

Ref : BIZ 007/2018

February 23, 2018

Subject : Dividend Payment and determination of the Annual General Meeting of Shareholders of 2018
and amendment of the Articles of Association

To : Director and Manager
The Stock Exchange of Thailand

According to the Board of Director's Meeting of Business Alignment Public Company Limited No. 1/2018, which was held on February 23rd, 2018, we would like to report the main resolutions of the meeting as follows:

1. The Board of Directors resolved to propose the audited Financial Statements for the year ended December 31, 2017 to Shareholder's Meeting for approval.
2. The Board of Directors resolved to propose to Shareholder's Meeting to approve allocation of profit for appropriated-statutory reserve in the amount of 2,080,077 Baht, representing 5% of total consolidated profit for the year ended December 31, 2017, totaling 16,494,702 Baht or representing 8.25% of the registered capital of the company and to approve to distribution of dividend of the company from profits generated from the annual performance of the financial year ending December 31, 2017 to company's shareholders at the rate of 0.08 Baht per share, totaling 32 million Baht or equivalent to 81.91% of net profit after tax and appropriated-statutory reserve for the year 2017, pursuant to the dividend policy of the company. (Not less than 40 per cent of net profit after tax and legal reserves).
3. The Board of Directors has set the record date for the rights to receive the dividend payment on Thursday, April 26, 2018. The dividend payment is scheduled to be paid on Wednesday, May 9, 2018.

The right to receive the dividend is uncertain and is subject to the approval of the Annual General Meeting of Shareholders.

4. The Board of Directors resolved to propose to Shareholder's Meeting to approve the re-election of the following directors who retired by rotation for another term, namely:

- | | |
|------------------------------|---|
| 1. Mr. Woodtipong Mooleechad | Chairman of the Board/Independent Director |
| 2. Ms. Srirat Chuchotaworn | Independent Director/Chairman of Audit Committee
Nomination and Remuneration Committee |
| 3. Mr. Voravid Silapusid | Director/ Nomination and Remuneration Committee |

5. To propose to the Annual General Meeting of Shareholders for approval the Directors' remuneration for the year 2018 as follows:

The Board of Directors considered remuneration for the year 2018 based on responsibilities, knowledge and experience of the directors, including consideration of the company's business plan and accordance with the remuneration's guideline consist of monthly remuneration, meeting allowance and other remuneration as appropriate. The total amount is set not to exceed 2,000,000 Baht as follow;

Directors' remuneration	For the year 2018	
	Remuneration per month (Baht)	Meeting allowance per attendance (Baht)
1. Board of Directors		
• Chairman of the Board	20,000	15,000
• Independent Director	15,000	10,000
• Executive Director	-	10,000
2. Audit Committee		
• Chairman of Audit Committee	-	15,000
• Member of Audit Committee	-	10,000
3. Nomination and Remuneration Committee		
• Chairman of Nomination and Remuneration Committee	-	15,000
• Member of Nomination and Remuneration Committee	-	10,000

6. The Board of Directors approved to propose to the Annual General Meeting of Shareholders to consider the appointment of auditors, Mr. Pisit Chiwaruangroch, the Certified Public Accountant No.2803 or Mr. Maethee Rattanasrimaetha, the Certified Public Accountant No. 3425 or Mr. Akkaradech Piensakul, the Certified Public Accountant No. 5389 or Ms. Kornthip Vanichwisetkul, the Certified Public Accountant No. 6947 from M.R. & Associates Co., Ltd. The company's audit fee for the year 2018 is set not to exceed 1,720,000 Baht.
7. Acknowledge the result of the company channel opening for shareholders to propose agenda of 2018 Annual General Meeting of Shareholders and qualified candidate to be nominated for selection as the company's Director since November 13, 2017 to December 29, 2017 is that there have no agenda or candidate has been proposed to the company.

8. The Board of Directors approved to propose to the Annual General Meeting of Shareholders to consider and approve the amendment to Article 36 of the company's Articles of Association to be in line with Section 100 of the Public Limited Companies Act B.E.2535, which is amended according to the Order of the Head of the National Council for Peace and Order No. 21/2017 Re : Additional Amendment to the Law for Business Facilitation, as follow;

The current article 36 said that:

Article 36. The Board of Directors must arrange the annual general meeting of shareholders within four (4) months from the end of the fiscal year. Shareholders meeting other than paragraph one called extraordinary shareholders' meeting. The Board of Directors shall arrange the extraordinary shareholders' meeting at any time shall deem appropriate.

Shareholders holding shares totaling not less than one-fifth (1/5) of the total number of shares sold or a shareholder of not less than twenty-five (25) shareholders who hold not less than one-tenth (1/10) of the total number of shares sold. The Board of Directors may call an extraordinary general meeting of shareholders at any time. The reason for requesting the meeting is clear in the letter. The Board of Directors must arrange a meeting of shareholders within one (1) month from the date of receipt of such letter from such shareholder.

Shall be replaced with the following sentences:

Article 36. The Board of Directors must arrange the annual general meeting of shareholders within four (4) months from the end of the fiscal year. Shareholders meeting other than paragraph one called extraordinary shareholders' meeting. The Board of Directors shall arrange the extraordinary shareholders' meeting at any time shall deem appropriate.

One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

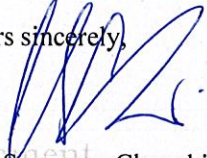
In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 38, the shareholders as prescribed under paragraph three shall be collectively responsible to the company for expenses arising from such meeting.

9. Approval of the Annual General Meeting of Shareholders of 2018. The company fixed the record date to determine the names of shareholders who have right to attend the 2018 Annual General Meeting of Shareholders will be on Friday, March 9, 2018. The Board of Directors resolved to hold the Annual General Meeting of Shareholders of 2018 on Wednesday, April 18, 2018 at 2:00 pm. at Crowne 1-3, Crowne Plaza Bangkok Hotel 21 Fl., 952 Rama IV Road., Suriyawong, Bangrak Bangkok 10500. The agenda for the meeting will be: -

- (1) To adopt the Minutes of Extraordinary General Meeting of Shareholders No.1/2018
- (2) To acknowledge the results of operations of the company during the past year
- (3) To consider and approve the audited Financial Statement for the year ended December 31, 2017
- (4) To consider and approve allocation of profit for appropriated-statutory reserve
- (5) To consider and approve dividend payment derived from operating results for the year ended December 31, 2017 and fixed the record date for the right to receive dividend
- (6) To consider and approve the appointment of new directors replacing those retired by rotation
- (7) To consider and approve Directors' remuneration for the year 2018
- (8) To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2018
- (9) To consider and approve the amendment to Article 36 of the company's Articles of Association
- (10) To consider other business (if any)

Please be informed accordingly.

Yours sincerely,


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