relating to the warrants, including the offering, allotment and details relating to the exercise of right under the warrants, to enter into, negotiate, agree and execute relevant documents and agreements, as well as to prepare and submit the application and other documents to the Office of the SEC, other relevant authorities and/or other relevant person(s), including the listing of the warrants on the Market for Alternative Investment (the "MAI"), and to take any necessary and appropriate actions relating to the warrants and in connection with the offering of such warrants and the listing of the warrants on the MAI until completion and in compliance with the laws.

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the issuance and offering of the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) as proposed.

Resolution The Meeting considered and resolved to approve the issuance and offering of the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) and the authorization as proposed by the Board of Directors.

The aforesaid resolution was resolved with the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote as follows:

Approved by 782,753,182 votes equivalent to 99.9999 percent

Disapproved by 625 votes equivalent to 0.0001 percent

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<u>Abstained by</u>	0 votes equivalent to 0 percent
<u>Total of</u>	782,753,807 votes equivalent to 100 percent

Agenda 15 : To consider and approve the allotment of the capital increase ordinary shares

The Meeting Conductor informed the Meeting that due to the consideration and approval of the increase of registered capital of the Company by issuing capital increase ordinary shares in the number of not exceeding 629,957,388 shares (six hundred twenty nine million nine hundred fifty seven thousand three hundred and eighty eight shares) at a par value of Baht 0.10 (ten satang) per share, the Board of Directors had passed the resolution to propose to the Annual General Meeting of Shareholders to consider and approve the allotment of the capital increase ordinary shares, details of which were as follows:

- (1) To allot the capital increase ordinary shares in the number of not exceeding 314,978,694 shares (three hundred fourteen million nine hundred seventy eight thousand six hundred and ninety four shares) with a par value of Baht 0.10 (ten satang) per share to the existing shareholders of the Company proportionately to their shareholding (Rights Offering), in whole or in part by single or multiple offerings, at the subscription ratio of 4.5 (four point five) existing shares to 1 (one) new ordinary share, and any fraction of shares shall be discarded, whereby the shareholders shall have the right to subscribe for shares in excess of their entitlement at an offering price of Baht 0.50 (fifty satang) per share.

In case there are remaining capital increase ordinary shares from the calculation and/or the subscription by existing shareholders, the Board of Directors and/or any person(s) entrusted by the Board of Directors shall have the power and discretion to allot such remaining capital increase ordinary shares to existing shareholders of the Company who express their intention to subscribe for shares in excess of their entitlement proportionately to their shareholding at the same offering price.

In the allotment of the capital increase ordinary shares to existing shareholders proportionately to their shareholding (Rights Offering), shareholders shall have the right to subscribe for the capital increase ordinary shares in excess of their entitlement pursuant to the specified ratio above (Oversubscription), whereby the oversubscribing shares shall be allotted to existing shareholders who subscribe for shares in excess of their entitlement only when there are the capital increase ordinary shares remaining from the allotment to all existing shareholders who

have subscribed for shares proportionately to their entitlement. Criteria for the subscription of the capital increase ordinary shares in excess of the entitlement are as follows:

In case where the remaining capital increase ordinary shares exceed the number of shares subscribed for in excess of the entitlement

The Company will allot such remaining shares to all existing shareholders of the Company who express their intention to subscribe for shares in excess of their entitlement and pay the subscription price for such capital increase ordinary shares pursuant to the number of shares subscribed for in excess of their entitlement. (In case there are fractions of the capital increase ordinary shares derived from calculations, such fractions of shares shall be discarded.)

In case where the remaining capital increase ordinary shares are fewer than the number of shares subscribed for in excess of the entitlement

- (a) Each existing shareholder who subscribes for shares in excess of his/her entitlement shall be allotted with shares proportionately to existing shareholding of such shareholder who subscribes for shares in excess of his/her entitlement. (In case there are fractions of the capital increase ordinary shares derived from calculations, such fractions of shares shall be discarded.) The number of shares to be allotted to shareholders who subscribe for shares in excess of their entitlement shall not exceed the number of the capital increase ordinary shares that each existing shareholder has subscribed and paid for.
- (b) In case there are the capital increase ordinary shares still remaining after the allotment under (a), the Company will allot such remaining shares to each existing shareholder who subscribes for shares in excess of his/her entitlement and has not been fully allotted with shares, proportionately to existing shareholding of each existing shareholder who subscribes for shares in excess of his/her entitlement. (In case there are fractions of the capital increase ordinary shares derived from calculations, such fractions of shares shall be discarded.) The number of shares to be allotted to shareholders who subscribe for shares in excess of their entitlement shall not exceed the number of the capital increase ordinary shares that each existing shareholder has subscribed and paid for.

In case none of the existing shareholders entitles their right to subscribe for additional capital increase ordinary shares, the Company will decrease its registered capital for such remaining capital increase ordinary shares.

Under no circumstances the allotment of shares in excess of the entitlement as per the aforementioned details shall not cause any existing shareholder who subscribes for shares in excess of his/her entitlement holding shares in the Company in an amount that reaches or crosses the tender offer threshold prescribed under the Notification of the Capital Market Supervisory Board No. TorChor. 12/2011 Re: Criteria, Conditions, and Methods of Takeover (as amended), or in a manner which would result in a breach in the foreign shareholding limit of 49 percent of total issued shares of the Company as prescribed in the Company's Articles of Association, which currently allows foreigners to hold shares of the Company for not exceeding 49 percent of the total issued shares of the Company. Details of which appear in the Capital Increase Report Form (F53-4).

- (2) To allot the capital increase ordinary shares in the number of not exceeding 314,978,694 shares (three hundred fourteen million nine hundred seventy eight thousand six hundred and ninety four shares) with a par value of Baht 0.10 (ten satang) per share to be reserved for the exercise of right under the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) to be allotted to the existing shareholders of the Company who subscribe for the capital increase ordinary shares proportionately to their shareholding and in excess of their entitlement as detailed in the Summary of Preliminary Details of Warrants to Purchase the Company's Ordinary Shares No. 2 (BSM-W2) and the Capital Increase Report Form (F53-4) which was delivered to the shareholders together with the Invitation to this Meeting.

The Board of Directors had determined the date on which the recorded shareholder are entitled to subscribe for the capital increase ordinary shares proportionately to their shareholding and the warrants to purchase the Company's ordinary shares (Record Date) to be on May 11, 2016, and the date on which the name list of shareholders is complied under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) by closing the share register book to suspend share transfers to be on May 12, 2016.

In addition, the Board of Directors had also passed the resolution to propose to the Annual General Meeting of Shareholders for consideration and approval of the authorization to the Board of Directors and/or any person(s) entrusted by the Board of Directors to have the power (a) to consider determining and/or amending the terms, conditions and other details relating to the offering, such as the date on which the recorded shareholders are entitled to subscribe for the capital increase ordinary shares (Record Date) or the closing date of the share register book to determine the right of the shareholders to subscribe for the capital increase ordinary shares (Book Closing), the subscription period, the offering price, the subscription ratio, the methods

BuilderSmart Public Company Limited

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and conditions of payment, other details relating to offering of the capital increase ordinary shares, including the appointment of subscription agent(s) (if any); (b) to enter into, negotiate, agree and execute relevant documents and agreements; (c) to execute any application for approval, waiver and evidence necessary and related to the allotment of the capital increase ordinary shares, including to contact and submit such applications for approval or waiver, documents or evidence to government agencies or relevant authorities and the listing of the capital increase ordinary shares on the MAI; and (d) to take any necessary and appropriate actions relating to the allotment of such capital increase ordinary shares until completion in all respects.

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the majority votes of the shareholders attending the Meeting and casting their votes.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the allotment of the capital increase ordinary shares as proposed.

Resolution The Meeting considered and resolved to approve the allotment of the capital increase ordinary shares and the authorization as proposed by the Board of Directors.

The aforesaid resolution was resolved with the majority votes of the shareholders attending the Meeting and casting their votes as follows:

Approved by 782,817,057 votes equivalent to 99.9999 percent

Disapproved by 625 votes equivalent to 0.0001 percent

Total of 782,817,682 votes equivalent to 100 percent

Abstained by 0 votes not constituted as vote

Agenda 16 : To consider and approve the issuance and offering of the debentures

The Meeting Conductor informed the Meeting that due to the Company's intention to invest in the Senior Living Project, and in order to increase the Company's liquidity and working capital and to strengthen the Company's capital basis in preparation for the funds raising for future investment according to the details appeared in Agenda 11, and in order to procure appropriate source of funds for the performance of the Company and/or repayment of loan and/or redemption of the debentures which may be occurred in the future, the Board of Directors had passed the resolution to propose to the Annual General Meeting of Shareholders to consider and approve the issuance and offering of the debentures in the amount of not exceeding Baht 200,000,000 (two hundred million baht), either in whole or in part which could be single or multiple offerings, for

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the term of not more than 10 (ten) years, to any persons, institutional investors and/or the high net worth investors. The Summary of Preliminary Details of Warrants to Purchase the Ordinary Shares of BuilderSmart Public Company Limited No. 2 (BSM-W2) was delivered to the shareholders together with the Invitation to this Meeting, which can be summarized as follows:

Use of Proceeds	:	To invest in the Senior Living Project (depending on suitability and cost of funds comparing with other methods) and/or working capital and/or appropriate source of funds for the performance of the Company and/or repayment of loan and/or redemption of the debentures which may be occurred in the future
Type	:	Secured or unsecured, amortized or bullet payment, with or without debentureholders' representative, subject to market conditions at the time of issuance and offering of the relevant debentures
Amount	:	Not exceeding Baht 200,000,000 (two hundred million baht) or equivalent in other currencies
Offering	:	To be offered domestically and/or internationally to any investors and/or on the private placement basis and/or the institutional investors and/or the high net worth investors and/or any specific investors and/or any investors specified by the Capital Market Supervisory Board, either in whole or in part which could be single or multiple offerings.
Term	:	Not exceeding 10 (ten) years
Interest Rate	:	Depending on market condition at the time of issuance and offering

In addition, the Board of Directors had also passed the resolution to propose to the Annual General Meeting of Shareholders for consideration and approval of the authorization to the Board of Directors and/or any person(s) entrusted by the Board of Directors to have the power to determine the types, terms, offering price, details of the debentures to be issued, to execute the terms and conditions of the debentures relating to rights and duties of the issuer and the debentureholders, to determine and/or amend the terms and conditions, and the details relating to the issuance and offering of the debentures to be issued each time, to appoint the underwriter(s) and the registrar, to enter into and execute the underwriting agreement and/or other relevant agreements, as well as to have the power to negotiate and agree on the fees and expenses in relation to such relevant agreements, to prepare and submit the application and other documents to the Office of the SEC, other relevant authorities and/or other relevant person(s), including to have the power to certify any acts performed in relation to the issuance and offering of the debentures and to do any acts and things necessary for and in

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relation to the carrying out of the issuance and offering of the debentures and in compliance with the law.

The Meeting Conductor informed the Meeting that this Agenda shall be passed by the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote.

Then, the Meeting Conductor provided an opportunity to the shareholders to ask question and express their opinion on the relevant issues. Once there was no question in relation to this Agenda, the Meeting Conductor asked the Meeting to consider and approve the issuance and offering of the debentures as proposed.

Resolution The Meeting considered and resolved to approve the issuance and offering of the debentures and the authorization as proposed by the Board of Directors.

The aforesaid resolution was resolved with the votes of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote as follows:

<u>Approved by</u>	782,817,057 votes equivalent to 99.9999 percent
<u>Disapproved by</u>	625 votes equivalent to 0.0001 percent
<u>Abstained by</u>	0 votes equivalent to 0 percent
<u>Total of</u>	782,817,682 votes equivalent to 100 percent

Agenda 17 : Other business (if any)

The Meeting Conductor informed the Meeting that there was no voting in this Agenda but the Company allowed the shareholders to “ask questions” “express opinions” or “suggest” whereby the shareholder shall announce their name and surname in order to inform the Meeting and record in the minutes of the Meeting. The Meeting Conductor further asked the shareholders whether they would like to ask any question and/or express their opinion and/or suggestion.

The Meeting Conductor answered the questions from the shareholder, i.e. [Mr. Chatchai Ngarmwipas] (a representative from the Thai Investors Association), which was asked in Agenda 3, Question 1 which can be summarized as follows:

Question No. 1 : Whether the Company had any anti-corruption policy or any good corporate governance principal and whether there was any possibility to participate in the Private Sector Collective Action Coalition against Corruption with the IOD.

Answer to Question No. 1 : The Company had honored and performed an anti-corruption policy all along. Nevertheless, whether the Company would participate as a member of the Private Sector Collective Action Coalition against Corruption with the IOD, the matter would be consulted in a Board of Directors' Meeting in order to consider this matter.

Adjournment of the Meeting

After the Meeting Conductor allowed the shareholders to ask questions and express their opinion and there was no shareholder asking any further question, the Chairman thanked the shareholders and declared the Meeting adjourned at 3.43 p.m.





Mr. Suresh Subramaniam

Chairman of the Board of Directors

Chairman of the Meeting

Profiles of the nominated directors to be elected to replace the directors who retire by rotation

Name – Surname	Mr.Sunchai Nuengsit	
Age	45 years	
Current Positions	Vice Chairman of the Board	
Education	<ul style="list-style-type: none">● Master's Degree : Sasin Graduate Institute of Business Administration, Chulalongkorn University, Bangkok Thailand● Bachelor's Degree : Faculty of Economics, Human Resource Ramkhamhaeng University	
Work Experiences	Present : Director The Beaumont Partnership Foundation 2012-2015 : Chairman of the Board of Directors to decide the prize Thailand Property Awards	
Number of years on the Board of Director	9 years	
Positions in other companies	Listed Company – company Other companies - 1 Companies Rival companies or other companies with has businesses - none related to the company and may conflict with the Company's beneficial interest	
Meeting attendance of the year 2016	The Board of Director's meeting : 5/5 times	
Shareholding ratio in the company on 14 March 2017	8.255 % (140,000,000 shares)	
Conflict of interest with the company/Subsidiary Company that may have current conflict during the past 2 years		
1. not being an executive director, employee, staff or advisor who receives salary		
2. not being a provider of the professional services (e.g. financial advisor, legal advisor)		
3. not having a business relationship in the manner which may interfere with his independent judgement (e.g. purchase / sales of raw material / product / service / borrowing / lending)		

Name – Surname	Dr. Theerathon Tharachai								
Age	39 years								
Address	905/7 Rama3 Rd., Soi 51, Bangpongpan, Yannawa, Bangkok 10120								
Current Positions	Board of Director / Independent Director / Audit Committee Member								
Highest Education	<ul style="list-style-type: none">● Ph.D. Civil Engineer/Construction Management University of Michigan● M.S.E. in Construction Engineer and Management University of Michigan● Executive MBA Sasin of Chulalongkorn University● Bachelor Degree, Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University								
Work Experiences	<p>2013 - Present : Board of Director, Executive Committee and Assistant Managing Director of Finance and Administration Department Project Planning Service Public Company Limited</p> <p>2007 – Present : Independent Director and Audit Committee Member Builder Smart Public Company Limited</p> <p>2010 – Present : Director Ahead Advisory Company Limited</p>								
	<ul style="list-style-type: none">● Director Certification Program (DCP) 101/2008 Thai Institute of Directors● Director Accreditation Program (DAP) 68/2008 Thai Institute of Directors● Executive Development Program (EDP) 4/2009 Thai Listed Company Association (TLCA)								
Number of years on the Board of Directors	9 years								
Positions in other companies	<table><tr><td>Listed companies</td><td>– 2 companies</td></tr><tr><td>Other companies</td><td>- 1 company</td></tr><tr><td>Rival companies or other companies which have business related to the Company and may conflict with the Company beneficial interest</td><td>- None</td></tr></table>			Listed companies	– 2 companies	Other companies	- 1 company	Rival companies or other companies which have business related to the Company and may conflict with the Company beneficial interest	- None
Listed companies	– 2 companies								
Other companies	- 1 company								
Rival companies or other companies which have business related to the Company and may conflict with the Company beneficial interest	- None								

Meeting attendance of the year 2016	The Board of Director's meeting : 4/5 times The Audit Committee's meeting : 4/4 times
Conflict of interest in the Meeting Agenda	None
Shareholding ratio in the company as of 14 March 2017	None
Relationship between the Executive's family and the company	None
<p>Conflict of interest with the Company / its subsidiary Company or any juristic person that may have current conflict during the past 2 year s</p> <ol style="list-style-type: none"> 1. Not being an executive director, employee, staff or advisor who receives salary 2. Not being a provider of the professional services (e.g. financial advisor, legal , advisor) 3. Not having a business relationship in the manner which may interfere with his independent (e.g. purchase / sale of raw material / product / service / borrowing / lending) 	

Registration conditions, documents to be presented prior to attending the shareholders' meeting, proxy and voting

A. Registration

The Company will open for the registration from 1.00 p.m. onwards. For your convenience in registration process, shareholders or proxy-holders who will attend the Meeting shall bring and present the Invitation to the Meeting and the duly completed and executed Proxy Form, affixed with the stamp duty together with the documents required to be presented prior the Meeting. In this regard, the Company reserves the right to allow only the shareholders or the proxy-holders who have duly completed documents to attend the Meeting.

B. Document required to be presented prior the Meeting

Shareholders who are natural person:

1. Shareholders attending the Meeting themselves

Please present original and valid document issued by governmental authorities which shown your photo, e.g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport.

2. Shareholders appointing a proxy-holder to attend the Meeting.

A proxy-holder must present the document as follows:

- (a) One of the Proxy Forms as attached to the Invitation to the Meeting, which has been duly completed and executed by the grantor and the proxy-holder;
- (b) A copy of valid document issued by governmental authorities which shown photo of the grantor, e.g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport, certified true and correct by the grantor; and
- (c) Original and valid document issued by governmental authorities which shown photo of the proxy-holder, e.g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport.

Shareholders who are juristic person :

1. Representatives of juristic persons (authorized director) attending the Meeting themselves

- (a) A copy of the company's affidavit who is the shareholder, certified true and correct by the authorized director(s) of the juristic person, specifying that the representatives of the juristic person attending the Meeting are duly authorized to act on behalf of the juristic person, and having issued not more than 3 months; and
- (b) Original and valid document issued by governmental authorities which shown photo of the representatives of the juristic person, e.g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport.

2. **Shareholders appointing a proxy** to attend the Meeting.

A Proxy-holder must present the documents as follows:

- (a) One of the Proxy Forms as attached to the Invitation to the Meeting, which has been duly completed and executed by the grantor and the proxy-holder;
- (b) A copy of the company's affidavit who is the shareholder, certified true and correct by the authorized director(s) of the juristic person, specifying that the representatives of the juristic person, who signed the Proxy Form, are Duly authorized to act on behalf of the juristic person, and having issued not more than 3 months;
- (c) A copy of valid document issued by governmental authorities which shown photo of the representatives of the juristic person, e.g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport, certified true and correct by such person; and
- (d) Original and valid document issued by governmental authorities which shown photo of the proxy-holder, e.g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport.

C. **Proxy**

If the shareholders wish to appoint a proxy-holder to attend and vote at the Meeting on the shareholders' behalf, the Company facilitates the shareholders with 2 Proxy Forms attached to the invitation to the Meeting as follows:

1. Proxy Form A.
General Proxy Form
2. Proxy Form B.
Proxy Form containing specific details

Please execute only one Proxy Form from the above 2 Proxy Forms which are attached with the Invitation to the Meeting.

Please duly completed the Proxy Form as well as affixed Baht 20 stamp duty and cross-marked such stamp duty and specify the date of issued the Proxy Form. Such Proxy Form shall be submitted to the chairman of the Meeting (the "Chairman") or the person designated by the Chairman prior the Meeting.

For shareholders' rights and benefits, in case the shareholders are unable to attend Meeting by themselves and wish to appoint the Company's Independent Director to vote on their behalf, please complete and execute the Proxy Form appointing Ms. Thitiya Wongchirachai Audit Committee / Independent Director as a proxy-holder, and submit the said completed and executed Proxy Form, affixed with the stamp duty, together with the supporting documents to "Company Secretary" at 905/7, Rama 3 Soi 51, Rama 3 Road, Khwaeng Bangpongpan, Khet Yannawa, Bangkok 10120 Thailand, within 21 April 2017, or at the place of the Meeting before the Meeting starts. In this regard, the Company has enclosed the details of the Independent Director (proxy-holder for shareholders), together with the Invitation to the Meeting.

D. Voting


Voting Method

1. 1 share is entitled to 1 vote.
2. Shareholders and proxy-holder under Proxy Form A. or B. may not split votes in each agenda.
3. In each agenda, the Chairman will ask if anyone disapproves or abstains, to save time of all shareholders, the shareholders who approve shall not put any mark in the ballots, while the shareholders who disapprove or abstain shall confirm their intention by putting a mark [✓] and their signatures in the ballots and raise their hands until the Company's officer collects the ballots for vote counting, except in which the voting has been specified in the Proxy Form, the Company will count the votes according to such Proxy Form at the time of the registration by the proxy-holder.

Vote Counting

1. The Company will deduct the disapproval and the abstention votes from the total votes. The remaining votes will be deemed as approval votes.
2. The Chairman will announce the result of the voting after the voting in each agenda is completed, whereby the announced votes will be divided into the numbers of the approval, the disapproval and the abstention votes and the percentage thereof. The Ballots submitted after the Chairman announced the voting result of each agenda to the Meeting will not be counted as the voting result in that agenda. If any shareholders or proxy-holder wishes to leave before the Meeting adjourns. Please inform the Company's officer at the registration counter in order to withdraw his/her votes from the system.

List of the Independent Director proposed by the Company to serve as a proxy for
shareholders

Name – Surname	Ms. Thitiya Wongchirachai	
Age	44 years	
Address	905/7 Rama3 Rd., Soi 51, Bangpongpan, Yannawa, Bangkok 10120	
Current Positions	Independent Director / Audit Committee Member	
Highest Education	<ul style="list-style-type: none">● MBA Columbia Business● Bachelor Degree, Economics: Columbia College, Columbia University	
Work Experiences	Present : Deputy General Manager : Alpha Capital Asset Management Co., Ltd. 2551-2558 : Senior Vice President, Risk : GE Capital 2550-2551 : Integration Team : Bank of Ayudhya Public Company Limited	
	<ul style="list-style-type: none">● Director Accreditation Program (DAP) 117/2015 Thai Institute of Directors● Executive Development Program (EDP) 9/2552 Thai Listed Company Association (TLCA)	
Number of years on the Board of Directors	2 years	
Positions in other companies	Listed companies – companies Other companies - company Rival companies or other companies which have business related to the Company and may conflict with the Company beneficial interest - None	
Meeting attendance of the year 2016	The Board of Director's meeting : 4/5 times The Audit Committee's meeting : 4/4 times	
Conflict of interest in the Meeting Agenda	None	
Shareholding ratio in the company as of 14 March 2017	None	

Relationship between the Executive's family and the company	None
<p>Conflict of interest with the Company / its subsidiary Company or any juristic person that may have current conflict during the past 2 year s</p> <ol style="list-style-type: none"> 1. Not being an executive director, employee, staff or advisor who receives salary 2. Not being a provider of the professional services (e.g. financial advisor, legal , advisor) 3. Not having a business relationship in the manner which may interfere with his independent (e.g. purchase / sale of raw material / product / service / borrowing / lending) 	

The company's Articles of Association in relation to the shareholders' meeting

Article 35. The board of directors shall convene an annual general meeting of shareholders within 4 month of the last day of fiscal year of Company.

The shareholders' meeting other than those specified above shall be called extraordinary general meetings of shareholders. The board of directors may summon an extraordinary general meeting of shareholders at any time as it is deemed appropriate, or when shareholders holding shares in aggregate not less than one-fifth of the total issued shares or not less than 25 shareholders holding shares in aggregate not less than one-tenth of the total issued shares may jointly submit their name in a written notice requesting the board of directors to summon an extraordinary meeting at any time, provided that reasons for calling such meeting shall be clearly stated in the said notice. In this regard, the board of directors shall proceed to call a shareholders' meeting to be held within 1 month of the date of the receipt of such notice from the shareholders.

Article 36. In calling a shareholders' meeting, the board of directors shall prepare a notice of the meeting specifying the place, date and time, the agenda of the meeting and the matters to be proposed to the meeting with reasonable detail, by expressly as to the matter to be set forth to the meeting for information, approval or consideration, including opinions of the directors on the said matters. The said notice shall be delivered to the shareholders and registrar at last 7 day prior to the date of the meeting and shall also be published in a newspapers for 3 consecutive days, at least 3 days prior to the date of the meeting.

A shareholders' meeting may be convened within the locality where the head office of the company is located or other place as the board of directors may designate.

Article 37. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty – five (25) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the company

At any shareholders' meeting, if one (1) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still not adequate to constitute a quorum as specified, if such shareholder' meeting was called as a result of a request by the shareholder, such meeting shall be cancelled. If such shareholders' meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholder not less than 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 38. In a shareholder' meeting, the chairman of the board shall present over the meeting. If the chairman is absent or is unable to perform his duties, if there is a vice-chairman, the vice-chairman shall be the chairman of the meeting. In the absence of the vice-chairman or the vice-chairman is unable to perform his duties, the meeting shall elect one of the shareholders attending the meeting to be the chairman of the meeting.

Article 39. In order to vote in the shareholder meeting, each shareholder shall have a number of votes equal to the number of shares held. Shareholders who have any conflict of interest in any matters shall not be able to cast their votes on such matters except for the vote for director election. A resolution of the shareholder meeting shall require:

- (1) In ordinary events, a majority vote of the shareholder who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.
 - (a) The sale or transfer of the whole or important parts of the business of the company to other persons;
 - (b) The purchase or acceptance of transfer of the business of other companies or private companies by the company;
 - (c) The making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the company, the assignment of the management of the business of the Company to any other persons or amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - (d) The amendment of the company's memorandum of Association or Articles of Association;
 - (e) The increase or decrease in the company's capital;
 - (f) The liquidation of the Company
 - (g) The issuance of the company's debenture

- (h) The amalgamation or dissolution of the company.

Article 40. Transactions to be conducted at an annual general meeting are as follows:

- (1) To consider the report of the board of directors as proposed to the meeting presenting the business operation result of the company in the preceding year;
- (2) To consider and approve the balance sheet and the profit and loss statements of the preceding fiscal year;
- (3) To consider the profit allocation and dividend payment ;
- (4) To appoint directors in replacement of the directors who retire by rotation and determine the directors' remuneration;
- (5) To appoint the auditor and determine his remuneration;
- (6) To consider and approve any other matters as appropriate.

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy Form A (General Form)

Ref: Notification of Department of Business Development regarding Proxy Form (NO.5) B.E. 2550

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I/We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at Road Tambol/Khwaeng

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท บิวเดอร์สมาร์ท จำกัด (มหาชน)

Being a shareholder of BuilderSmart Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

Holding the total number of shares, and having the right to vote equivalent to votes as follows :

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share of shares, having the right to vote equivalent to votes,

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share of shares, having the right to vote equivalent to votes,

(3) ขอมอบฉันทะให้

Hereby appoint:

(1) อายุ ปี อยู่บ้านเลขที่

Name

Age

Years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต

Road Tambol/Khwaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code , or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....
 Name Age Years, residing at
 ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
 Road Tambol/Khwaeng Amphur/Khet
 จังหวัด.....รหัสไปรษณีย์.....หรือ
 Province Postal Code , or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....
 Name Age Years, residing at
 ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
 Road Tambol/Khwaeng Amphur/Khet
 จังหวัด.....รหัสไปรษณีย์.....หรือ
 Province Postal Code , or

☐ นางสาวจิตติยา วงศ์จิรัชย์ ตำแหน่ง กรรมการตรวจสอบ / กรรมการอิสระ
 Ms. Thitiya Wongchirachai (position Audit Committee / Independent Director)
 ที่อยู่เลขที่ 905/7 ซอยพระราม 3 ที่ 51 ถนนพระรามที่ 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120
 Residing at 905/7, Rama 3 Soi 51, Rama 3 Road, Khwaeng Bangpongpan, Khet Yannawa, Bangkok 10120

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : มีส่วนได้เสียในการพิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2560
 Conflict of interest in the agenda proposed to the Meeting: having conflict of interest in the Agenda to consider and approve
 the determination of the remuneration of the directors for the year 2017.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้น
 ประจำปี พ.ศ. 2560

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders for
 the year 2017

ในวันศุกร์ที่ 28 เมษายน พ.ศ. 2560 เวลา 14.00 น.
 On Friday 28 April 2017 at 2.00 p.m.
 ณ ห้องประชุม Auditorium อาคารสุภาลัยแกรนด์ ทาวเวอร์ ถนนพระราม 3, กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่
 อื่นด้วย
 At Auditorium Meeting Room, Supalai Grand Tower, Rama 3 Road, Bangkok or any adjournment at any date, time and place
 thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed

ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed

ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed

ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed

ผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ

Remark

ผู้ถือหุ้นจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy-holder to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.



แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy Form B. (Proxy Form containing specific details)

Ref: Notification of Department of Business Development regarding Proxy Form (NO.5) B.E. 2550

----- เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I/We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at Road Tambol/Khwaeng

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท บิวเดอร์สมาร์ท จำกัด (มหาชน)

Being a shareholder of BuilderSmart Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

Holding the total number of shares, and having the right to vote equivalent to votes as follows :

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share of shares, having the right to vote equivalent to votes,

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share of shares, having the right to vote equivalent to votes,

(3) ขอมอบฉันทะให้

Hereby appoint :

(1) อายุ ปี อยู่บ้านเลขที่

Name

Age

Years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต

Road Tambol/Khwaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code , or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....

Name

Age

Years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code , or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....

Name

Age

Years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code , or

☐ นางสาวจิตติยา วงศ์จิรัชย์ ตำแหน่ง กรรมการตรวจสอบ / กรรมการอิสระ

Ms. Thitiya Wongchirachai (position Audit Committee / Independent Director)

ที่อยู่เลขที่ 905/7 ซอยพระราม 3 ที่ 51 ถนนพระรามที่ 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120

Residing at 905/7, Rama 3 Soi 51, Rama 3 Road, Khwaeng Bangpongpan, Khet Yannawa, Bangkok 10120

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : มีส่วนได้เสียในการพิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2560

Conflict of interest in the agenda proposed to the Meeting : having conflict of interest in the Agenda to consider and approve the determination of the remuneration of the directors for the year 2017.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี พ.ศ. 2560

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders for the year 2017

ในวันศุกร์ที่ 28 เมษายน พ.ศ. 2560

เวลา 14.00 น.

On Friday 28 April 2017

at 2.00 p.m.

ณ ห้องประชุม Auditorium อาคารสุภาลัยแกรนด์ ทาวเวอร์ ถนนพระราม 3, กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่

อื่นด้วย

At Auditorium Meeting Room, Supalai Grand Tower, Rama 3 Road, Bangkok or any adjournment at any date, time and place thereof.

(4)ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:



- ☐ วาระที่ 1 พิจารณาและรับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2559

Agenda No.1 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the Year 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ 2 รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัท ประจำปี 2559 และแผนธุรกิจสำหรับปี 2560

Agenda No.2 To acknowledge the Company's performance for the Year 2016 and Business plan for the year 2017

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ 3 พิจารณาและอนุมัติงบการเงินของบริษัทและบริษัทย่อย สำหรับรอบระยะเวลาบัญชีประจำปี สิ้นสุด 31 ธันวาคม 2559 และรับทราบรายงานของผู้สอบบัญชี

Agenda No.3 To consider and approve the financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2016 and to acknowledge the report of the auditors

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ 4 พิจารณาและอนุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายสำหรับผลประกอบการปี 2559

Agenda No.4 To consider and approve the allocation of the profit from the operating results for the year 2016 as legal reserve

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ 5 พิจารณาและอนุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2559
Agenda No.5 To consider and approve the suspension of the dividend payment from the operating results for the year 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ 6 พิจารณาและอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ
Agenda No.6 To consider and approve the election of directors in place of the directors who retire by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
To grant my/our proxy to vote at my/our desire as follows:

1. นายสฤชัย เนื่องสิทธิ์: รองประธานกรรมการ

Mr. Sunchai Nuengsit : Vice Chairman of the Board

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

2. ดร.ธีรธร ธาราไชย: กรรมการตรวจสอบ / กรรมการอิสระ

Dr. Theerathon Tharachai : Audit Committee / Independent Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ 7 พิจารณาและอนุมัติการกำหนดค่าตอบแทนกรรมการและกรรมการตรวจสอบประจำปี 2560
Agenda No.7 To consider and approve the determination of the remuneration of the directors and audit committees for the year 2017

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
To grant my/our proxy to vote at my/our desire as follows :
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |



☐ วาระที่ 8 พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีประจำปี 2560 และการกำหนดค่าตอบแทนในการสอบบัญชี

Agenda No.8 To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2017

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows :

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No.9 Other business (if any)

(5)การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6)ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We Have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed

(.....)

ผู้มอบฉันทะ/Grantor

ลงชื่อ/Signed

(.....)

ผู้รับมอบฉันทะ/Proxy

ลงชื่อ/Signed

(.....)

ผู้รับมอบฉันทะ/Proxy

ลงชื่อ/Signed

(.....)

ผู้รับมอบฉันทะ/Proxy

หมายเหตุ

Remark

1. ผู้ถือหุ้นจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล

In respect of the agenda as to the election of the directors, either the whole set of the nominated candidates or an individual nominee may be voted for.

Map of The Supalai Grand Tower

