

April 1, 2016

- Subject:** Invitation to the Annual General Meeting of Shareholders of BuilderSmart Public Company Limited for the Year 2016
- To:** Shareholders
- Enclosures:**
1. A copy of the minutes of the Annual General Meeting of Shareholders for the Year 2015 (document for consideration of Agenda 1)
 2. Annual Report for the Year 2015 and the Financial Statements for the fiscal year ended December 31, 2015 (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. Information Memorandum of BuilderSmart Public Company Limited regarding the Acquisition of Assets in connection with the Investment in the Senior Living Project (document for consideration of Agenda 11)
 5. Opinion of Independent Financial Advisor regarding the Acquisition of Assets in connection with the Investment in the Senior Living Project (document for consideration of Agenda 11)
 6. Summary of Preliminary Details of Warrants to Purchase Ordinary Shares of the Company No. 2 (BSM-W2) (document for consideration of Agenda 14)
 7. Capital Increase Report Form (F53-4) (document for consideration of Agenda 15)
 8. Evidence of meeting eligibility
 9. List of the Audit Committee proposed by the Company to serve as a proxy for shareholders
 10. The Company's Articles of Association relating to shareholders' meeting
 11. Proxy Form A and Form B
 12. Map of the Supalai Grand Tower

BuilderSmart Public Company Limited (the "Company") will convene the Annual General Meeting of Shareholders for the Year 2016 on Thursday, April 28, 2016, at 2.00 p.m. at the Auditorium Room, 33rd Floor, the Supalai Grand Tower, Rama III Road, Bangkok (map appeared in Enclosure No. 12) to consider the following Agenda:

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

Facts and rationales: The Annual General Meeting of Shareholders for the Year 2015 was held on Thursday, April 23, 2015, the minutes of which shall be proposed to the shareholders' meeting for consideration and adoption.

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 2015 held on Thursday, April 23, 2015 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 2015

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 2015, whereby the Company has delivered copies of the Annual Report for the Year 2015 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, 2015 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.

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, 2015, 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 2015 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 2015 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 2015 in the amount of Baht 606,382.33 or equivalent to 5.00 percent of the net profit as legal reserve.

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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 dividend payment from the operating results for the year 2015

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 the dividend payment to the shareholders at the rate of Baht 0.0033 per share, totaling to Baht 4,677,433.60. In the case that the shareholders approve, the Board of Directors has 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 determined the date of dividend payment shall be made to be on May 25, 2016.

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:

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|------------------------------------|---|
| 1. Mr. Christopher John Cartwright | Executive Director |
| 2. Mr. Mark D. Remijan | Chairman of the Audit Committee /
Independent Director |
| 3. Mr. Anek Pichetpongsa | 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 2016

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 2016 which are the same as the previous year as follows:

Remuneration of the directors and the audit committee per meeting

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|---|-------------|
| - 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 of the bonus for the Year 2015 to be paid to the directors at the same rate, which is at 5 percent of the net profit of the year 2015 and not exceeding Baht 2,000,000, whereby the Chairman of the Board of Directors will be the person who allocate the bonus to each director, and that is in line with those already approved by shareholders' meeting. The directors' bonus for the Year 2015 is in the amount of Baht 638,155.03 which is in accordance with the budget of the directors' bonus having been approved by the Annual General Meeting of Shareholders.

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 and having the right to vote.

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

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| Mr. Atipong Atipongsakul | CPA Registration No. 3500; or |
| Mr. Sathien Vongsnan | CPA Registration No. 3495; or |
| Mr. Vichai Ruchitanont | CPA Registration No. 4054; or |

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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 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 4 year. The audit fee is determined to be in the amount of not exceeding Baht 1,350,000, divided into Baht 960,000 as the Company's audit fee and Baht 390,000 as the audit fee for the group of the Company.

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

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

Facts and rationales : The Company has 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 subscribe 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) specifies that the Company shall increase its capital from the registered amount by issuing the new shares only when all the shares have been issued and paid in full, or in case where the shares have 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 Company shall proceed with the decrease of its 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 unissued registered

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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 are 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 were expired.

Board of Directors' opinion : The Board of Directors considered it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve 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 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).

Voting : This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

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**

Facts and rationales : In order to be in line with the decrease of the Company's registered capital, the Company, therefore, proposes to the Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association.

Board of Directors' opinion : The Board of Directors considered it appropriate 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 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	(-)"

Voting : This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

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

Facts and rationales : the Company and/or its subsidiary to be newly established has an intention to invest in the Senior Living Project. The Senior Living Project is a senior living community project for active retirees which will be provided with suitable and designed buildings and assisted living facilities. The project will be carried out in a form of lease agreement with lifetime period of lessees. The size of the project is approximately 13 Rai 2 Ngan 14 Square Wah. The project locates 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:

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| (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 |

In this regard, the investment in the Senior Living Project is 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 equals to 97.76 percent pursuant to a total value of consideration basis which is 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 is considered a Class 1 Transaction in accordance with the Notification on Acquisition or Disposal, details of which appear in the Information Memorandum of BuilderSmart Public Company Limited regarding the Acquisition of Assets in connection with the Investment in the Senior Living Project (Enclosure No. 4) and the Report of Independent Financial Advisor regarding the Acquisition of Assets in connection with the Investment in the Senior Living Project (Enclosure No. 5).

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

Board of Directors’ opinion : The Board of Directors considered it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve 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

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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.

Voting : This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

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

Facts and rationales : Due to the consideration and approval of the investment 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 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).

Board of Directors' opinion : The Board of Directors considered it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's 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

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(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).

Voting : This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

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

Facts and rationales : In order to be in line with the increase of the Company's registered capital, the Company, therefore, proposes to the Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association.

Board of Directors' opinion : The Board of Directors considered it appropriate 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)
	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	(-)"

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Voting : This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

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

Facts and rationales : 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 Company deemed appropriate to issue and offer the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) to 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.

Board of Directors' opinion : The Board of Directors considered it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the issuance and offering of the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) to 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 the Company's Ordinary Shares No. 2 (BSM-W2) (Enclosure No. 6).

In this regard, the Board of Directors and/or any person(s) entrusted by the Board of Directors shall 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.

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Voting : This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

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

Facts and rationales : 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 Company, therefore, proposes to the Annual General Meeting of Shareholders to consider and approve the allotment of the capital increase ordinary shares, details of which are 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

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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 (F5 3-4) (Enclosure No. 7).

- (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

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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) (Enclosure No. 6) and the Capital Increase Report Form (F53-4) (Enclosure No. 7).

The Company has 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 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.

Board of Directors' opinion : The Board of Directors considered it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the allotment of the 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, whereby allotting 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, and allotting 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.

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The Board of Directors is of the opinion that the offering price of the capital increase ordinary shares to be allocated to the Company's existing shareholders proportionately to their shareholding at Baht 0.50 per share is reasonable. As for the basis for determination of such offering price, the Board of Directors has considered by comparing to the market price of the ordinary shares at the time on which the Board of Directors determined such offering price, with the discount rate of not exceeding 15 percent of the weighted average market price for a period of 15 days prior to the date of the Board of Directors' meeting.

In addition, the Board of Directors and/or any person(s) entrusted by the Board of Directors shall 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 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.

Furthermore, in order to comply with the Notification of the Capital Market Supervisory Board No. TorChor. 73/2558 Re: List of Information Disclosed in the Notice of the Meeting of Shareholders of Listed Company to Ask for Approval of Issuance and Offering of Securities, the Company would like to further clarify information regarding the allocation of capital increase ordinary shares of the Company as follows:

- 1) Details of the offering; for examples, number of offering shares, type of investors to be offered, method to determine the offering price and market price, and method of offering and allocating shares

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- Please consider information regarding number of offering shares, type of investors to be offered, method to determine the offering price and market price, and method of offering and allocating shares as detailed in this Agenda 15 and the Capital Increase Report Form (F53-4) (Enclosure No. 7).

2) Objectives of the issuance of the shares and plan for the utilization of funds

(a) Objectives of the issuance of the shares and plan for the utilization of funds

1. To invest in the Senior Living Project with the approximate amount of Baht 150 million

- Characteristic of the Project

The Senior Living Project is a senior living community for active retirees which will be provided with suitable and designed buildings and assisted living facilities. The project will be carried out in form of lease agreement with lifetime period of lessees which will be terminated when lessees pass away. The Senior Living Project will have 43 units in total which are comprised of 11 villas, 2 semi-detached houses and 30 apartments; which locate on three three-story buildings with 10 apartments in each building. The rental for lifetime period of lessees is set at approximately Baht 8,935,000 - 14,296,000 per unit (or U.S. Dollars 250,000 – 400,000 per unit based on Baht 35.74 per U.S. Dollar exchange rate on February 23, 2016 from the Bank of Thailand)

- Opportunity that the project will generate income for the Company

Due to vision of the Board of Directors that current society is a society of retirees. The retired population has grown in many countries. There are a lot of expatriates who are interested to spend their retirement in Thailand and there are a lot of residential developers who are interested to build a senior living community for those foreign active retirees. But, none of them focuses on providing full services for retirement living. In this regard, the Company has seen an opportunity in this type of business and decided to conduct a study, survey as well as an interview on this group of customers so that the Board of Directors has a confidence in the investment in the Senior Living Project.

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This project will give return of investment which is expected to be good for the Company and the shareholders in the long-term. (Details of return of investment appear in the Opinion of the Independent Financial Advisor in Enclosure No. 5.)

- Impact expected to occur with the Company in the case that the project is not successful and risk from the project operation

In a case where the project is not successful, the Company will absorb the loss from construction cost and other expenses which are related to this project. However, the Company might not have to absorb the loss on the land if the re-sell value of the land is higher than the purchase price. (The purchase price is equivalent to the appraisal value from the independent appraisers.) Moreover, the risks from the project's operation are as follows:

1. The risk results from the project's delay;
2. The risk from the construction cost exceeding projection;
3. The risk from over-reliance on personnel specialists;
4. The risk of obtaining the licenses.

- Preliminary and overall budgets for generating income from the project

This project will have a total investment budget of Baht 372 million, consisting of

1. Deposit of the land in an amount of Baht 30 million
2. Balance of the land purchase price in an amount of Baht 51.21 million to be paid upon the transfer of the ownership of the land which is within May 2016.
3. Construction fee in an amount of Baht 291 million which is comprised the followings:
 - Professional and consultant fee Baht 21.60 million
 - Preliminary construction fee Baht 23.54 million
 - Cost of infrastructure Baht 35.10 million
 - Residence unit construction fee Baht 210 million

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, which will be determined and agreed with the main contractors.

Please consider information regarding characteristic of the project, opportunity that the project will generate income for the Company and preliminary and overall budgets for generating income from the project as detailed in the Information Memorandum of BuilderSmart Public Company Limited regarding the Acquisition of Assets in connection with the Investment in the Senior Living Project (Enclosure No. 4) and the Report of Independent Financial Advisor regarding the Acquisition of Assets in connection with the Investment in the Senior Living Project (Enclosure No. 5)

2. To increase the Company's liquidity and for its working capital, including to strengthen the Company's capital basis in preparation for the funds raising for future investment with the approximate amount of Baht 7.50 million
3. To reserve for the exercise of right under the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) with the approximate amount of Baht 157.5 million, of which will be utilized by the Company for restructuring of the Company's financing structure and as working capital of the Company and its subsidiaries.

(b) Effect on the shareholders from the issuance and offering of the newly-issued shares

Offer of the capital increase ordinary shares to be reserved for the exercise of right under the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2)

- Control Dilution

In an event that the Warrants are fully and entirely exercised by other persons who are not the existing shareholders, it will dilute the shareholding proportion by 15.38 percent. The calculating formula is as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Reserved Shares}}{\text{Paid-up Shares} + \text{Reserved Shares}} \\ &= \frac{314,978,694}{1,732,382,816 + 314,978,694} \end{aligned}$$

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= 15.38%

- Earnings Dilution

In an event that the 314,978,694 units of the Warrants are fully and entirely exercised, it will dilute the earnings per share by 15.38 percent whereby the net profit used for calculation is the latest trailing 12 months (January 1, 2015 to December 31, 2015) which is equivalent to Baht 14,620,078.58. The calculating formula is as follows:

Earnings Dilution = $\frac{\text{Earnings Per Share} - \text{Post-offered Earnings Per Share}}{\text{Earnings per Share}}$

Post-offered Earnings Per Share = $\frac{\text{Net Profit}}{\text{Paid-up Shares} + \text{Reserved Shares}}$

Pre-offered Earnings Per Share = $\frac{14,620,078.58}{1,417,404,122 + 314,978,694}$

= Baht 0.008

Post-offered Earnings Per Share = $\frac{14,620,078.58}{1,732,382,816 + 314,978,694}$
= Baht 0.007

Earnings Dilution = $\frac{0.008 - 0.007}{0.008}$
= 15.38%

- Price Dilution

In an event that the 314,978,694 units of the Warrants are fully and entirely exercised, it will dilute the price of the share by 1.75 percent. This is based on the market price prior to the offer (the "Market Price") at Baht 0.59 per share which is a weighted average market price of the shares during 15 consecutive business days prior to the date of the Board of Directors' Meeting No. 1/2016 on February 24, 2016 (from February 2, 2016 to February 23, 2016) (Information from SETSMART), details of the calculation are as follows:

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$$\text{Price Dilution} = \frac{\text{Market Price} - \text{Post-offered Market Price}^*}{\text{Market Price}}$$

$$* \text{ Post-offered Market Price} = \frac{(\text{Market Price} \times \text{Paid-up Shares}) + (\text{Exercise Price} \times \text{Reserved Shares})}{(\text{Paid-up Shares} + \text{Reserved Shares})}$$

Post-offered Market Price

$$= \frac{(0.59 \times 1,417,404,122) + (0.50 \times 314,978,694)}{(1,417,404,122 + 314,978,694)}$$

= Baht 0.57

Pre-offered Earnings Per Share

$$= \frac{(0.57 \times 1,732,382,816) + (0.50 \times 314,978,694)}{(1,732,382,816 + 314,978,694)}$$

= Baht 0.56

Price Dilution

$$= \frac{(0.57 - 0.56)}{0.57}$$

= 1.75%

Remark : the calculation of dilution effect is included effect after RO.

- Worthiness of the shareholders comparing with the control dilution or the voting rights of the shareholders

The Company will utilize the proceeds received from the exercise of BSM-W2 for restructuring of the Company's financing structure and as working capital of the Company and its subsidiaries which will reduce finance cost and increase circle of sale-out products through comprehensive marketing plan, and efficiently focus on marketing to main customers. The Board of Directors are confident that it will enhance profit rate and the proportion of the project net profit will be higher than the earnings dilution effect by 15.38 percent which means that the Company's shareholders will be deemed not be affected from the earnings dilution.

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3) **Opinion of the Board of Directors on the capital increase of the Company**

(a) **Rationale and necessity for the capital increase of the Company**

The Board of Directors considered it appropriate to increase the registered capital which is a part of funds raising for the Senior Living Project, and to obtain loan from financial institution(s) for investment in such project. The Board of Directors also considered appropriate level of debt to equity ratio, and that the proceeds from the capital increase will be utilized to support the expenses incurred from the Senior Living Project, whereby the Board of Directors considered that this project has highly successful potential since it is a residential business with full services and facilities for active retirees. It will meet the demand of this group of customers who are foreigners. In present, there are not many operators engaging in this type of business. Also, it is a risk diversification to other type of business which has more potential resulting in generating more income and cash flow for the Company, and creating a long-term benefit to the shareholders. Moreover, the Company will utilize the proceeds from the capital increase for construction, the construction value of which is reasonable.

(b) **Feasibility of the plan for the utilization of funds from offering of the shares and the progress of the projects**

After the Annual General Meeting of Shareholders for the Year 2016 approves the entering into investment in the Senior Living Project, the Company will increase its capital, and a part of the proceeds will be utilized for land payment. As for the construction cost, the Company expects to commence the construction around June 2016 with an approximate construction period of 16 months.

Currently, it is under designing process which is coordinated between architects, design engineers and consultants to develop the design that is suitable for location and customers, and for the construction budgets of the Company.

- (c) Reasonability of the capital increase, plan for the utilization of funds from the offering of the shares and the project to be operated, and sufficiency of the source of funds in the case where the funds from the offering of the shares does not cover all budgets needed for the project operation

The total investment cost of the Senior Living Project is Baht 372 million, whereby the sources of funds to be arranged by the Company are as follows:

1. Debentures, including short-term bills of exchange or promissory notes (to be proposed for consideration in this meeting) of Baht 64.52 million;
2. Loan from bank(s) or financial institution(s) (to be proposed for consideration in this meeting) of 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) of not exceeding Baht 157.48 million.

The capital increase is a part of equity for investment in the Senior Living Project in accordance with the policy for procurement of sources of funds in order to leverage the debt to equity ratio at the appropriate level, and the Board of Directors viewed that the plan for procurement of the sources of funds will sufficiently support the Company's capital for investment in such project until its completion.

The utilization plans of the proceeds from the capital increase are as follows;

1. To invest in the Senior Living Project;
2. To increase liquidity and working capital of the Company;
3. To reserve for the exercise of warrants to purchase of the Company's ordinary shares.

- (d) Impact expected to occur with the Company's operation, financial status and the Company's operating result due to the capital increase and the implementation of the plan for the utilization of funds and the project

The effects that expect to occur are as follows:

1. Increase in revenue and profit from its operation;
2. Increase in total assets which will be recorded as land and property investment;

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3. Increase in total liabilities due to the source of funds from debt financing that will be gradually decreased by the amount of debt repayment;
4. Increase in shareholders' equity due to the capital increase;
5. Increase in retained earnings in case the project generates profit.

In the case that the director(s) of the Company fails to perform duties with loyalty and due care to preserve the Company's interests regarding the capital increase this time, if the aforesaid failure causes damage to the Company, a shareholder may bring an action to claim for damages from such director(s) on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and if the aforesaid failure causes such director(s) or any related person(s) to obtain undue benefits, the shareholder may be entitled to bring an action against the director(s) for disgorgement of such benefits on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

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

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

Facts and rationales : 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 Company's Board of Directors, therefore, deemed it appropriate to issue and offer 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 the term of not more than 10 (ten) years, to any persons, institutional investors and/or the high net worth investors, details of which are as follows:

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- 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

Board of Directors' opinion : The Board of Directors considered it appropriate 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 the term of not more than 10 (ten) years, to any persons, institutional investors and/or the high net worth investors in accordance with the preliminary details proposed above.

In addition, the Board of Directors and/or any person(s) entrusted by the Board of Directors shall 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

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

Voting : This Agenda shall be passed by the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 17 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 Audit Committee proposed by the Company to serve as a proxy (Enclosure No. 9) 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. 11), attach a copy of certified identification card according to the Evidence of meeting eligibility (Enclosure No. 8) and have a proxy holder bring along on the date of the meeting or deliver to the Company Secretary within, Thursday April 21, 2016.

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. Suresh Subramaniam

Chief Executive Officer

BUILDERSMART PUBLIC COMPANY LIMITED

Bangkok, Thailand

Minutes of the Annual General Meeting
of the Shareholders of the Year 2015

Time and Place Held on Thursday, April 23th, 2015 at the Auditorium room, 33th floor, Supalai Grand Tower, Rama III Road, Bangkok.

Directors Attended There were total 7 directors join the Meeting, namely;

1. Mr.Suresh Subramaniam, Chairman of the Board of Directors.
2. Mr.Sunchai Neungsit, Director
3. Mr. Yang Shiun Moh, Chairman of the Audit Committee
4. Mr. Mark Remijan, Audit Committee
5. Dr.Teerathorn Tarachai, Audit Committee
6. Mr. Christopher Cartwright, Director
7. Mr. Anek Pichetpongsa, Director

Shareholders Present There were totally 61 shareholders, represented either in person or by proxy, present collectively accounting for 634,977,340 shares.

Preliminary Proceedings After the procedures regarding voting, counting of votes and reporting of the voting result on each agenda were explained and names of Directors who joined the Meeting and informed the attendance of the External Auditors from ANS Audit Company Limited and the Financial Advisors from Asset Pro Management Company Limited.

Mr.Suresh Subramaniam, Chairman of the Board of Directors, presided as Chairman of the Meeting, and assigned Mr. Sunchai Nuengsit, Director, to preside the Meeting in the order of the agendas indicated in the notice calling the Meeting. He declared that 49 shareholders and holding shares as 634,810,649 shares or 60.88 percent (60.88%), from totally paid-up shares 1,042,583,500 shares, were in attendance, a quorum was established as prescribed by the Articles of Association of the Company clause 38. Accordingly, he declared the meeting to be duly convened, starting the Meeting on 9.55 a.m.

Agenda No.1: Consideration and approval of minute of the Extraordinary General Shareholders' Meeting 2014.

Mr. Sunchai Nuengsit requested the Meeting to consider and approve the minute of the Extraordinary General Shareholders' Meeting 1/2014 which was held on Thursday September 18th, 2014. The Company had already sent a copy of the minute to the shareholders together with the notice calling for this Meeting.

Upon a motion duly made and carried, it was resolved as follows:

"RESOLVED: The Meeting approved the minute of the Extraordinary General Shareholders' Meeting 1/2014 which was held on Thursday September 18th, 2014 that it was accurately recorded."

The above resolution was approved and passed by the following votes:

<u>Approve</u>	634,976,649 votes	or	100 percent
<u>Disapprove</u>	0 votes	or	0 percent
<u>Abstain</u>	0 votes	or	0 percent
<u>Total</u>	634,976,649 votes	or	100 percent

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Agenda No.2: Acknowledgement for the Report of Results of Company's Operations for the year 2014.

In Compliance with the Public Company Limited Act B.E.2535 and the Company's Articles of Association which prescribe that it's appropriate for the meeting to acknowledge the report on the Company Yearly Performance for the year 2014. The details appear in the 2014 Annual Report of the Company

The Preside of the Meeting reported the Company Yearly Performance by separating in each group of Subsidiaries companies as following details:

Separate (Million Baht)	1.) Builder Smart			2.) Install Direct			3.) D & W			4) BSM Con.		
	2014	2013	% Growth	2014	2013	% Growth	2014	2013	% Growth	2014	2013	% Growth
Sales	418.33	489.62	-15%	53.23	50.88	5%	98.05	62.68	56%	1.06	0.54	96%
Cost of Goods Sold	307.7	368.6	-17%	43.9	38.9	13%	83.4	54.9	52%	0	0	
Gross Profit	110.65	121.05	-9%	9.3	11.94	-22%	14.62	7.74	89%	1.06	0.54	96%
<i>% Gross Margin</i>	26%	24%		18%	23%		15%	12%				
SG&A	87.47	89.34	-2%	10.61	8.33	27%	13.71	13.68		0.09	1.02	-91%
<i>%SG&A</i>	21%	18%		20%	16%		14%	22%		8%	189%	-96%
Bad Debt Provision	0.56	2.77	-80%	0.46	1.42	-68%	-	-				
Other Income	3.05	4.75	-36%	0.29	0.41	-29%	1.76	6.13	-71%	0.14	0	
Bad Debt Return	1.47	2.76	-47%	0	0.11	-100%	-	-				
EBT	27.1	36.45	-26%	-1.45	2.71	-154%	2.67	0.19		1.11	-0.48	331%
Income Tax	5.8	7.6	-24%		0.6	-100%	0.7	0.2	294%	0.46	0	100%
Net Income	21.33	28.84	-26%	-1.45	2.12	-168%	2	0.02		0.65	-0.48	235%
<i>% Net Income</i>	5%	6%		-0.03	4%		2%	0%		61%	-0.89	

(Million Baht)	Consolidated		
	2014	2013	% Growth
Sales	507.76	540.13	(6%)
Cost of Goods Sold	369.3	389.2	(5%)
Gross Profit	138.48	150.91	(8%)
<i>% Gross Margin</i>	<i>27%</i>	<i>28%</i>	
SG&A	111.12	116.47	(5%)
<i>%SG&A</i>	<i>22%</i>	<i>22%</i>	
Bad debt Provision	1.02	4.19	(76%)
Other Income	3.61	3.98	(9%)
Bad debt Returned	1.53	3.16	(52%)
EBT	31.48	37.4	(16%)
Income Tax	6.9	8.4	(17%)
Net Income	24.54	29.0	(15%)
<i>% Net Income</i>	<i>5%</i>	<i>5%</i>	

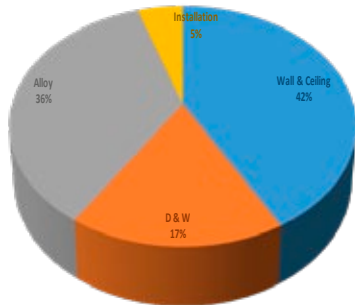
Group of Products

Sales Performance by Product (Million Baht)	2013	2014	Growth	% Growth
Wall & Ceiling	226.7	193.54	-33.16	-15%
D & W	90.7	104.47	13.77	15%
Alloy	193.9	179.26	-14.64	-8%
Installation	28.83	30.49	1.66	6%
Total Sales	540.13	507.76	-32.37	-6%

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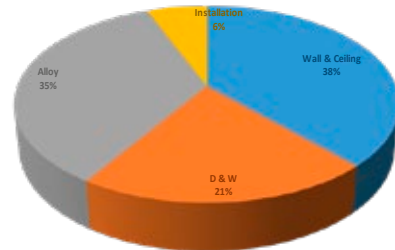
Portion of Revenue 2013



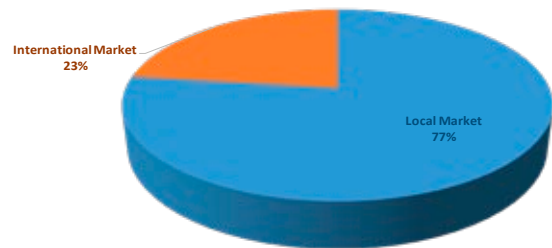
Portion of Sales
Local - International 2013



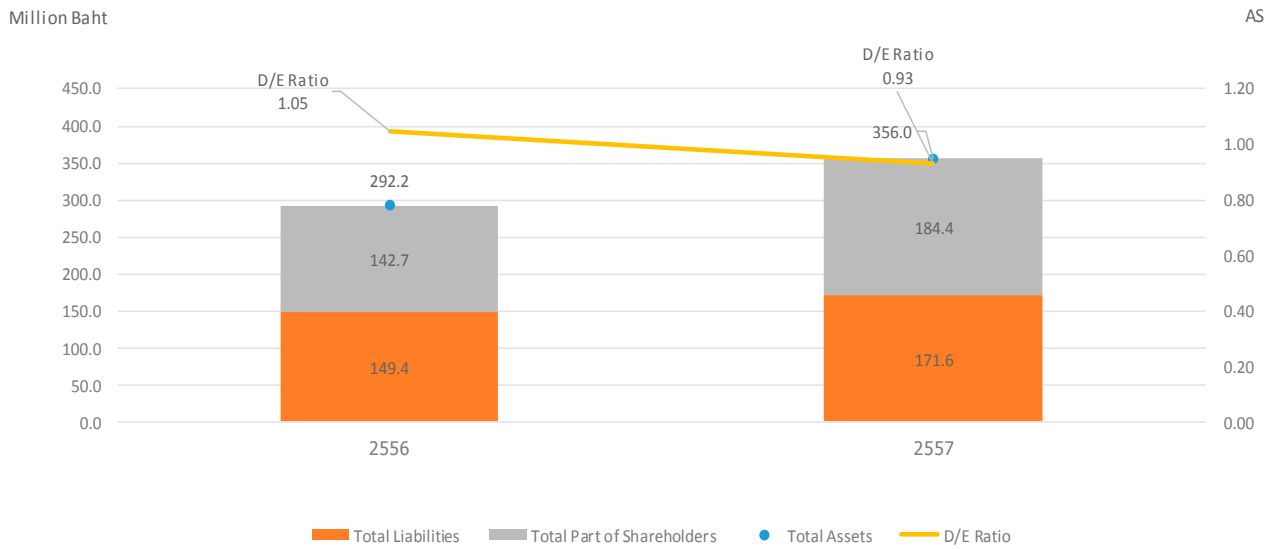
Portion of Revenue 2014



Portion of Sales
Local - International 2014



Capital Structure



The Initial of Securities	BSM-W1
Type of Securities	Warrant
Date in the First Trading Day	14 February 2013
The Underlying Securities	BSM
The Exercise Price	0.10 Baht
Exercise Rate (Securities : Reference)	1:05
Securities registered with the SEC	74,999,980 Units
The First Exercise Date	31 March 2014
The Last Exercise Date	30 December 2015
The Expiry Date	3 January 2016

Conclusion of

Excising for BSM-W1

Period	Date Exercise	BSM-W1 (Unit)			BSM
		Balance	New Common Stock	Remaining	Paid-in Capital after exercise (Baht)
5	31-Mar-15	16,483,280	4,329,350	12,153,930	106,423,025

Upon a motion duly made and carried, it was resolved as follows:

“RESOLVED: The Meeting acknowledged for report of Results of Company’s Operations for the year 2014.

Agenda No.3: Consideration and approval for the Financial Statement of the Company and its subsidiaries and Auditor Report for the year 2014.

In compliance with the Public Company Limited Act B.E.2535 and the Company’s Articles of Association clause 44 which prescribe that the Board of Directors are responsible for preparation of the Company’s Balance Sheets and Income Statements at the end of the fiscal year and propose to the Annual General Meeting of shareholders for consideration and approval. The Board of Directors found it appropriate for the Meeting to approve the Financial Statement of the Company and its subsidiaries which had already been approved by the Audit Committee and had been audited and certified by the Company’s Auditor.

Upon a motion duly made and carried, it was resolved as follows:

“RESOLVED: The Meeting approved the Financial Statements of the Company and its subsidiaries which had already been certified by the Company’s Auditor as the Board proposed.”

Before the approval, 1 shareholder who holding shares as 500 shares, attended as this agenda, made totally 58 shareholders and holding totally shares as 634,977,149 shares in the meeting.

The above resolution was approved and passed by the following votes:

<u>Approve</u>	634,977,149 votes	or	100 percent
<u>Disapprove</u>	0 votes	or	0 percent
<u>Abstain</u>	0 votes	or	0 percent
<u>Total</u>	634,977,149 votes	or	100 percent

Agenda No.4: Consideration and approval the allocation as legal reserve.

In compliance with the Public Company Limited Act B.E.2535 and the Company’s Articles of Association clause 47 which prescribe that the Company must appropriate no less than 5% of the annual net profit (after deducting retained losses carried over, if any) to the legal reserves account until the aggregate of the legal reserves is no less than 10% of the registered capital.

The Board agreed to request the Meeting to approve the allocation of net profit to be legal reserves for the net profit for the year 2014 as Baht 1,066,458.38 or 5.00% of net profit, bringing the aggregated legal reserves.

Upon a motion duly made and carried, it was resolved as follows:

“RESOLVED: The Meeting approved the allocation of profit to be the legal reserves the Board proposed.”

The above resolution was approved and passed by the following votes:

<u>Approve</u>	634,977,149 votes	or	100 percent
<u>Disapprove</u>	0 votes	or	0 percent
<u>Abstain</u>	0 votes	or	0 percent
<u>Total</u>	634,977,149 votes	or	100 percent

Agenda No.5: Consideration and approval for the year 2014 dividend payment by stock dividend and cash dividend.

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

The Board’s opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to approve the dividend payment to the Shareholders as the rate of Baht 0.02778 per share for the shareholders paid-up capital as 1,064,230,250 shares (after excising the BSM-W1 as of March 31st, 2015, as following information;

Paid Dividend as	Not exceeding (Baht)	Not exceeding (Share)	Rate of Dividend Payment
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Common Shares	26,605,756.20	266,057,562	0.025 Baht per share
Cash Dividend	2,958,560.10	-	0.00278 Baht per share

However, these dividend payment have to be approved by shareholder of the company via AGM for the year 2015. The Board of Directors had set up the record date for the right of shareholders to receive the dividend on Wednesday 6th May, 2015 and the names of shareholders will be compiled by closing the company's shareholders register book, by the section 225 in Securities and Exchange Act, on Thursday 7th May, 2015 and the dividend shall be paid to the shareholders on 22th May, 2015.

Upon a motion duly made and carried, it was resolved as follows:

"RESOLVED: The Meeting approved for dividend payment for the fiscal year 2014 as the Board proposed."

The above resolution was approved and passed by the following votes:

<u>Approve</u>	634,977,149	votes	or	100	percent
<u>Disapprove</u>	0	votes	or	0	percent
<u>Abstain</u>	0	votes	or	0	percent
<u>Total</u>	634,977,149	votes	or	100	percent

Agenda 6: Consider and approve for increasing the Company's registered capital.

Background and rationale: According to the approval on stock dividend payment and adjustment the right of BSM-W1 and BSM-ESOP1 from these payment, Company must be increased the Company's registered capital.

The Board's opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to approved to propose the upcoming AGM for approval the increasing of registered capital not more than the totally of Baht 28,499,997.50, or 284,999,975 shares at par value of 0.10 Baht which newly issued ordinary shares to be reserved for

- 1) The stock dividend, not exceeding than 266,057,562 shares.
- 2) Reserve for the rights adjustment of BSM-W1 as 15,192,413 shares.
- 3) Reserve for the rights adjustment of BSM-ESOP1 as 3,750,000 shares.

Upon a motion duly made and carried, it was resolved as follows:

"RESOLVED: The Meeting approved for increasing the Company's registered capital as the Board proposed."

The above resolution was approved and passed by the following votes:

<u>Approve</u>	634,977,149	votes	or	100	percent
<u>Disapprove</u>	0	votes	or	0	percent
<u>Abstain</u>	0	votes	or	0	percent
<u>Total</u>	634,977,149	votes	or	100	percent

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Agenda 7: Consideration and approval the changing of Memorandum of Association Clause 4 (Capital Register) in order to comply with the increasing of the Company's registered capital.

Background and rationale : In compliance with the increasing of the capital register, the company must change the Memorandum of Association Clause 4 (Capital Register).

The Board's opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to approve the changing of Memorandum of Association Clause 4 or Capital Register in order to comply with the increasing of the Company's registered capital as following:

Clause 4. Registered Capital	:	142,499,987.50	Baht	(One hundred forth two million four hundred ninety nine thousand and nine hundred ninety seven Baht fifty stang)
Divided into	:	1,424,999,875	shares	(One Thousand four hundred twenty four million nine hundred ninety nine thousand and eight hundred seventy five shares)
Par value	:	0.10	Baht	(Ten Satang)
Categorized into				
Ordinary shares	:	1,424,999,875	shares	(One Thousand four hundred twenty four million nine hundred ninety nine thousand and eight hundred seventy five shares)
Preferred shares	:	0	shares	-None-

Upon a motion duly made and carried, it was resolved as follows:

"RESOLVED: The Meeting approved changing of Memorandum of Association Clause 4 (Capital Register) in order to comply with the increasing of the Company's registered capital as the Board proposed."

The above resolution was approved and passed by the following votes:

<u>Approve</u>	634,977,149	votes	or	100	percent
<u>Disapprove</u>	0	votes	or	0	percent
<u>Abstain</u>	0	votes	or	0	percent
<u>Total</u>	634,977,149	votes	or	100	percent

Agenda 8: Consideration and Approval for the allotment of newly issued ordinary shares.

Background and rationale : According to the approval on newly issuing the Company's register capital, Company have to consider for the allotment of the said ordinary shares.

The Board's opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to approve to the allotment of newly issued ordinary shares as 284,999,975 shares, as par value 0.10 Baht for:

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1. Reserve for the stock dividend payment, not exceeding than 266,057,562 shares.
2. Reserve for the rights adjustment of BSM-W1 as 15,192,413 shares.
3. Reserve for the rights adjustment of BSM-ESOP1 as 3,750,000 shares.

Upon a motion duly made and carried, it was resolved as follows:

“RESOLVED: The Meeting approved the allotment of newly issued ordinary shares as the Board proposed.”

The above resolution was approved and passed by the following votes:

<u>Approve</u>	634,977,149	votes	or	100	percent
<u>Disapprove</u>	0	votes	or	0	percent
<u>Abstain</u>	0	votes	or	0	percent
<u>Total</u>	634,977,149	votes	or	100	percent

Agenda 9: Consideration and Approval of re-election of 2 Directors to replace those retiring by rotation for the year 2015.

Background and rationale: In compliance with the Public Company Limited Act B.E.2535 and the Company’s Articles of Association which prescribe that at every Annual General Shareholders’ Meeting, one-third (1/3) of the directors shall retire from the office. A retiring director is eligible for re-election. This year the directors retiring by rotation are as follow:

1. Mr. Suresh Subramaniam Chairman of the Board of Director
2. Mr. Yang Shiun Moh Chairman of the Audit Committee

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

1. Mr. Suresh Subramaniam Chairman of the Board of Director
2. Mr. Yang Shiun Moh Director

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

Additionally, the experience, knowledge and capability of the said persons are in line with the Company’s requirement and The Board request to the Shareholders to acknowledge for appointment Mr. Yang Shiun Moh as the position of the Chief Financial Officer of the Company.

Before the approval, there are 3 shareholders who holding shares as 191 shares, attended as this agenda, made totally 61 shareholders and holding totally shares as 634,977,340 shares in the meeting.

Upon a motion duly made and carried, it was resolved as follows:

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“RESOLVED: The Meeting approved the re-election of 2 Directors to replace those retiring by rotation as the Board proposed.”

The above resolution was approved and passed by the following votes:

Mr. Suresh Subramaniam

<u>Approve</u>	634,977,340 votes	or	100 percent
<u>Disapprove</u>	0 votes	or	0 percent
<u>Abstain</u>	0 votes	or	0 percent
<u>Total</u>	634,977,340 votes	or	100 percent

Mr. Yang Shiun Moh

<u>Approve</u>	634,977,340 votes	or	100 percent
<u>Disapprove</u>	0 votes	or	0 percent
<u>Abstain</u>	0 votes	or	0 percent
<u>Total</u>	634,977,340 votes	or	100 percent

Agenda 10: Consider and approve for the appointment of a new Director

Background and rationale: According to Mr. Yang Shiun Moh is now on the position of Independent Director / Audit Committee will be appointed for the Chief Financial Officer and put the results on the members of the Audit Committees as 2 persons. By concerning regulations to have the members for the Audit Committees as 3 persons, The Board agreed to propose to the Shareholders’ meeting to approve for appointment a new Director as Independent Director / Audit Committee.

The Board’s opinion: The Board agreed to propose to the Annual General Shareholders’ Meeting for approval the appointment of a new director to serve as Director / Audit Committee, namely Ms. Thitiya Wongchirachai and made totally all Board of Directors as 8 persons.

“RESOLVED: The Meeting approved the appointment of a new Director as the Board proposed.”

The above resolution was approved and passed by the following votes:

<u>Approve</u>	634,977,340 votes	or	100 percent
<u>Disapprove</u>	0 votes	or	0 percent
<u>Abstain</u>	0 votes	or	0 percent
<u>Total</u>	634,977,340 votes	or	100 percent

Agenda 11: Consideration and Approval for the Remuneration of Directors for the Year 2015 and Bonus of Directors for the year 2014.

Background and rationale: In compliance with the Public Company Limited Act B.E.2535 and the Company’s Articles of Association which prescribe that the remuneration of Directors must be approved from shareholders in exactly amount or in particular term which be effective until change by shareholders. Directors could receive other allowance and welfare as the Company notice.

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The Board's opinion : The Board agreed to propose to the Annual General Shareholders' Meeting for approval of the remuneration to the Directors and Members of the Audit Committee as maintained as the same as previous year as follows:

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

Besides, the Board of Directors agreed to propose to the Meeting to consider and approve for the Bonus payment for the Board for the year 2015, rating 5% of net profit of the year 2014 but not exceeding Baht 2,000,000. The Chairman of the Board will be the person who allocate this amount of bonus to the Boards and approved in Bonus payment for the year 2014 for the Board of Directors as the amount of Baht 1,226,718.48 (One million two hundred twenty six thousand seven hundred eighteen Baht and forty eight stang) by last approval from the Annual General Shareholders' meeting.

Upon a motion duly made and carried, it was resolved as follows:

"RESOLVED: The Meeting approved for the Remuneration of Directors for the year 2015 and agreed in the Directors' bonus payment for the year 2015 and acknowledged the Directors' bonus payment for the year 2014 as the Board proposed."

The above resolution was approved and passed by the following votes:

<u>Approve</u>	634,977,340 votes	or	100 percent
<u>Disapprove</u>	0 votes	or	0 percent
<u>Abstain</u>	0 votes	or	0 percent
<u>Total</u>	634,977,340 votes	or	100 percent

Agenda 12: Consideration and Approval for the appointment of the external auditors and set its remuneration for the year 2015.

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

The Board's opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to appoint Mr.Atipong Atipongsakul, 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 from ANS Audit Company Limited as the auditors of the company for the 2015 fiscal year because the said company possess all qualifications by the regulations of the SEC. The said audited firm had been the auditor the Company and its subsidiaries for 3 years and approved for the audited fees not exceeding 1,300,000 Baht.

Upon a motion duly made and carried, it was resolved as follows:

"RESOLVED: The Meeting approved for the appointment of the external auditors and set its remuneration for the year 2015 as the Board proposed."

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The above resolution was approved and passed by the following votes:

<u>Approve</u>	634,977,340 votes	or	100 percent
<u>Disapprove</u>	0 votes	or	0 percent
<u>Abstain</u>	0 votes	or	0 percent
<u>Total</u>	634,977,340 votes	or	100 percent

Agenda No.13: Other Business (If any)

Mr. Sunchai Nuengsit asked to the Meeting whether there are any questions and invited the shareholders to express their opinions and suggestions on various matters.

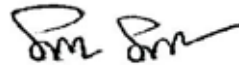
Ms. Napak Pakdeeroj, the proxy from Thai Investors Association, asked to the Meeting for the Collective Action Coalition from the company and company policy on Anti-Corruption.

Mr. Sunchai Nuengsit answered to the meeting that company has always considered in the Anti-Corruption and planning in cooperate in the Anti-Corruption Project.

Ms. Napak Pakdeeroj, asked the meeting for the planning in selling of the product of Wall and Ceiling in International Market by comparing into the lost in Local market.


Mr. Sunchai Nuengsit answered that the company has increased the percentage of revenue this year around 25%, growth from the previous year as 23%.


There being no further business or any further question, the Chairman thanked the shareholders for join the Meeting and for every valuable comments, then he declared the Meeting be adjourned at 10.45 a.m.




Mr.Suresh Subramaniam
Chairman of the Board
Chairman of the Meeting

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

Name – Surname	Mr.Christopher John Cartwright	
Age	54 years	
Current Positions	Executive Director Chief Manufacturing & Development Officer	
Education	<ul style="list-style-type: none"> ● Bachelor's Degree : Bachelor of Arts Monash University, Australia 	
Work Experiences	Current : Executive Director Buildersmart Public Company Limited 2004 - 2007 : Product Development Director Spanline Space Systems Company Limited	
Number of years on the Board of Director	6 years	
Positions in other companies	Listed Company – 1 company Other companies - none Rival companies or other companies with has - none businesses 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	2.20% (31,250,000 shares)	
Conflict of interest with the company/Subsidiary Company that may have current conflict during the past 2 years <ol style="list-style-type: none"> 1. 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	Mr. Mark David Remijan	
Age	49 years	
Current Positions	Independent Director Audit Committee	
Education	<ul style="list-style-type: none"> ● <u>Master's Degree</u> : Master of Business Administration, Graduation with Honors, Finance, The Wharton School, University of Pennsylvania, U.S.A. ● <u>Bachelor Degree</u> : Bachelor of Science, Mechanical Engineering, Massachussets Institute of Technology, U.S.A. ● Director Certification Program (DCP) 207/2015 Thai Institute of Directors ● Director Accreditation Program (DAP) 65/2007 Thai Institute of Directors 	
Work Experiences	<p>present : Independent Director / Audit Committee : BuilderSmart PCL</p> <p>Present : Independent Director : Chow Steel Industries PCL</p> <p>Present : Co-Founder and Finance Director Bed Management Company Limited (Ativa Hospitality Corp Limited)</p>	
Number of years on the Board of Director	9 years	
Positions in other companies	<p>Listed Company – 2 companies</p> <p>Other companies - 1 company</p> <p>Rival companies or other companies with has businesses related to the company and may conflict with the Company's beneficial interest - none</p>	
Meeting attendance of the year 2016	<p>The Board of Director's meeting : 5/5 times</p> <p>Audit Committee meeting : 4/4 times</p>	
Shareholding ratio in the company	0.424% (6,007,812 shares)	
<p>Conflict of interest with the company/Subsidiary Company that may have current conflict during the past 2 years</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 judgement (e.g. purchase / sales of raw material / product / service / borrowing / lending) 		

Name – Surname	Mr.Anek Pichetpongsa	
Age	46 years	
Current Positions	Director	
Education	<ul style="list-style-type: none"> ● Master's Degree : Sasin Graduate Institute of Business Administration, Chulalongkorn University, Bangkok Thailand ● Bachelor's Degree :Industrial Engineering with System Safety Engineering Specialty College of Engineering, Texas A&M University, Texas, U.S.A. ● Director Accreditation Program (DAP) 56/2006 Thai Institute of Directors 	
Work Experiences	Present : Director BuilderSmart Public Company Limited Present : Managing Director : Nisshin-STC Flour Milling Company Limited Present : Executive Director : STC Group of Company Director : SCH Prime Holding Company Limited CRI International Company Limited Capital Trading Company Limited Top Organic Product & Supplies Co., Ltd. STC Logistics Company Limited Palangmit Transport Company Limited Marita Marine Co., Ltd. Marita Logistic Company Limited The Packaging Company Limited	
Number of years on the Board of Director	9 years	
Positions in other companies	Listed Company – 1 company Other companies - 10 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	15.71% (222,625,000 shares)	
Conflict of interest with the company/Subsidiary Company that may have current conflict during the past 2 years <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 judgement (e.g. purchase / sales of raw material / product / service / borrowing / lending) 		

Information Memorandum of BuilderSmart Public Company Limited
regarding the Acquisition of Assets in connection with the Investment in the Senior Living Project

At present, BuilderSmart Public Company Limited (the “Company” or “BSM”) carries out its business of manufacturing and selling high quality construction materials for office buildings and residences. The reason that the Company considers expanding its business by investing in the Senior Living Project is because the executives of the Company have foreseen that there are many active retirees in many countries, and there are many developers developing residences to serve those people. For Thailand, many foreign retirees live in Thailand; therefore, after studying the information for 2 years and conducting a survey on particular group of people which is a group of foreigners, the executives have seen an opportunity and decided to invest in this project.

The Board of Directors’ Meeting No. 1/2016 held on February 24, 2016 has passed a resolution to approve to propose to the Annual General Meeting of Shareholders for the Year 2016 to consider and approve the investment in the Senior Living Project which is a senior living community project for active retirees, which will be provided with suitable and designed buildings and assisted living facilities. The project will be carried out in form of lease agreement with lifetime period of lessees. The size of the project is approximately 13 Rai 2 Ngan 14 Square Wah. The project locates 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 value of the land). Details of the transaction are as follows:

Remark: Black Mountain Lifestyle Resort Project is a golf course project which is consisted of 18-holes and 9-holes, which is under construction. At the project, there will serve with resorts, clubhouse, and other facilities, such as food and beverages, spa, tennis court and water park.

1. Date of the transaction

The Company has planned to commence the development and construction of the Senior Living Project within two months after obtaining approval of the entering into the transaction from the Annual General Meeting of Shareholders for the Year 2016. The Company expects that the commercial operation is expected to commence during the period of June 2016 to October 2017 and the period of the construction is expected to take approximately 16 months.

2. Parties involved and their relationship with the listed company

2.1 Purchase of the land

Contractors	:	Thai Nordic Property Company Limited (the ownership of the land) as the seller and the owner of Black Mountain Lifestyle Resort Project having its registered capital of Baht 16 million which is held by Thai and Swedish shareholders in proportion of 75.25% and 24.75%, respectively. Thai Nordic Property Company Limited operates a real estate and golf course businesses.
Relationship with the Company	:	The seller has no relationship with the Company, major shareholders and executives of the Company

2.2 Construction

Contractors	:	The Company, or its newly established subsidiary, is in a process of selecting a main contractor.
Relationship with the Company	:	The main contractor shall not be a person who has relationship with the Company, major shareholders and executives of the Company.

3. General characteristics of the transaction

The Company will purchase the land with the total area of 13 Rai 2 Ngan 14 Square Wah at Baht 6 million per rai from Thai Nordic Property Company Limited, at a total of Baht 81.21 million. The construction of the Senior Living Project with a total investment value of approximately Baht 372 million (including value of the land) will take place on the land.

The investment in the Senior Living Project is considered as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. ThorChor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets, 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) (the “**Notification on Acquisition or Disposal**”). The investment value equals to 97.76 percent pursuant to a total value of consideration basis which is calculated

based on the information from the audited financial statements of the Company ended December 31, 2015. The calculation of the transaction size is as per the details below:

Basic of calculation	Formula of calculation	Value : Baht (million) (percentage)
1. Net tangible asset (NTA) value method	$\frac{\text{Shareholding (increase/decrease)} \times \text{NTA of the Company} \times 100}{\text{NTA of the Company}}$	N/A
2. Net profit method	$\frac{\text{Shareholding (increase/decrease)} \times \text{net profit of the Company} \times 100}{\text{Net profit of the Company}}$	N/A
3. Total value of consideration method	$\frac{\text{Value of consideration paid or received} \times 100}{\text{Value of assets of the Company}}$	$(372 / 380.54) * 100 = 97.76$
4. Securities issued as consideration method	$\frac{\text{Value of securities issued} \times 100}{\text{Value of issued securities of the Company}}$	N/A

Therefore, when calculating by means of the total value of consideration method, the maximum transaction size equals to 97.76 percent of the total value of assets of the Company which is 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 is considered a Class 1 Transaction in accordance with the Notification on Acquisition or Disposal, which requires the Company to disclose the information memorandum of the transaction to the Stock Exchange of Thailand, to appoint an independent financial advisor to render opinions to the shareholders in connection with the entering into the acquisition transaction of assets, and to hold a shareholders' meeting of the Company to consider and approve the entering into the transaction, whereby the shareholders' meeting shall pass an approval resolution with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the rights to vote, excluding the shareholders who have conflict of interest. In this regard, the Board of Directors' Meeting No. 1/2016 has appointed DS Prudential Management Company Limited as an independent financial advisor to render opinions to the shareholders in connection with the entering into the acquisition transaction of assets.

4. Description of assets to be acquired

Details of Land and Project Location

The land of the Senior Living Project has an area of 13 Rai 2 Ngan 14 Square Wah which locates in Black Mountain Lifestyle Resort Project at Tambol Hin Lek Fai, Amphoe Hua Hin, Prachuap Khiri Khan Province.

Nature of the Project

The Senior Living Project is a senior living community for active retirees, which will be provided with suitable and designed buildings and assisted living facilities. The project will be carried out in form of lease agreement with lifetime period of lessees which will be terminated when lessees pass away. The Senior Living Project will have 43 units which are comprised of 11 villas, 2 semi-detached houses and 30 apartments; which locate on three three-story buildings with 10 apartments in each building. The rental for lifetime period of lessees is set at approximately Baht 8,935,000 - 14,296,000 per unit (or U.S. Dollars 250,000 – 400,000 per unit based on 35.74 Baht per U.S. Dollar exchange rate on February 23, 2016 from the Bank of Thailand)

Construction Period

The Company expects the construction of the Senior Living Project to commence during the period of June 2016 to October 2017. In this regard, the Company is required to obtain an approval for the Environmental Impact Assessment (EIA) report and a construction permit from relevant authorities, including other relevant licenses subject to facilities which may be provided in the Project.

5. Total value of consideration and payment conditions

The Senior Living Project has the total investment value of approximately Baht 372 million (including value of the land) with terms of payment as follows:

- 5.1 Deposit of the land in an amount of Baht 30 million
- 5.2 Balance of the land purchase price in an amount of Baht 51.21 million to be paid upon the transfer of the ownership of the land which is within May 2016. In this regard, it is required an approval from the Annual General Meeting of Shareholders for the Year 2016.
- 5.3 Construction fee in an amount of Baht 291 million which is comprised of the followings:

- Professional and consultant fee	Baht 21.60 million
- Preliminary construction fee	Baht 23.54 million
- Cost of infrastructure	Baht 35.10 million
- Residence unit construction fee	Baht 210 million

, which will be determined and agreed with the main contractor.

6. Value of acquired assets

The Company will acquire the assets as follows:

- 6.1 Land with the total area of 13 Rai 2 Ngan 14 Square Wah, Baht 6 million per rai, with the total of Baht 81.21 million
- 6.2 Buildings which are comprised of 11 villas, 2 semi-detached houses and 30 apartments, which are located on 3 three-story buildings with 10 apartments in each building, with the total value of Baht 290.79 million

7. Criteria for determination of consideration value

The criteria for determining value of the consideration is from the investment in land and construction as a whole, details of which are as follow:

7.1 Land

A total 13 Rai 2 Ngan 14 Square Wah which is referred to appraisal values of the two independent appraisers approved by the Office of the Securities and Exchange Commission

List of Independent Appraisers	Appraisal Value	Total Value of the Land
1. Fast and Fair Valuation Company Limited	Baht 6,200,000 per rai	Baht 83,917,000
2. T.A. Management Corporation (1999) Company Limited	Baht 6,000,000 per rai	Baht 81,210,000

7.2 Construction Cost

The construction cost is referred to an estimation made by Cornerstone Management Company Limited who is a specialist in construction cost appraisal and an advisor and supervisor of construction budgets for renowned real estate projects in Thailand.

8. Expected benefits from the transaction

Expected benefits from the investment in the Senior Living Project are as follows:

- 8.1 To increase the potential of the Company and shareholders in a long term.
- 8.2 To increase source of revenue in order to diversify the risk to other business.
- 8.3 To increase an opportunity for constant revenue and cash flow.
- 8.4 To systematically commence the business of senior living communities in order to provide an advantage of being a pioneer of this business.

9. Sources of funds for the entering into the transaction

- 9.1 Debentures, including short-term bills of exchange or promissory notes in an amount of Baht 64.52 million
- 9.2 Loan from bank(s) or financial institution(s) in an amount of Baht 150 million
- 9.3 Funds from the offering of capital increase ordinary shares to the shareholders of the Company proportionately to their shareholding (Rights Offering) in an amount of not exceeding Baht 157.48 million

10. Conditions of the transaction

The entering into the transaction is at the maximum transaction size equaling to 97.76 percent pursuant to a total value of consideration method which is 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 transaction is considered a Class 1 Transaction in accordance with the Notification on Acquisition or Disposal, which requires the Company to disclose the information memorandum of the transaction to the Stock Exchange of Thailand, to appoint an independent financial advisor to render opinions to the shareholders in connection with the entering into the acquisition transaction of assets, and to hold a shareholders' meeting of the Company to consider and approve the entering into the transaction, whereby the shareholders' meeting shall pass an approval resolution with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the rights to vote, excluding the shareholders who have conflict of interest.

The Company will enter into this transaction after the 2016 AGM has passed a resolution approving the entering into this transaction.

11. Opinion of the Board of Directors on the transaction

The Board of Directors' Meeting of the Company No. 1/2016 considered the information regarding the entering into the transaction of investment in the Senior Living Project and opined that the investment in the Senior Living Project in the amount of Baht 372 million is reasonable by referring to the appraisal values of the two independent appraisers and the construction cost, and comparing with the market price which designate an appropriate expenses. Moreover, the Board of Directors' Meeting of the Company No. 1/2016 has duly considered the business opportunity, marketing, returns on investment and other impacts which opined that the project will benefit the Company and the shareholders of the Company, and approved to propose the Annual

General Meeting of Shareholders for the Year 2016 to consider and approve the investment in the Senior Living Project accordingly.

12. Opinion of the Audit Committee and/or the director which is different from the Board of Directors' opinion

The three members of the Audit Committee, after due consideration, have considered the matter and have the opinions which are in line with that of the Board of Directors.

13. Debt of the Company

13.1 Total amount of debt instruments having been issued and not having been issued

The Board of Directors' Meeting of the Company No. 5/2015 held on November 12, 2015 approved the issuance and sale of short-term bills of exchange under private placement basis with the amount of not exceeding Baht 150 million. The term of the bills of exchange does not exceed 270 days from the issuance date and shall bear an interest rate that is no higher than the commercial bank interest rate (currently 4.75% per annum). The proceeds were for the working capital of the Company. As at December 31, 2015, the Company already issued bills of exchange in the amount of Baht 30 million.

13.2 Total amount of long-term loans with specified repayment period, including the liabilities to place assets as collateral

BSM has no long-term loan, as outstanding debt had been repaid.

As at December 31, 2015, the group of companies held time deposits with two commercial banks in the amount of Baht 34.25 million. The deposits were placed as collateral for issuing credit facilities comprising short-term loans, letters of credit and trust receipts and guaranteed the payment of goods to certain suppliers.

13.3 Total value of debts in other categories and overdrafts

Apart from the issuance of short-term bills of exchange in the amount of Baht 30 million as mentioned details in the item No. 13.1, the Company has other debts as follows:

Promissory notes	Baht 17.06 Million
Trust receipt	Baht 4.29 Million
Trade and other payables	Baht 82.91 Million

13.4 Indebtedness to be incurred in the future

- None-

14. Information relating to the Company

14.1 Nature of business operations and business trend of the Company

The principal business operation of the Company is the sale of construction materials, tools and equipment for construction and interior design. The Company has been listed on the Stock Exchange of Thailand since February 14, 2008. The Company's securities are traded on the Market for Alternative Investment (the "MAI").

Most analysts and proprietors believe that real estate business in 2016 will continue to grow, and the growth may not be less than five percent from the previous year whereby most significant factor is the measures to stimulate the real estate market.

(Details of nature of business operation and business trend are disclosed in the Annual Report and Form 56-1.)

14.2 Summary of financial statements, explanation and analysis of financial condition and operation result of the previous year

Summary	audited					
Financial Statement	31/12/2013		31/12/2014		31/12/2015	
		%		%		%
Total current assets	234,620.33	80.30%	296,691.60	83.33%	316,471.35	83.16%
Total non-current assets	57,566.73	19.70%	59,369.17	16.67%	64,071.07	16.84%
Total assets	292,187.06	100.00%	356,060.77	100.00%	380,542.42	100.00%
Total current liabilities	140,956.10	48.24%	165,351.58	46.44%	161,417.23	42.42%
Total non-current liabilities	8,486.12	2.90%	6,260.38	1.76%	7,136.85	1.88%
Total liabilities	149,442.22	51.15%	171,611.96	48.20%	168,554.08	44.29%
Capital registered	114,000.00	39.02%	113,999.99	32.02%	142,499.99	37.45%
Paid-up Capital	75,000.00	25.67%	104,258.35	29.28%	141,740.41	37.25%
Total Shareholders' Equity	142,744.83	48.85%	184,448.81	51.80%	211,988.34	55.71%
Revenues from sales and services	540,129.26	100.00%	507,761.95	100.00%	557,710.34	100.00%
Gross profit	150,911.09	27.94%	138,480.92	27.27%	151,594.88	27.18%
Total comprehensive income for the year	29,801.37	5.52%	24,020.29	4.73%	14,919.07	2.68%
<u>Profit attributable to</u>						
Equity holders of the Company	29,018.19	5.37%	24,534.37	4.83%	14,620.08	2.62%
Non-controlling interests	0	0.00%	0	0.00%	0	0.00%

Explanation and analysis of financial status and operating results are as follows:

In 2015, the Company's revenue from sales and services increased by 9.84 percent from the total revenue of Baht 507.76 million to Baht 557.71 million due to the growth of the sales both domestic and overseas, especially in the southern part of Thailand and in India since tourism in southern part of Thailand still continued to grow, and there were still demands for construction of hotels and large resorts. Besides, the Company has a master distributor in India, namely Alloy Warehouse and Interiors LLP., which was in-charge of managing stock and selling products to retail operators in India. It was managed locally which enabled the products to be distributed expeditiously.

Selling and administration expense is higher because the Company started up a new project, which requires new staff in both senior and middle management level. Besides, the Company invested in professional development to support the Company's growth in the future. The Company invested in product development to serve customers requirement and market

expansion. The Company had conducted market research studies by hiring consultants for the new project.

The Company still had net profit in the year 2015 of Baht 14.62 million (for consolidated) and Baht 12.13 million (for Company only). Net profit margin for the year 2015 was 2.62% which reduced from the previous year of 4.83%.

Current Ratio increased from 1.79 times to 1.96 times due to an increase in cash from operation and increase in capital raised.

Quick ratio increased from 0.99 times to 1.22 times due to cash increased from Baht 70.71 million to Baht 118.32 million, while current liability slightly change; therefore, the Company had more liquidity.

In year 2015, days sales outstanding improved from 60.30 days to 54.29 days due to an excellent receivables management. The Company also had an improvement in inventory control, resulting in an improvement of inventory turnover from 3.64 times to 3.87 times.

14.3 Financial projects of the year 2016, assumptions on trade, economics and industry

The Company is on process of preparing financial projection for year 2016.

14.4 List of the management and first 10 shareholders as at the closing date of the share register book

	shareholder name	shares	%
1.	Mr. Sunchai Nuengsit's group ^{/1}	267,500,000	18.87
2.	Mr. Suresh Subramaniam's group ^{/2}	229,310,312	16.18
3.	Mrs. Pataya Pichetpongsa	222,625,000	15.71
4.	Mrs. Ketsara Manasilp	65,967,850	4.65
5.	Mr. Vicharn Trisutacheep	37,000,000	2.61
6.	MR.CHRISTOPHER JOHN CARTWRIGHT	31,250,000	2.20
7.	Thai NVDR Co.Ltd	22,083,750	1.56
8.	Mr. Somnuk Krenghammakun	15,610,000	1.10
9.	Mrs. Nika Sophonpanich	11,407,500	0.80
10.	Ms. Patnion Sirisuwat	11,024,600	0.78
	others	503,625,110	35.53
	Total	1,417,404,122	100

Remarks: Mr. Sunchai Nuengsit's group^{/1} comprised Mr. Sunchai Nuengsit and Mrs. Narisa Nuengsit.

Mr. Suresh Subramaniam's group^{/2} comprised Mr. Suresh Subramaniam and Mrs. Navaporn Soubruek.

15. Opinion of the Board of Directors relating to the sufficiency of cash flow

The Board of Directors realized about the fund requirement for land purchase, construction expense and also working capital. Therefore, the Company has prepared many sources of funds, including right offering. Also for oversubscribe share right, the Company has contact with banks and financial institutions to support the project cost.

16. Pending material lawsuits or claims

-None-

17. Connected transactions between the Company and directors, management and shareholders directly and indirectly holding shares amounting to 10 percent or more

The Company has extended land lease and construction agreement for head office and warehouse, the connected person for the transaction is Mr. Suresh's wife.

18. Summaries of material contracts during the past 2 years

Contract for setting up BSM to be master distributor in Thailand: Agreement between BSM and Fletcher Aluminum, a division of Fletcher Building Products Limited (Fletcher), BSM is a manufacturer and distributor in Thailand, India and Vietnam.

Agreement for setting up BSM to be an distributor of Thai Gypsum Product Pcl (Gyproc), BSM can distribution Gyproc product to customer in Thailand, repayment within 60 days and having minimum order.

19. Proxy form with at least one name of a member of the Audit Committee being nominated as shareholder's proxy

Please refer to Enclosure No. 11 of this Invitation to the Annual General Meeting of Shareholders.

The Board of Directors of the Company has cautiously reviewed this Information Memorandum, and hereby certifies that information in this Information Memorandum is accurate, complete, and does not contain any false or misleading statement in materiality, or omit any material statement that ought to be declared.

Please be informed accordingly.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Suresh Subramaniam', written in a cursive style.

Mr. Suresh Subramaniam
Chief Executive Officer

**Summary of Preliminary Details of Warrants to Purchase the Ordinary Shares
of BuilderSmart Public Company Limited No. 2 (BSM-W2)**

- Type of Securities to be Offered** : Warrants to purchase the ordinary shares of BuilderSmart Public Company Limited No. 2 (the “Warrants”)
- Form of Securities to be Offered** : Name-registered and transferable certificates
- Objectives and Background** : Since the Company tends to expand its business continuously and has future investment plan, it is necessary to utilize the proceeds from funding. Therefore, the main objectives of the issuance and offering of are as follows:
1. To invest in the Senior Living Project
 2. To increase the Company’s liquidity and for its working capital
 3. To strengthen the Company’s capital basis in preparation for the fund raising for future investment.
- Allotment Method** : To allot to the Company’s existing shareholders who subscribe for the capital increase ordinary shares proportionately to their shareholding and in excess of their entitlement (an offering price of Baht 0 per unit), at a ratio of 1 (one) new ordinary shares per 1 (one) unit of Warrants (any fraction shall be discarded.)

In this regard, the Board of Directors’ Meeting No. 1/2016, which was held on February 24, 2016, approved to determine the date on which the recorded shareholders are entitled to subscribe for the capital increase ordinary shares proportionately to their shareholding (Record Date) 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, given that the Annual General Meeting of Shareholders for the Year 2016 approves the increase of the Company’s registered capital and the allotment of the capital increase ordinary shares as proposed. Therefore, shareholders, whose names appear on the date which the recorded shareholders are entitled to subscribe for the capital

increase ordinary shares proportionately to their shareholding (Record Date) which is to be on May 11, 2016 and who subscribe for the ordinary shares, are entitled to the allotment of Warrants as proposed above.

Number of Warrants to be Offered : Not exceeding 314,978,694 units (three hundred fourteen million nine hundred seventy eight thousand six hundred and ninety four units)

Number of Capital Increase Ordinary Shares to be Reserved for the Exercise of Right under Warrants : 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, including the additional newly issued shares in case of the adjustments of right pursuant to the terms and conditions

Offering Price : Baht 0 per unit (zero baht)

Characteristics of the Warrants

Exercise Ratio : 1 (one) unit of Warrants per 1 (one) ordinary share (except for the adjustments of right pursuant to the conditions of the right adjustment in the Terms and Conditions)

Exercise Price : At Baht 0.50 (fifty satang) per share (at a par value of Baht 0.10 (ten satang) per share) (except for the adjustments of right pursuant to the conditions of the right adjustment in the terms and conditions)

Term of Warrants : 2 years 6 months from the date of issuance of the Warrants

Exercise Period : Holders of the Warrants shall be entitled to exercise their right under the Warrants on the last business day of every March, June, September and December of each year throughout the term of the Warrants. The first exercise date shall be on September 30, 2016 and the last exercise date shall be on December 31, 2018.

In case the last exercise date falls on the Company's holiday, the last exercise date shall be changed to the last business day preceding such

last exercise date. The Board of Directors and/or any person(s) entrusted by the Board of Directors shall consider and determine the first exercise date and the last exercise date thereafter.

Submission Period : Holders of the Warrants who wish to exercise their right to purchase the Company's ordinary shares shall be entitled to declare their intention on any business day of the Company within 5 business days prior to each exercise date during 9.00 a.m. until 4.00 p.m. except for the last exercise date, the holders must declare their intention to exercise their right not less than 15 days prior to the last exercise date.

Secondary Market of the Warrants : The Company shall apply for listing of the Warrants on the Market for Alternative Investment (the "MAI") which is the market where the ordinary shares of the Company are currently being traded.

Secondary Market of the Ordinary Shares from the Exercise of Right : The Company shall apply for listing of the ordinary shares from the exercise of right under the Warrants on the MAI which is the market where the ordinary shares of the Company are currently being traded.

Registrar : Thailand Securities Depository Company Limited

Adjustment of Exercise Price and Exercise Ratio : The Company shall adjust the exercise price and exercise ratio to ensure that the benefits to the holders of the Warrants are not less than their existing entitlements in the case when any of the following events occurs.

1. The Company changes the par value of the Company's shares due to a combination or split-up of shares.
2. The Company offers for sale of any new shares at the offering price being lower than the price calculated based on the market price at or prior to the offering period. Such price calculation shall be in accordance with the calculation method prescribed in the terms and conditions.
3. The Company offers for sale of any new convertible debentures or

warrants by fixing or calculating the price of new shares reserved for the conversion of convertible debentures or the exercise of warrants at the price lower than the price calculated based on the market price at or prior to the offering period of such convertible debentures or warrants. Such price calculation shall be in accordance with the calculation method prescribed in the terms and conditions.

4. The Company makes payment of dividend, whether in whole or in part, by way of issuing new shares to shareholders.
5. The Company pays cash dividend exceeding 80 (eighty) percent of the net profit, after deduction of corporate income tax for the operating results of any fiscal year during the term of the Warrants.
6. There are any events similar to items 1 – 5 above that may impair benefits of the holders of the Warrants when exercise the right under the Warrants.

Remark: In case of the adjustment of the exercise price, the Company is not allowed to adjust the exercise price lower than the par value.

The Company may arrange for a shareholders' meeting to approve the increase of the registered capital to be sufficient for the aforementioned adjustment of exercise price and exercise ratio above. The Board of Directors and/or any person(s) entrusted by the Board of Directors shall be authorized to consider and determine other conditions and details relating to the adjustment or changes in the exercise ratio and exercise price.

Other Conditions

- : The Board of Directors and/or any person(s) entrusted by the Board of Directors shall have the power to consider determining and/or 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 Securities and Exchange Commission, other

relevant authorities and/or other relevant person(s), including the listing of the Warrants on the MAI, and to take any necessary and appropriate actions relating to the Warrants and in connection with the offering of such Warrants and listing of the warrants on the MAI until completion and in compliance with the laws.

Dilution Effects

: **Control Dilution**

In an event that the Warrants are fully and entirely exercised by other persons which are not the existing shareholders, it will dilute the shareholding proportion by 15.38 percent. The calculating formula is as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Reserved Shares}}{\text{Paid-up Shares} + \text{Reserved Shares}} \\ &= \frac{314,978,694}{1,732,382,816 + 314,978,694} \\ &= 15.38\% \end{aligned}$$

: **Earnings Dilution**

In an event that the 314,978,694 units of the Warrants are fully and entirely exercised, it will dilute the earnings per share by 15.38 percent whereby the net profit used for calculation is the latest trailing 12 months (January 1, 2015 to December 31, 2015) which is equivalent to 14,620,078.58 The calculating formula is as follows:

Earnings Dilution = Earnings Per Share – Post-offered Earnings Per Share

$$\begin{aligned} &\frac{\text{Earnings per Share}}{\text{Paid-up Shares} + \text{Reserved Shares}} \\ \text{Post-offered Earnings Per Share} &= \frac{\text{Net Profit}}{\text{Paid-up Shares} + \text{Reserved Shares}} \\ \text{Pre-offered Earnings Per Share} &= \frac{14,620,078.58}{1,417,404,122 + 314,978,694} \\ &= 0.008 \end{aligned}$$

$$\begin{aligned} \text{Post-offered Earnings Per Share} &= \frac{14,620,078.58}{1,732,382,816 + 314,978,694} \\ &= 0.007 \end{aligned}$$

Earnings dilution = $\frac{0.008-0.007}{0.008}$

0.008

= 15.38%

: **Price Dilution**

In an event that the 314,978,694 units of the Warrants are fully and entirely exercised, it will dilute the price of the share by 1.75 percent. This is based on the market price prior to the offer (the "Market Price") at Baht 0.59 per share which is a weighted average market price of the shares during 15 consecutive business days prior to the date of the Board of Directors' Meeting No. 1/2016 on February 24, 2016 (from February 2, 2016 to February 23, 2016) (Information from SETSMART), details of the calculation are as follows:

Price Dilution = $\frac{\text{Market Price} - \text{Post-offered Market Price}^*}{\text{Market Price}}$

* Post-offered Market Price = $\frac{(\text{Market Price} \times \text{Paid-up Shares}) + (\text{Exercise Price} \times \text{Reserved Shares})}{(\text{Paid-up Shares} + \text{Reserved Shares})}$

Post-offered Market Price

= $\frac{(0.59 \times 1,417,404,122) + (0.50 \times 314,978,694)}{(1,417,404,122 + 314,978,694)}$

(1,417,404,122 + 314,978,694)

= 0.57

Pre-offered Earnings Per Share

= $\frac{(0.57 \times 1,732,382,816) + (0.50 \times 314,978,694)}{(1,732,382,816 + 314,978,694)}$

(1,732,382,816 + 314,978,694)

= 0.56

Price Dilution

= $(0.57 - 0.56) / 0.57 = 1.75$

remark : the calculation of dilution effect is included effect after RO.

(F 53-4)

Capital Increase Report Form
BuilderSmart Public Company Limited
February 25, 2016

We, BuilderSmart Public Company Limited (the “Company”), having the office located at No. 905/7 Rama III, Rama III Road, Khwaeng Bangpongpan, Khet Yannawa, Bangkok, hereby report the resolutions of the Board of Directors’ Meeting No. 1/2016 which was held on February 24, 2016 at 4.00 p.m., in respect of the capital increase and the allotment of the capital increase ordinary shares as follows:

1. Capital increase

The Board of Directors’ Meeting has passed a resolution approving the increase of the Company’s registered capital from the existing registered capital of Baht 141,740,412.20 to the new registered capital of Baht 204,736,151 by issuing the capital increase ordinary shares in the number of 629,957,388 shares with a par value of Baht 0.10 per share, totaling Baht 62,995,738.80. Details of the capital increase are as follows:

Capital Increase	Type of Shares	Number of Shares (Shares)	Par Value (Baht / Share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Shares	629,957,388	0.10	62,995,738.80
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

2. Allotment of capital increase ordinary shares

The Board of Directors’ Meeting has passed a resolution approving the allotment of the capital increase ordinary shares in the number of not exceeding 629,957,388 shares with a par value of Baht 0.10 per share, totaling not exceeding Baht 62,995,738.80, details of which are as follows:

2.1 Details of the allotment

Allotted to	Number of Shares (Shares)	Ratio (Old : New)	Offering Price (Baht / Share)	Subscription and Payment Period	Remarks
Existing Shareholders	Not exceeding 314,978,694	4.5 : 1	0.50	June 6-10 and June 13, 2016	Please consider <u>Remark No. 1</u> below.

Allotted to	Number of Shares (Shares)	Ratio (Old : New)	Offering Price (Baht / Share)	Subscription and Payment Period	Remarks
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 Company's existing shareholders who subscribe for the capital increase ordinary shares proportionately to their shareholding and in excess of their entitlement	Not exceeding 314,978,694	Please consider <u>Remark No. 2</u> below.	0.00	-	Please consider <u>Remark No. 2</u> below and details as per <u>Enclosure No. 1</u> ¹

Remark No. 1

- The Company will allot the capital increase ordinary shares in the number of not exceeding 314,978,694 shares with a par value of Baht 0.10 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 existing shares to 1 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. The offering price shall be at Baht 0.50 per share.
- In case there are remaining capital increase ordinary shares from the calculations 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),

¹ Summary of Preliminary Details of Warrants to Purchase the Company's Ordinary Shares No. 2 (BSM-W2)

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, 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.
- The Board of Directors and/or any person(s) entrusted by the Board of Directors shall have the power (a) to consider determining and 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 rights of the shareholders to subscribe for the capital increase ordinary shares (Book Closing), the subscription period, the offering price, the subscription ratio, the methods 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 Stock Exchange of Thailand (the "MAI"); and (d) to take any necessary and appropriate actions relating to the allotment of such capital increase ordinary shares until its completion in all respects.

Remark No. 2

- The Company will allot the capital increase ordinary shares in the number of not exceeding 314,978,694 shares with a par value of Baht 0.10 per share to be reserved for the exercise of right under the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) whereby the Company will allot the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) in the number of not exceeding 314,978,694 units 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 (at an offering price of Baht 0.00) and at an offering ratio of 1 new ordinary shares per 1 unit of warrant. In case there are fractions of the capital increase ordinary shares or warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) from calculations, such fractions of shares or warrants shall be discarded. The summary of preliminary details of warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) is stated in Enclosure No. 1.

- The Board of Directors and/or any person(s) entrusted by the Board of Directors shall 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 Securities and Exchange Commission, other relevant authorities and/or other relevant person(s), including the listing of the warrants on the MAI, and to take any necessary and appropriate actions in relation to the warrants, the offering of such warrants and the listing of the warrants on the MAI until completion and in compliance with the laws.

2.2 Action to be taken by the Company when there are fractions of shares

In case there are fractions of shares remaining from the allotment to existing shareholders proportionately to their shareholding (Rights Offering) and the allotment to existing shareholders who subscribe for shares in excess of their entitlement (Oversubscription), such fractions of shares shall be discarded.

3. Schedule for a shareholders' meeting to approve the capital increase and the allotment of the capital increase ordinary shares

The Board of Directors' Meeting has determined the Annual General Meeting of Shareholders for the Year 2016 to be held on April 28, 2016, at 2.00 p.m. at the Auditorium Room, 33rd Floor, the Supalai Grand Tower, Rama III Road, Bangkok, and the date on which the recorded shareholders have the right to attend the Annual General Meeting of Shareholders for the Year 2016 (Record Date) to be on March 10, 2016, and the closing date on which 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 March 11, 2016.

4. Approval of the capital increase/share allotment by relevant government agencies and related conditions thereto (if any)

4.1 To submit the applications for the registration of the increase of the registered capital and the registration of the change in paid-up capital with the Department of Business Development, the Ministry of Commerce.

4.2 To submit the application with the MAI for the listing of the capital increase ordinary shares as listed securities on the MAI.

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

5.1 To invest in the Senior Living Project with the approximate amount of Baht 150 million

5.2 To increase the Company's liquidity and for its working capital, including to strengthen the

Company's capital basis in preparation for the fund raising for future investment with the approximate amount of Baht 7.50 million

5.3 To be reserved for the exercise of right under the warrants to purchase the Company's ordinary shares No. 2 (BSM-W2) with the approximate amount of Baht 157.5 million

6. Benefits which the Company will receive from the capital increase / share allotment:

- 6.1. To use as the capital for the investment in the Senior Living Project
- 6.2. To use as the capital reserves for future investment
- 6.3. To use as the Company's working capital
- 6.4. To increase the Company's business liquidity
- 6.5. To repay debts of the Company

7. Benefits which the shareholders will receive from the capital increase / share allotment:

7.1 Dividend policy

The Company has a policy to pay the dividend at the rate of not less than 40 percent of the net profit after deducting legal reserve and other reserves (if any).

7.2 Subscribers of the capital increase ordinary shares shall be entitled to receive dividend payment derived from the expansion of the operation of the Company in accordance with the Company's business plan and investment as planned.

7.3 Other

– None –

8. Other details necessary for shareholders to consider for approval of the capital increase/ the allotment of the capital increase ordinary shares

– None –

9. Schedule of actions where the Board of Directors of the Company passes a resolution approving the capital increase / the allotment of the capital increase ordinary shares:

No.	Procedure	Date/Month/Year
1.	The Board of Directors' Meeting No. 1/2016	February 24, 2016
2.	The date on which the recorded shareholders are entitled to attend the Annual General Meeting of Shareholders for the Year 2016 (Record Date)	March 10, 2016

No.	Procedure	Date/Month/Year
3.	The closing date on which name list of shareholders are entitled to attend the Annual General Meeting of Shareholders for the Year 2016	March 11, 2016
4.	The Annual General Meeting of Shareholders for the Year 2016	April 28, 2016
5.	The date on which the recorded shareholders are entitled to receive the dividend and to subscribe for the capital increase ordinary shares proportionately to their shareholding (Record Date)	May 11, 2016
6.	The closing date on which the name list of shareholders are entitled to receive the dividend and to subscribe for the capital increase ordinary shares proportionately to their shareholding is compiled by closing the share register book to suspend share transfers	May 12, 2016
7.	Subscription and payment period for capital increase ordinary shares of existing shareholders	June 6-10 and June 13, 2016
8.	Date of registration of the increase of registered capital with the Ministry of Commerce	Within 14 days from the date of the shareholders' meeting approves the capital increase

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

Please be informed accordingly.

Yours sincerely,



Mr. Suresh Subramaniam
Chief Executive Officer

**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 Dr. Theerathon Tharachai, the 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 2016, 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 Audit Committee proposed by the Company to serve as a proxy for
shareholders

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	
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>	
Thai IOD Courses	<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	Listed companies	- 2 companies
	Other companies	- 1 company
	Rival companies or other companies which	- None

	have business related to the Company and may conflict with the Company beneficial interest
Meeting attendance of the year 2015	The Board of Director's meeting : 5/5 times The Audit Committee's meeting : 4/4 times
Conflict of interest in the Meeting Agenda	None
Shareholding ratio in the company as of 11 March 2016	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

วันที่เดือนพ.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 บิวเดอสมาร์ท 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

ดร.ธีรธร ธาราไชย ตำแหน่ง กรรมการตรวจสอบ / กรรมการอิสระ

Dr. Theerathon Tharachai (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 2559

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 2016.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี พ.ศ. 2559

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 2016

ในวันพฤหัสบดีที่ 28 เมษายน พ.ศ. 2559

เวลา 14.00 น.

On Thursday 28 April 2016

at 2.00 p.m.

ณ ห้องประชุม Auditorium อาคารศุภภาลัยแกรนด์ 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.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น 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)

ทำยประกาศกรมพัฒนาธุรกิจการค้าเรื่อง 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

วันที่เดือนพ.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 บิวเดอสมาร์ท 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

ดร.ธีรธร ธาราไชย ตำแหน่ง กรรมการตรวจสอบ / กรรมการอิสระ

Dr. Theerathon Tharachai (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 2559

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 2016.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี พ.ศ. 2559

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 2016

ในวันพฤหัสบดีที่ 28 เมษายน พ.ศ. 2559

เวลา 14.00 น.

On Thursday 28 April 2016

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 2558
 Agenda No.1 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the Year 2015
- (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 ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 2 รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัท ประจำปี 2558
 Agenda No.2 To acknowledge the Company's performance for the Year 2015
- (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 ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 3 พิจารณาและอนุมัติงบการเงินของบริษัทและบริษัทย่อย สำหรับรอบระยะเวลาบัญชีประจำปี สิ้นสุด 31 ธันวาคม 2558 และรับทราบรายงานของผู้สอบบัญชี
 Agenda No.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
- (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 ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 4 พิจารณาและอนุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย สำหรับผลประกอบการปี 2558
 Agenda No.4 To consider and approve the appropriation of the net profit from the operating results for the year 2015 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:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณาและอนุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2558

Agenda No.5 To consider and approve the dividend payment from the operating results for the year 2015

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย 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) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

1. นายคริสโตเฟอร์ จอห์น คาร์ทไรท์ : กรรมการบริหาร

Mr. Christopher John Cartwright : Executive Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นาย มาร์ค ดี. เรมีจาน : ประธานกรรมการตรวจสอบ / กรรมการอิสระ

Mr. Mark D. Remijan : Chairman of Audit Committee / Independent Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายเอนก พิเชษฐพงศ์ศา : กรรมการบริษัท

Mr. Anek Pichetpongsa : Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



- วาระที่ 7 พิจารณาและอนุมัติการกำหนดค่าตอบแทนกรรมการและกรรมการตรวจสอบประจำปี 2559
Agenda No.7 To consider and approve the determination of the remuneration of the directors and audit committees 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 :
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 8 พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีประจำปี 2559 และการกำหนดค่าตอบแทนในการสอบบัญชี
Agenda No.8 To consider and approve the appointment of the auditors and the determination of the audit fee 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 :
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 9 พิจารณาและอนุมัติการลดทุนจดทะเบียนของบริษัท โดยการตัดหุ้นสามัญจดทะเบียนที่ยังมิได้นำออกจำหน่าย
Agenda No.9 To consider and approve the decrease of the Company's registered capital by cancelling the unissued registered ordinary shares
- (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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 10 พิจารณาและอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
Agenda No.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
- (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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 11 พิจารณาและอนุมัติการลงทุนในโครงการ Senior Living Project

Agenda No.11 To consider and approve the investment in the Senior Living Project

(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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 12 พิจารณาและอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท

Agenda No.12 To consider and approve the increase of the Company's registered capital

(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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 13 พิจารณาและอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda No.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

(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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



- วาระที่ 14 พิจารณาและอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท รุ่นที่ 2 (BSM-W2)

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

- (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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 15 พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุน

Agenda No.15 To consider and approve the allotment of the capital increase ordinary shares

- (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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 16 พิจารณาและอนุมัติการออกและเสนอขายหุ้นกู้

Agenda No.16 To consider and approve the issuance and offering of the debentures

- (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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 17 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No.17 Other business (if any)

- (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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ 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.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท บิวเดอร์สมาร์ต จำกัด (มหาชน)

The appointment of proxy be the shareholder of BuilderSmart Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี พ.ศ. 2559 ในวันพฤหัสบดีที่ 28 เมษายน พ.ศ. 2559 เวลา 14.00 นาฬิกา ณ ห้อง Auditorium อาคารศุภาลัย
แกรนด์ทาวเวอร์ ถนนพระราม 3, กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the year 2016, on Thursday 28 April 2016 at 2.00 p.m. at Auditorium
Meeting Room, Supalai Grand Tower, Rama 3 Road, Bangkok or any adjournment at any date, time and place thereof

วาระที่ เรื่อง.....
Agenda No. Re :

(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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง.....
Agenda No. Re :

(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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



วาระที่ เรื่อง.....
Agenda No. Re :

- (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 เรื่อง เลือกตั้งกรรมการ (ต่อ)
Agenda No. Re : Election of Director(s) (Continued)

ชื่อกรรมการ.....
Director's Name
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ.....
Director's Name
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ.....
Director's Name
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ.....
Director's Name
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

Map of The Supalai Grand Tower

