

17 October 2017

Subject: **Investment of Cancer Hospital Project (Edit)**

To The President
The Stock Exchange of Thailand

Enclosure

1. Information Memorandum relating to the acquisition of cancer hospital project of Business Alignment Public Company Limited (BIZ)

Business Alignment Public Company Limited (“BIZ” or “the Company”) would like to inform that the Board of Directors Meeting No. 6/2017 on October 17, 2017, has resolved as follows:

1. Approved the resolution to convene Extraordinary General Meeting of the Company’s shareholders no. 1/2018 to seek for the approval to invest in cancer hospital project (“the Project”). The Project is to set up the specialized hospital focusing on cancer treatment, located at Sriracha-Knongkor, Knongkharm, Sriracha, Chonburi. The investment value of the Project is amounted to 500.00 million Baht (including Land cost). The investment will begin with the establishment of a Joint Venture company (“the JV Company”) to operate such business. The JV Company will be set up with registered capital of 200.00 million Baht with 2.00 million ordinary shares at par value per share of 100 Baht. The JV Company’s shareholders will consist of BIZ holding 65.00% of its total registered capital and remaining 35.00% from the group of individuals (“the Group”), leading the JV Company to be a subsidiary of the Company. The Company plans to make share payment using the Company’s internal cash amounting to 130.00 million Baht.

The transaction above constitutes the acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board stated in Thor Chor 20/2551 Re: Rules on the Significant Acquisition of Disposition of Assets dated on August 31, 2008, and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E.2547 dated on October 29, 2004 (“Notification on Acquisition and disposal of Assets”). In this regard, the said transaction size is calculated based on total investment amount of the Project, at which the highest result is equivalent to 67.60% as per the method of total value of consideration; therefore, such transaction is classified as a class 1 transaction (additional detail of the transaction appears in the attachment 1).

Moreover, the Company has designated Mr. Sompong Chunekitiyanone, CEO of the Company, to have the authorities to consider and negotiate with other relevant parties regarding the determination of quorum and chairman of Board of Directors as well as authorized directors of the JV Company, together with the authority to engage in activities necessary to complete the establishment of the JV Company based on the best interest of the Company.

The Board of Director Meeting No. 6/2017 has also resolved to appoint OptAsia Capital Co., Ltd. as the Independent Financial Advisor (“IFA”) of the Company in order to give the independent opinion for this transaction

2. Approved the resolution to convene the Extraordinary General Meeting of Shareholders no.1/2018 which will be held on Tuesday, January 9, 2018 at CROWNE 1-3, 21 Floor, Crowne Plaza Hotel, 952 Rama 4 Road, Suriyawong, Bang Rak, Bangkok 10500, in order to consider the agenda as follows:

- Agenda 1 To consider and adopt the Minutes of Annual General Meeting of Shareholders for the fiscal year 2017
- Agenda 2 To consider and approve investment of the cancer hospital Project
 - 2.1 To consider and approve the acquisition of the cancer hospital Project
 - 2.2 To consider and approve subsidiary of the company for the cancer hospital Project
- Agenda 3 To consider other business (if any)

The Board of Director Meeting No. 6/2017 has resolved to fix the name of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders of the Company no. 1/2018 to be on Wednesday, November 15, 2017 (record date).

Please be informed accordingly

Sincerely yours,

(Mr.Sompong Chunekitiyanone)
Chief Executive Officer
Business Alignment Public Company Limited

**Information Memorandum of Business Alignment Public Company Limited in relation to
Acquisition of Asset: Cancer Hospital Project**

The Board of Director Meeting of the Company No. 6/2017 on October 17, 2017 has resolved to invest in the cancer hospital Project (“the Project”). The Project is to set up the specialized hospital focusing on cancer treatment, located at Sriracha-Knongkor Knongkharm, Sriracha, Chonburi. The investment value of the Project is amounted to 500.00 million Baht (including Land cost). The investment will begin with the establishment of a Joint Venture company (“the JV Company”) to operate such business. The JV Company will be set up with registered capital of 200.00 million Baht with 2.00 million ordinary shares at par value per share of 100 Baht. The JV Company’s shareholders will consist of BIZ holding 65.00% of its total registered capital and propose to the Extraordinary General Meeting of Shareholders no.1/2018 which will be held on Tuesday, January 9, 2018 for approve the investment in the cancer hospital Project. The detail of the Project is as follows:

1. Date of Transaction

The Company plan to have the JV Company to commence the project within 3 months after the approval from the Extraordinary General Meeting of Shareholders no.1/2018. Related license applications and construction process are expected to finish within 16 months. As such, the Project is expected to be complete **within the year 2019**.

2. Parties involved in the Transaction

2.1.1 Land Purchase

The Seller : **Mr. Poompan Pattaranutaporn, Mr. Poompit Pattaranutaporn, Mr. Poompat Pattaranutaporn and Mrs. Panpit Pattaranutaporn (as a Land Owner who are spouse and age of majority of Professor Pittayapoom Pattaranutaporn MD.)**

Relationship to the Company : The seller has no relationship with the Company, major shareholders, director and executives of the Company

2.1.2 Construction

Contractors : In a process of selecting the contractor(s)

Relationship to the Company : The main contractor(s) shall not be a person who has relationship with the Company, major shareholders, director and executives of the Company

2.1.3 Medical Equipment and device

The Seller	:	1) Business Alignment Public Company Limited as a seller of medical equipment and device relating to radiotherapy such as linear accelerator, treatment planning system, QA tools for radiation or Oncology Information System etc.
Relationship to the Company	:	The JV Company (held on 65% of shares by BIZ) as the buyer
The Seller	:	2) Other medical equipment and device shall be provided by 10 sellers unrelated to the Company.
Relationship to the Company	:	The seller has no relationship with the Company, major shareholders, director and executives of the Company

3. General Characteristics of the Transaction

The JV Company will purchase land with total area of 5 Rai 3 Ngan 62 Square Wah at 9.68 million Baht per rai from the seller, amounting to a total of 59.00 million Baht (including transfer fee and related expenses relating to land purchase). After that, the Company will begin the construction of the Project on the land with total investment value of the Project of 500.00 million Baht (including value of purchased land).

The JV Company's registered capital will be 200.00 million Baht with 2.00 million ordinary shares at its par value of 100 Baht per share. The Company's shareholding proportion in the JV Company will be 65.00% of its total registered capital, reflecting a holding of 1.30 million ordinary shares with the amount of 130.00 million Baht (One hundred and thirty million Baht). Another group of the shareholder will be a group of individuals holding the remaining 35.00% of registered capital of the JV Company as per the detail below:

Shareholding Structure of the JV Company

	Name	No. of Share	Shareholding Proportion (%)
1.	Business Alignment Public Company Limited	1,300,000	65.00
2.	Professor Pittayapoom Pattaranutaporn MD.	400,000	20.00
3.	Ms. Nuttha Somkusol	195,000	9.75
4.	A Group of Cancer Specialists (3 individuals)	105,000	5.25
	Total	2,000,000	100.00

Board of Director Structure of the JV Company

The Board of directors of the JV Company shall consist of at least 7 persons. The Company has a right to nominate directors at least 4 persons, whereas the Group has a right to nominate directors at least 3 persons. In case of board of director meeting, voting activity of board of director, accreditation of a president of the Board as well as Authority of signing on behalf of the JV Company, the Company and the Group will mutually determine, and the Company shall have control authority over the JV Company. Such mutual conditions shall be written in the shareholders' agreement between the Company and the Group.

The transaction does not constitute a connected person transaction, however, the highest calculated transaction size based on total project value is equal to 67.60% according to a total value of consideration basis, using reviewed financial statement for the 6-month period ended June 30, 2017. The calculation method is per detail below:

1. Net tangible asset (NTA) value method

Net tangible asset (NTA) value method	= $\frac{(\text{Shareholding Proportion (increase/decrease)} \times \text{NTA of the JV Company} \times 100)}{(\text{NTA of the Company})}$
	= Cannot be calculated

2. Net profit method

Net profit method	= $\frac{(\text{Shareholding Proportion (increase/decrease)} \times \text{net profit of the JV Company} \times 100)}{(\text{Net profit of the Company})}$
	= Cannot be calculated

3. Total value of consideration method

Total value of consideration method	= $\frac{(\text{Value of consideration paid or received} \times 100)}{(\text{Value of assets of the Company})}$
	= $\frac{500.00^1 \times 100}{739.69}$
	= 67.60%

4. Securities issued to pay for acquired assets value method

Securities issued to pay for acquired assets value method	= $\frac{(\text{Value of securities issued} \times 100)}{(\text{Value of issued securities of the Company})}$
	= Cannot be calculated

Conclusion of 4 calculation methods of the transaction size

Calculation methods	Percentage
1. Transaction size based on Net tangible asset)NTA(value method	N/A
2. Transaction size based on Net profit method	N/A
3. Transaction size based on Total value of consideration method	67.60%
4. Transaction size based on Securities issued to pay for acquired assets value method	N/A

Therefore, when calculating by means of Total value of consideration methods, the transaction size will be 67.60% of Value of assets of the Company which is calculated based on the information from the reviewed 6-month period financial statements of the Company ended June 30, 2017; and 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, 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 by 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. 6/2017 has appointed OptAsia Capital Co.,Ltd as an independent financial advisor to render opinions to the shareholders in connection with the entering into such transaction.

4. Description of Asset to be Acquired

Detail of Land and Project Location

The land used in the Project is located at Sriracha-Knongkor, Knongkharm, Sriracha, Chonburi, with total area of 5 Rai 3 Ngan 62 Square Wah.

Project Characteristics

Business Alignment Public Company Limited is a solution provider in radiotherapy for cancer treatment for more than 17 years. Currently, cancer is considered as the 1st cause of death in Thailand, and continue to increase every year. As such, it is very clear that government and private sector are being aware of rising demand on cancer treatment around the country as well as the foreign patients coming to Thailand, which is presently far less than enough. It currently appears that a lot of people cannot access quality cancer treatment, and waiting time for good treatment is long. Moreover, cancer hospitals in Bangkok are now too crowded, especially in state hospitals.

In this regard, BIZ together with a group of individuals has considered this as an opportunity to start the cancer treatment business by commencing the Project to respond to the increasing demand as mentioned above. BIZ aim to use the most advance technique and technology in the treatment in order to improve chance for the patients to be able to access the quality treatment, leading to enhancement of quality of life of the patients as well as their family.

The JV Company will build a cancer hospital with 15-30 beds and 1 linear accelerators for radiotherapy focusing mainly on cancer treatment with quality and international standard in term of technology and efficiency of medical personnel. The treatment techniques used in the hospital are 1) Radiotherapy and 2) Chemotherapy. The potential customer is the patients subsequently submitted from main hospitals in the area. Types of patient are classified as 1) Self-pay patient and 2) subsidized patient such as social security and national security office (NHSO).

Construction Period

The Company plan to have the JV Company to commence the project within 3 months after the approval from the Extraordinary General Meeting of Shareholders no.1/2018. Related license applications and construction process are expected to finish within 16 months. As such, the Project is expected to be complete within the year 2019.

5. Total value of consideration and payment conditions

The Project has approximate total investment value of 500.00 million Baht (including value of land) with terms of payment as follows:

- 5.1 Value of Land (Including fees and other relevant expenses) amounting to THB 59.00 million is expected to make full payment by cash on Right Transferring date, subject to approval from Extraordinary General Meeting No. 1/2018.
- 5.2 Construction and Decoration fee approximately amount to THB 200.00 million; and the payment term will be determined later with selected contractor(s).
- 5.3 Machine, Tools and Medical Equipment approximately amount to THB 186.00 million consisting of :
 - medical equipment and device relating to radiotherapy, expected to be provided by BIZ, amount to THB 120 million with payment to be made at delivery.

- Other medical equipment and device amount to THB 66 million. The payment term will be later determined with each seller.
- 5.4 Other expenses before commencement date such as interest charged during construction period, fee and expenses with respect to licenses application and miscellaneous expenses, approximately amount to THB 27.00 million
- 5.5 Contingency amounts to THB 28.00 million.

6. Value of acquired assets

The JV Company will acquire the assets as follows:

- 6.1 Land 5-3-62.0 Rai at 9.86 million Baht per rai, amounting to a total of 59.00 million Baht including transfer fee and related expenses for land purchase
- 6.2 Building amounting to 200.00 million Baht
- 6.3 Machine, Tools and Medical Equipment amounting to 186.00 million Baht

7. Criteria for determination of consideration value

The Company calculate total value of consideration based on total investment value of the Project as per detail below:

7.1 Land

Land Cost is mutually agreed by parties to be not over than THB 57.16 million, excluding fees and relevant expenses which are equally responsible by both parties. The reference cost valued by an independent appraiser under the Securities Exchange Commission Office is as follow:

Name of Appraiser	Appraised Value per Rai	Total Value	Date of Appraisal
Brent Joe Cosens Consulting Co.,Ltd	THB 9.21 million	THB 54.36 million	9 October 2017

7.2 Construction

Referring to evaluation of A PLUS I Company Limited which is the specialist in Hospital design, consultation and construction.

7.3 Machine, Tools and Medical Equipment

Cost of Machine, Tools and Medical Equipment with respect to radiotherapy are referred from quotation of the Company. Moreover, other Machine, Tools and Medical Equipment are referred from The Comptroller General's Department (CGD) and/or market price from the sellers

7.4 Other expenses before commencement date such as interest charged during construction period, fee and expenses with respect to licenses application and miscellaneous expenses, are calculated based construction plan.

7.5 Contingency is set to be approximate 5% of total investment cost

8. Expected benefits from the transaction

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

- 8.1 To increase long-term competitiveness of the Company's business
- 8.2 To expand product line from existing business which can create opportunity for the patient to receive the quality treatment
- 8.3 To increase sources of revenue in order to utilize risk diversification to other businesses
- 8.4 To increase opportunity of enhancing stability of revenue and sources of cash flow.

9. Sources of funds for the entering into the transaction

9.1 Sources of fund of the Company used in Transaction:

9.1.1 Internal cash of the Company in an amount of 130,000,000 Baht

9.2 Sources of fund of Project:

9.2.1 **Fund from shareholders** in an amount of 200,000,000 Baht

9.2.1.1 Fund from the Company in an amount of 130,000,000 Baht

9.2.1.2 Fund from the Group in an amount of 70,000,000 Baht

9.2.2 **loan from financial institution** in an amount of 300,000,000 Baht
(on behalf of the JV Company)

10. Condition of the Transaction

The entering into the transaction is at the highest value equaling to 67.60% pursuant to a total value of consideration basis which is calculated based on information from the 6-month reviewed financial statements of the Company ended June 30, 2017; and since the Company have not entered into any acquisition transaction during the past 6 months; hence, the transaction is considered a class 1 transaction in accordance with the Notification on Acquisition and Disposal of Asset. As such, the Company is required to disclose the information memorandum of the transaction to the Stock Exchange of Thailand, appoint an independent financial advisor to render opinions to the shareholders in connection with the entering into the transaction, and hold a shareholder meeting of the Company to consider and approve the engagement of the transaction, whereby the shareholder meeting shall pass an approval by the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the shareholders who have conflict of interest in the transaction.

The Company will enter into this transaction after the Extraordinary General Meeting of Shareholders no.1/2018 held on Tuesday, January 9, 2018 pass a resolution to enter into the transaction.

11. Opinion of the Board of Directors on the Transaction

The Board of Directors Meeting No. 6/2017 on October 17, 2017 has considered the detail in relation to the transaction and have an opinion that investment detail is appropriate, considering costs and expensed incurred in the transaction. Moreover, considering the business opportunity of the Project, it is believed that the investment in the Project will benefit the Company and eventually the shareholders of the Company. As such, the Board of Directors agree to convene Extraordinary General Meeting of the Company's shareholders no. 1/2018 in order to consider and approve the entering into the transaction.

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

The Audit Committee, after due consideration, have the opinions in line with the Board of Directors.