

Ref. BIZ 007/2022

8 April 2022

Subject Resolution of the 2022 Annual General Meeting of Shareholders

To President of the Stock Exchange of Thailand

Business Alignment Public Company Limited (the “**Company**”) would like to inform the significant resolution of the 2022 Annual General Meeting of Shareholders held on Friday 8 April, 2022 at 2.00 p.m. in the form of Hybrid Meeting, whereby the physical meeting was held at the Conference Hall 1-2 Glowfish room, Sathorn Thani Building 2, 2nd Floor, Silom Sub-district, Bang Rak District, Bangkok 10500 along with the meeting via electronic means (E-AGM). The resolutions are as follows:

- Adopted the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021
The resolution of this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Approved	296,059,695	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	-	
Voided Ballot	0	votes	-	

- Acknowledged the results of operations of the Company during the past year.
This agenda is for acknowledgment and not required the shareholders to cast their votes.

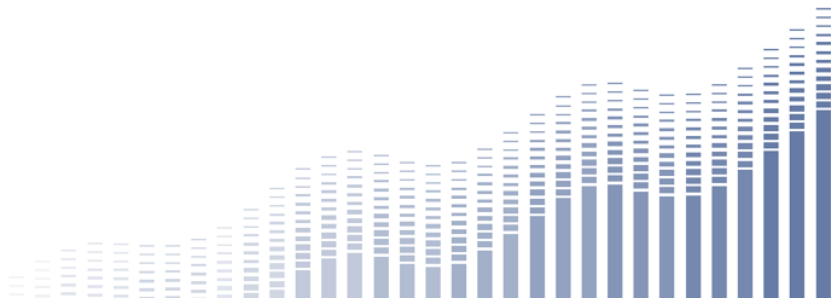
- Approved the Company’s audited financial statement for the year ended December 31, 2021.
The resolution of this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Approved	296,060,195	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	-	
Voided Ballot	0	votes	-	

- Approved the allocation of net profit for the year 2021 as an additional reserve in the amount of THB 2,000,000, representing 0.47 percent of the net profits of the Company’s separate financial statements for the fiscal year ended 31 December, 2021 in amount of THB 423,667,374. After such allocation, legal reserve of the Company shall be the amount of THB 22,000,000 representing 10 percent of the Company’s registered capital.

The resolution of this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	-	
Voided Ballot	0	votes	-	



5. Approved the dividend payment to the shareholders from the operating results of January 1, 2021 to December 31, 2021 in the form of common stock and cash as follows:

5.1 distributed dividend in the form of common stock to the shareholders at the rate of 2 existing shares per 1 ordinary share, in the amount of not exceeding 200,000,000 shares at a par value of THB 0.50, totaling the dividend payment of not exceeding THB 100,000,000, or equivalent to the dividend payment at the rate of THB 0.25 per share. In case where any shareholder has share fraction from the stock dividend distribution, the Company will pay such shareholder for the fraction in cash at the rate of THB 0.25 per share in lieu of stock dividend payment;

5.2 distributed dividend in the form of cash at the rate of THB 0.4277777775 per share, or equivalent to not exceeding THB 171,111,111. In this regard, after the calculation of dividends in the form of cash which the shareholders will be entitled to receive in Thai baht with 2 decimal places in Satang unit. In calculating 2 decimal places, if any fraction is more than or equivalent to THB 0.005, such fraction will be rounded up. If any fraction is less than THB 0.005, such fraction will be rounded down.

The total amount of dividend payment both in the form of common stock in 5.1 and cash in 5.2 is at the rate of THB 0.6777777775 per share, or equivalent to THB 271,111,111. The dividend payments shall be subject to withholding tax at the rate prescribed by applicable laws. The Company has set the date to determine the shareholders' right to receive the dividends (Record Date) on 22 April, 2022 and the dividend payment date is on 5 May, 2022.

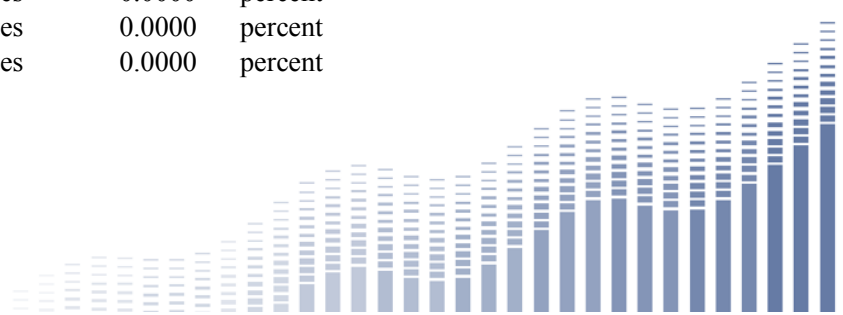
Furthermore, the shareholders' meeting acknowledged the interim dividend payment to the shareholders in cash from the operating results from 1 January 2021 to 30 September 2021 according to the resolution of the Board of Directors' Meeting No. 9/2021, held on 24 November, 2021 at the rate of THB 0.25 per share, totaling to THB 100,000,000. Upon calculation of the combined amount of dividend payment to be proposed to the Annual General Meeting of Shareholders for approval in this occasion, and the dividend already paid to the shareholders according to the resolution of the Board of Directors' Meeting No. 9/2021, the total amount of dividend payment at the rate of THB 0.9277777775 per share or equivalent to THB 371,111,111 at the rate of 88.01 percent of the net profits of the year 2021 after deduction of legal reserve, which is in compliance with the Company's dividend payment policy (not less than 40 percent of the net profits after deduction of taxes and legal reserve).

The resolution of this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	-	
Voided Ballot	0	votes	-	

6. Approved the increase of the Company's registered capital of THB 110,000,000 from the current registered capital of THB 220,000,000 to the registered capital of THB 330,000,000 by issuance of 220,000,000 newly-issued ordinary shares at the par value of THB 0.50 per share. The resolution for this agenda item must be approved by vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	0.0000	percent
Voided Ballot	0	votes	0.0000	percent



7. Approved the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital in order to be in line with the increase of the Company’s registered capital by replacing the previous clause with the following clause:

“Clause 4. Registered Capital : THB 330,000,000 (three hundred thirty million Baht)
Divided into : 660,000,000 shares (six hundred sixty million shares)
Par Value per Share : THB 0.50 (Fifty Satang)
Classified into
Ordinary Shares : 660,000,000 shares (six hundred sixty million shares)
Preferred Shares : - share- (- share-)”

Furthermore, the shareholders’ meeting approved the appointment of the Company’s authorized directors and/or the person(s) appointed by the Company’s authorized directors to have the power to revise or amend the content to be in line with the order or recommendation of the Public Companies Registrar in order to ensure the successful completion of the registration of the amendment to the Memorandum of Association with the Department of Business Development.

The resolution for this agenda item must be approved by vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	0.0000	percent
Voided Ballot	0	votes	0.0000	percent

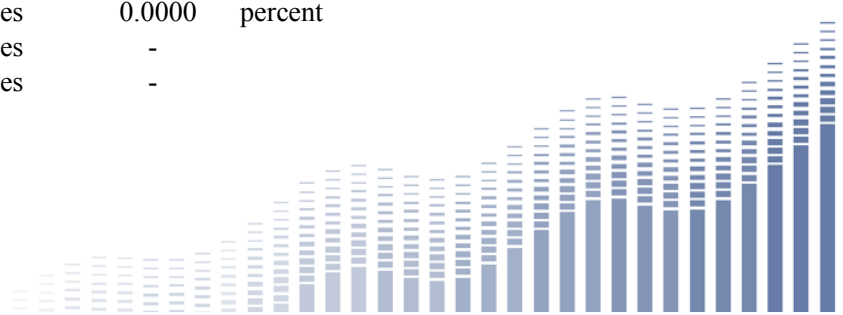
8. Approved the allocation of the newly-issued shares of the Company in the amount of not exceeding 220,000,000 shares at the par value of THB 0.50 per share in order to accommodate the stock dividend payment and the adjustment of rights of the warrants to purchase the newly-issued ordinary shares of Business Alignment Public Company Limited No.1 (BIZ-W1) (“**BIZ-W1**”). The details are as follows:

- 8.1 Allocating the newly-issued ordinary shares of not exceeding 200,000,000 shares at the par value of THB 0.50 per share to accommodate the common stock dividend payment;
8.2 Allocating the newly-issued ordinary shares of not exceeding 20,000,000 shares at the par value of THB 0.50 per share to accommodate the adjustment of rights of BIZ-W1. The Company is required to adjust the rights of BIZ-W1 regarding Terms and Conditions Governing the Rights and Obligations of the Issuer and the Holders of the Warrants to Purchase the Newly-Issued Ordinary Shares of Business Alignment Public Company Limited No.1 (BIZ-W1) in the event that all or parts of the dividend will be paid in the form of newly-issued ordinary shares.

In addition, the shareholders’ meeting approved the delegation of power to the Company’s Board of Directors and/or the Executive Committee and/or any person delegated by the Company’s Board of Directors and/or the Executive Committee to undertake the actions with regard to the allocation of the newly-issued ordinary shares as proposed.

The resolution of this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	-	
Voided Ballot	0	votes	-	



9. Approved the appointment of directors to replace the directors who will retire by rotation namely Ms. Srirat Chuchottaworn, Mr. Vipoota Trakulhoon and Mr. Sompong Chunekitiyanone retiring directors by rotation to return to their offices as the directors of the Company for another term.

The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes. In this agenda, the shareholders must vote for each director individually.

9.1	Ms. Srirat Chuchottaworn				
	Approved	296,060,196	votes	100.0000	percent
	Disapproved	0	votes	0.0000	percent
	Abstention	0	votes	-	
	Voided Ballot	0	votes	-	
9.2	Mr. Vipoota Trakulhoon				
	Approved	296,060,196	votes	100.0000	percent
	Disapproved	0	votes	0.0000	percent
	Abstention	0	votes	-	
	Voided Ballot	0	votes	-	
9.3	Mr. Sompong Chunekitiyanone				
	Approved	296,060,196	votes	100.0000	percent
	Disapproved	0	votes	0.0000	percent
	Abstention	0	votes	-	
	Voided Ballot	0	votes	-	

10. Approved the remuneration of the directors and the sub-committees for the year 2022 based on responsibilities, knowledge and experience of the directors, including consideration of the Company's business plan and accordance with the remuneration's guideline, consisting of monthly remuneration, meeting allowance and other remuneration as appropriate, in total amount of not exceeding THB 2,000,000. It is deemed appropriate to propose to the shareholders' meeting as follows:

Remuneration per month

- Chairman of the Board 20,000 THB/month
- Independent Director 15,000 THB/month

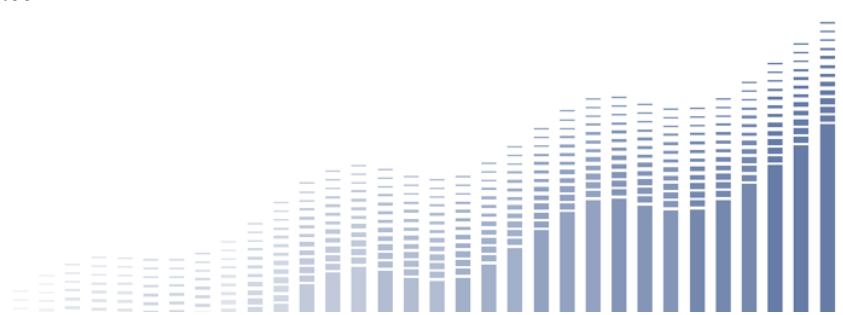
Meeting allowance (per attendance)

Board of Directors

- Chairman of the Board 15,000 THB
- Independent Director 10,000 THB
- Executive Director 10,000 THB

Audit Committee

- Chairman of Audit Committee 15,000 THB
- Member of Audit Committee 10,000 THB



Nomination and Remuneration Committee

- Chairman of Nomination and Remuneration Committee 15,000 THB
- Member of Nomination and Remuneration Committee 10,000 THB

Other benefits – None

The resolution of this agenda must be approved by vote of not less than two-thirds of the total votes of the shareholders attending the meeting.

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	0.0000	percent
Voided Ballot	0	votes	0.0000	percent

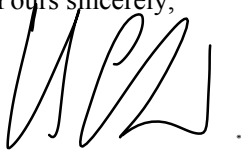
11. Approved the appointment of Mr. Samran Taengcham, the Certified Public Accountant No. 8021 and/or Ms. Natteera Pongpinitpinyo, the Certified Public Accountant No. 7362 and/or Mr. Piya Chaipruckmalakarn, the Certified Public Accountant No. 7544 from EY Office Limited as the Company’s auditor and the determination of remuneration of auditor for the year 2022 not exceeding THB 1,850,000, excluding other expenses and the BOI’s operational auditing fee (if any).

The resolution of this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	-	
Voided Ballot	0	votes	-	

Please be informed accordingly.

Yours sincerely,



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

