

Ref: BIZ 001/2023

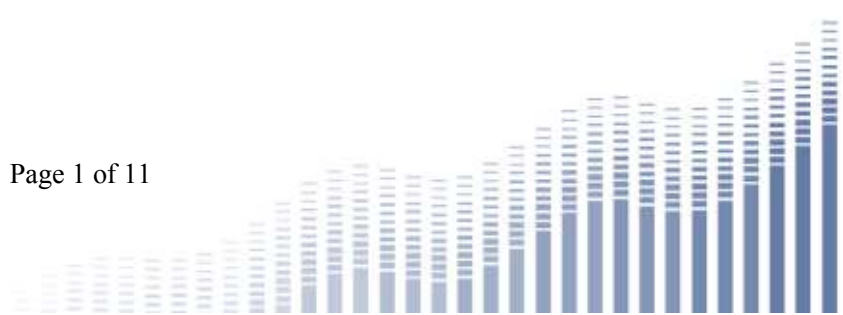
22 February 2023

Subject: Notification of resolutions of the Board of Directors' Meeting regarding the cash dividend payment and determination of the date for the 2023 Annual General Meeting of Shareholders

To: President
The Stock Exchange of Thailand

Business Alignment Public Company Limited (the “**Company**”) would like to inform the significant resolutions of the Board of Directors’ Meeting No.1/2023 held on 22 February 2023 as follows:

1. Approved the audited Financial Statement for the year ended 31 December 2022 and proposed to the Annual General Meeting of Shareholders for consideration and approval.
2. Approved to propose to Annual General Meeting of Shareholders to consider and approve the allocation of net profits as legal reserve in the amount of THB 6,850,414 representing 5 percent of the net profits of the Company’s separate financial statements for the year ended 31 December 2022, totaling THB 28,850,414 or representing 8.74% of the Company’s registered capital.
3. Approved to propose to Annual General Meeting of Shareholders to consider and approve the dividend payment to the shareholders from the operating results of 1 January 2022 to 31 December 2022 in the form of common stock and cash, and set the date to determine the shareholders’ right to receive the dividend in the form of cash at the rate of THB 0.20 per share, or equivalent to not exceeding THB 120,146,997.80 at the rate of 92.31 percent of the net profits of the year 2022 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).In this regard, the Company has set the date to determine the shareholders’ right to receive the dividends (Record Date) on Wednesday, 8 March 2023 and the dividend payment date is on Tuesday, 25 April 2023. However, the right to receive dividend is uncertain until the approval of the 2023 Annual General Meeting of Shareholders is granted.
4. The Board of Directors resolved to propose to Annual General Meeting of Shareholders to approve the re-election of the following directors who retired by rotation for another term, namely:
 1. Mr. Woodtiping Mooleechad Independent Director
 2. Mr. Thanawat Lertwattarak Independent Director
 3. Mr. Voravid Silapusid Director



5. The Board of Directors resolved to propose to the Annual General Meeting of Shareholders for approval the Directors' remuneration for the year 2023 as follows:
The Board of Directors considered remuneration for the year 2023 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;

Monthly Remuneration

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

Meeting Allowance (per attend the meeting)

Board of Directors

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

Audit Committee

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

Nomination and Remuneration Committee (NRC)

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

Other benefits – None

6. Approved to propose to Annual General Meeting of Shareholders that Khun Samran Taengcham, C.P.A. Registration No. 8021, and/or Khun Natteera Pongpinitpinyo, C.P.A. Registration No. 7362, and/or Khun Piya Chaipruckmalakarn, C.P.A. Registration No. 7544, of EY Office Limited be appointed as the Company and subsidiary's auditor for the year 2023 for a total remuneration of 1,850,000 Baht.
7. Approved to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of the objectives of the Company, Article 27 for the propose that the objectives of the Company do not have characteristics that might conflict with public or government policy, as follows:

Current objective:

“Article (27) To engage in the business of mills, sawmills, wood planing and drying mills, car body assembly factories, ceramic ware and enamelware manufacturing factories, earthenware manufacturing factories, hemp pressing factories, factories for extraction of vegetable oil, paper factories, sack factories, textile factories, thread factories, fabric dyeing and printing factories, tread production and casting factories, steel manufacturing factories, metal casting and lathing



factories, zinc factories, instant food manufacturing factories, liquor factories, gas factories, cigarette factories, sugar factories, factories for production of metal forming and smelting factories, door and window manufacturing factories, glass factories, beverage production factories, rubber casting factory, car assembly factories”

amended to:

“Article (27) To engage in the business of mills, sawmills, wood planing and drying mills, car body assembly factories, ceramic ware and enamelware manufacturing factories, earthenware manufacturing factories, hemp pressing factories, factories for extraction of vegetable oil, paper factories, sack factories, textile factories, thread factories, fabric dyeing and printing factories, tread production and casting factories, steel manufacturing factories, metal casting and lathing factories, zinc factories, instant food manufacturing factories, ~~liquor factories,~~ gas factories, ~~cigarette factories,~~ sugar factories, factories for production of metal forming and smelting factories, door and window manufacturing factories, glass factories, beverage production factories, rubber casting factory, car assembly factories”

And to propose the amendment to the objectives of the company, Articles 53 for the purpose of facilitating electronic business, as follows;

"Article (53) To engage in the business of electronic business for all kinds and types of businesses; to provide internet research services; to act as a counsel and provide advice to any persons, group of persons, juristic persons, and general business operators in setting up the electronic business; to develop electronic business systems, and to set up and put in place the systems for the management, distribution, marketing, payment system, shipping and trading, including retail and wholesale business, and any other operations related to or supporting the business of electronic business (which is not direct sales business or direct marketing business);"

Furthermore, the Board of Directors approved to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of Clause 3 of the Company’s Memorandum of Association in accordance with the amendment to the Company’s objectives as mentioned above. Details are as follows:

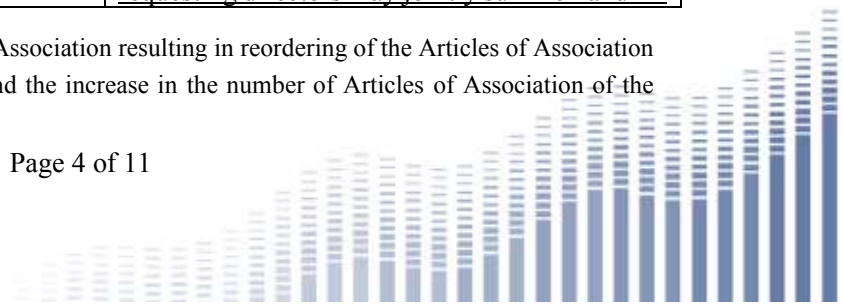
“Clause 3 There are 53 objectives of the Company, the details of which are shown in the attached Form BorMorJor. 002”

8. Approved to propose to the Annual General Meeting of Shareholders to consider and approve the amendment to the Articles of Association of the Company to be in line with the Public Limited Companies Act B.E. 2535 which has been amended by the Public Limited Companies Act (No. 4) B.E. 2565 to support the use of electronic means for conducting board of directors’ meetings and shareholders’ meetings, serving of notices or documents, and granting of proxies for shareholders attendance. However, the amendment to the Articles of Association of the Company would result in reordering of Clause 28. of the Articles of Association onwards, and the increase in the number of the Articles of Association of the Company from 51 Clauses to 54 Clauses. Therefore, the Board of Directors deemed appropriate to repeal the current Articles of Association of the Company and use the new Articles of Association instead. The essence of the amendments can be summarized as follows.

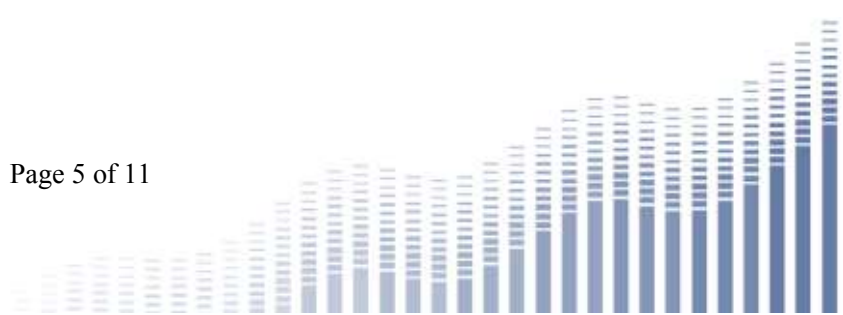


Existing Wordings	Proposed Amendment*
Clause 1. – Clause 26.	No change/amendment
<p>Clause 27. At a meeting of the board of directors, at least one-half (1/2) of the total number of directors present shall constitute a quorum. The chairman of the board shall be the chairman of the meeting. In case the chairman of the board is not present at the meeting or cannot perform his or her duty, and if there is a vice-chairman present at the meeting, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman or if there is a vice-chairman but he or she is not present in the meeting or cannot perform his or her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p> <p>Decisions of the board of directors' meeting shall be made by majority votes. Each director is entitled to one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>	<p>Clause 27. At a meeting of the board of directors, <u>whether a physical meeting or a meeting via electronic means</u>, at least one-half (1/2) of the total number of directors present shall constitute a quorum. The chairman of the board shall be the chairman of the meeting. In case the chairman of the board is not present at the meeting or cannot perform his or her duty, and if there is a vice-chairman present at the meeting, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman or if there is a vice-chairman but he or she is not present in the meeting or cannot perform his or her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p> <p>Decisions of the board of directors' meeting shall be made by majority votes. Each director is entitled to one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>
-N/A-	<p>Clause 28. <u>In calling a meeting of the board of directors, the chairman of the board shall call for such meeting. In the absence of the chairman of the board for whatever reason, the vice-chairman of the board shall be the person who summons a meeting of the board of directors. In the absence of the vice-chairman of the board for whatever reason, at least two (2) directors may jointly summon a meeting of the board of directors.</u></p> <p><u>When there is reasonable cause or in order to preserve the rights or benefits of the Company, at least two (2) directors may jointly request to the chairman of the board of directors to summons a meeting of the board of directors, whereby the agenda and reason(s) therefore that will be proposed for consideration must be specified. In such case, the chairman of the board shall summon and fix the date of the meeting within fourteen (14) days of the date of receipt of the request.</u></p> <p><u>In the case where the chairman of the board of directors does not take action in accordance with the second paragraph, the requesting directors may jointly summon and fix</u></p>

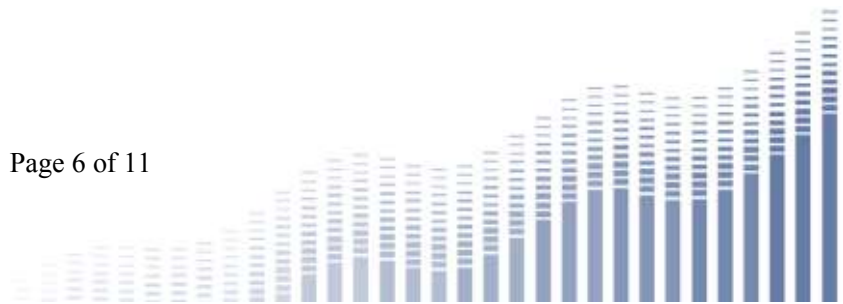
***Remark:** The amendment to the Articles of Association resulting in reordering of the Articles of Association of the Company from Clause 28. onwards and the increase in the number of Articles of Association of the Company from 51 Clauses to 54 Clauses.



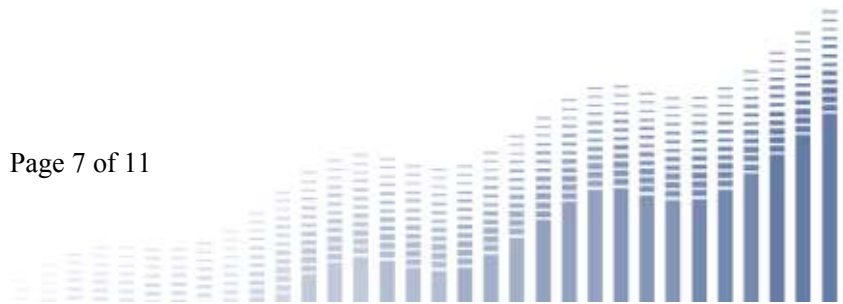
Existing Wordings	Proposed Amendment*
	<u>the date of the meeting of the board of directors to consider the proposed agenda items within fourteen (14) days of the end of such period mentioned in the second paragraph.</u>
<p>Clause 28. In calling a meeting of the board of directors, the chairman of the board or the person assigned by the chairman of the board shall serve a written notice calling for such meeting to the directors not less than seven (7) days prior to the date of the meeting, unless where it is necessary or urgent to preserve the rights and benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p> <p style="text-align: center;">At least two (2) directors may jointly request to summons a meeting of the board of directors, the chairman of the board shall summon and fix the date of the meeting within fourteen (14) days of the date of receipt of the request.</p>	<p>Clause 29. In calling a meeting of the board of directors, <u>whether a physical meeting or a meeting via electronic means</u>, the chairman of the board or the person assigned by the chairman of the board shall serve written notice calling for such meeting to the directors not less than <u>three (3) days</u> prior to the date of the meeting, unless where it is necessary or urgent to preserve the rights <u>or</u> benefits of the Company, the meeting may be called by <u>electronic means or any other means</u> and an earlier meeting date may be chosen.</p> <p style="text-align: center;"><u>The delivery of written notice and meeting documents may deliver via electronic means which specified by the Company. If the directors have notified their intention to receive or consented to the Company or the board of directors, in accordance with the relevant laws.</u></p>
Clause 29. – Clause 31.	Reordered the number to Clause 30. – Clause 32. without any amendment of the content.
<p>Clause 32. The board of directors of the Company shall hold the meeting at least once in every three (3) months at the place in the province in which the head office of the Company is situated or in any nearby provinces.</p>	<p>Clause 33. The board of directors of the Company shall hold the meeting at least <u>once (1) in every</u> three (3) months at the place in the province in which the head office of the Company is situated or in any nearby provinces, <u>or at any other location within the Kingdom.</u></p> <p style="text-align: center;"><u>The meeting of the board of directors in accordance with the first paragraph may be held via electronic means. The meeting via electronic means shall be held in accordance with the procedures prescribed by law governing electronic meetings. In the case that the board of directors meeting is conducted via electronic means, the head office of the Company shall be deemed to be the place of the meeting.</u></p>
Clause 33. – Clause 35.	Reordered the number to Clause 34. – Clause 36. without any amendment of the content.



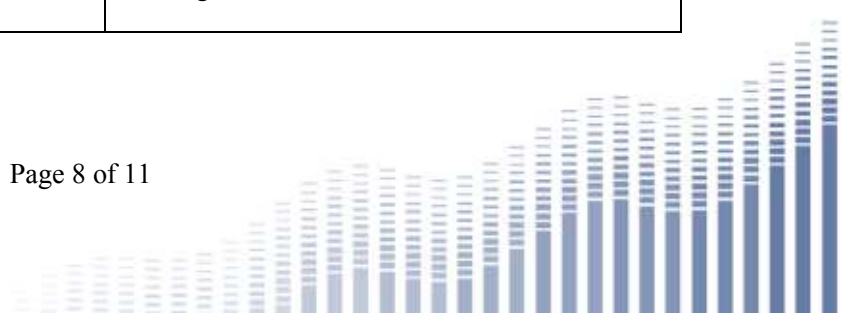
Existing Wordings	Proposed Amendment*
<p>Clause 36. The board of directors shall call for a shareholders’ meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company. Shareholders’ meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.</p> <p>A shareholder or shareholders who have a shares amounting to not less than ten (10) percent of the total number of shares wholly sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the agenda and reason(s) of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholders’ meeting to be held within a period of forty-five (45) days from the date of the receipt of such request from the said shareholder(s).</p> <p>In the case that the board of directors does not call a shareholders’ meeting within the period under the second paragraph, shareholder(s) who subscribe their names or other shareholder(s) who hold shares in aggregate as prescribed by law, may call the shareholders’ meeting within forty-five (45) days from the end of the period under the second paragraph. In this case, it shall be deemed that the shareholders’ meeting is called by the board of directors. The Company shall bear all necessary expenses arising from the arrangement for such</p>	<p>Clause 37. The board of directors shall call for a shareholders’ meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Shareholders’ meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.</p> <p><u>In this regard, the shareholders’ meeting may be held via electronic means. The meeting via electronic means shall be held in accordance with the procedures prescribed by law governing electronic meetings.</u></p> <p><u>In the case that the meeting is conducted via electronic means, the head office of the Company shall be deemed to be the place of the meeting.</u></p> <p>Clause 38. A shareholder or shareholders <u>holding</u> shares amounting to not less than ten (10) percent of the total number of shares wholly sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the agenda and reason(s) of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholders’ meeting to be held within a period of forty-five (45) days from the date of the receipt of such request from the said shareholder(s).</p> <p>In the case that the board of directors does not call a shareholders’ meeting within the period under the <u>first</u> paragraph, shareholder(s) who subscribe their names or other shareholder(s) who hold shares in aggregate as prescribed by law, may call the shareholders’ meeting within forty-five (45) days from the end of the period under the <u>first</u> paragraph. In this case, it shall be deemed that the shareholders’ meeting is called by the board of directors. The Company shall bear all necessary expenses arising from the arrangement for such</p>



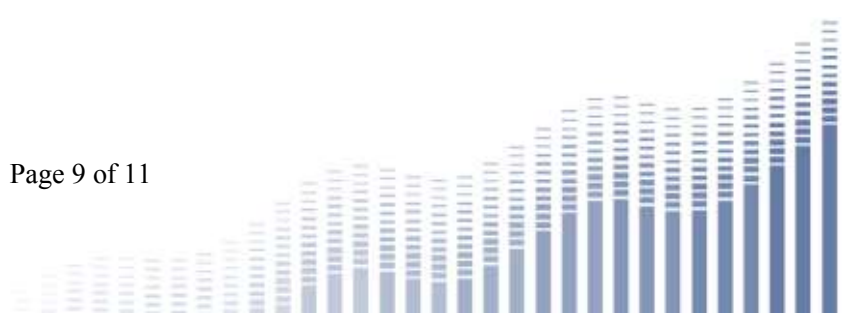
Existing Wordings	Proposed Amendment*
<p>shareholders' meeting and provide any reasonable facilitation.</p> <p>In the case that such shareholders' meeting is called as a result of a request by the shareholders under the third paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in this Articles of Association Clause 38, the shareholders under the third paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders' meeting to the Company.</p>	<p>shareholders' meeting and provide any reasonable facilitation. <u>In this case, the shareholder(s) who call for the meeting may deliver the written notice to shareholder(s) via electronic means which specified by the Company. If the shareholder(s) have notified their intention to receive or consented to the Company or the board of directors, in accordance with the relevant laws.</u></p> <p>In the case that such shareholders' meeting is called as a result of a request by the shareholders under the <u>second</u> paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in this Articles of Association Clause <u>40</u>, the shareholders <u>who call for the meeting</u> under the <u>second</u> paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders' meeting to the Company.</p>
<p>Clause 37. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>The place of the meeting shall be in the province in which the head office of the Company is</p>	<p>Clause 39. In calling a shareholders' meeting, <u>whether a physical meeting or a meeting via electronic means</u>, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the <u>public limited company</u> registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting <u>or advertised via electronic means in accordance with criteria prescribed by law.</u></p> <p><u>The delivery of written notice and meeting documents may deliver via electronic means which specified by the Company. If the shareholder(s) have notified their intention to receive or consented to the Company or the board of directors, in accordance with the relevant laws.</u></p> <p>The place of the meeting shall be in the province in which the head office of the</p>



Existing Wordings	Proposed Amendment*
situated or at any other place where the board of directors prescribed.	Company is situated or at any other place where the board of directors prescribed.
<p>Clause 38. At a shareholders' meeting there shall be not less than twenty five (25) shareholders and proxies (if any) attending the meeting 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, whereby a quorum would then be constituted.</p> <p>At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.</p>	<p>Clause 40. At a shareholders' meeting, <u>whether a physical meeting or a meeting via electronic means</u>, there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) 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, whereby a quorum would then be constituted.</p> <p>At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.</p> <p><u>In appointing a proxy according to first paragraph, it may be carried out via electronic means which are safe and reliable, ensuring that the proxy appointment is performed by the shareholders. However, the appointment shall follow the rules prescribed by the public limited company registrar.</u></p>
Clause 39. – Clause 45.	Reordered the number to Clause 41. – Clause 47. without any amendment of the content.
<p>Clause 46. No dividend shall be paid otherwise than out of profits. If the Company has incurred loss, no dividend shall be paid.</p> <p>Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount unless specified otherwise for preference share. The payment of dividends shall be approved by a shareholders' meeting.</p>	<p>Clause 48. No dividend shall be paid otherwise than out of profits. If the Company has incurred loss, no dividend shall be paid.</p> <p>Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount unless specified otherwise for preference share. The payment of dividends shall be approved by a shareholders' meeting.</p>



Existing Wordings	Proposed Amendment*
<p>The board of directors may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders.</p> <p>The payment of dividends shall be made within one (1) month from the date on which the resolution has passed at the meeting of shareholders or of the board of directors, as the case may be. The dividend payment shall be announced to the shareholders in writing and the notice of dividend payment shall be published in a newspaper.</p>	<p>The board of directors may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders.</p> <p>The payment of dividends shall be made within one (1) month from the date on which the resolution has passed at the meeting of shareholders or of the board of directors, as the case may be. The dividend payment <u>shall be announced</u> to the shareholders and the notice of dividend payment shall be published in a newspaper <u>or through electronic means in accordance with the criteria prescribed by law.</u></p>
<p>Clause 47. – Clause 50.</p>	<p>Reordered the number to Clause 49. – Clause 52. without any amendment of the content.</p>
<p>-N/A-</p>	<p style="text-align: center;"><u>Chapter 8</u></p> <p style="text-align: center;"><u>Serving Notices and Documents</u></p> <p><u>Clause 53. In the event that the Company or the board of directors is obliged to send notices or documents in accordance with the provisions of the laws relating to public limited companies or this Articles of Association to the directors, shareholders, or creditors of the Company, if such persons have notified their intention to receive or consented to the delivery of, notices or documents via electronic means, the Company or the board of directors may send such notices or documents via electronic means in accordance with the criteria prescribed by law.</u></p>
<p>Clause 51. The Company's seal shall be as follows.</p>	<p style="text-align: center;"><u>Chapter 9</u></p> <p style="text-align: center;"><u>Miscellaneous</u></p> <p>Clause 54. The Company's seal shall be as follows.</p>



9. Acknowledge the result of the company channel opening for shareholders to propose agenda of 2023 Annual General Meeting of Shareholders and qualified candidate to be nominated for selection as the company's Director since November 9, 2022 to December 30, 2022 is that there have no minority shareholders propose matters to be included in the agenda and/or nominate persons to be elected as directors.
10. Acknowledge the resignation of the Company Secretary. "Ms. Srisunun Anuchornphan", including other secretary of sub-committee with effect from 1 March 2023 and has a resolution to appoint "Mr. Voravid Silapusid" acting in the position of Company Secretary Since 1 March 2023, the Company is in the process of recruiting and appointing a qualified person to replace the vacant Company Secretary
11. Approved to convene the 2023 Annual General Meeting of Shareholders and set the date to determine the names of the shareholders who have the right to attend the 2023 Annual General Meeting of Shareholders (Record Date) on Wednesday, 8 March 2023 and the date to convene the 2023 Annual General Meeting of Shareholders on Monday, 10 April 2023 at 14.00 hrs. at the Conference Hall 1 Glowfish room, Sathorn Thani Building 2, 2nd Floor, Silom Sub-district, Bang Rak District, Bangkok 10500 to consider the following agenda items:

Agenda 1	To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders
Agenda 2	To acknowledge the results of operations of the Company during the past year
Agenda 3	To consider and approve the audited Financial Statements for the year ended 31 December 2022
Agenda 4	To consider and approve the allocation of net profits as legal reserve
Agenda 5	To consider and approve the dividend payment to the shareholders from the operating results for the year ended 31 December 2022 in cash, and set the date to determine the shareholders' right to receive the dividend
Agenda 6	To consider and approve the appointment of directors to replace the directors who will retire by rotation
Agenda 7	To consider and approve the remuneration of the directors and the sub-committees for the year 2023
Agenda 8	To consider and approve the appointment of auditor and the determination of remuneration of auditor for the year 2023
Agenda 9	To consider and approve the amendment of the Company's objectives and the amendment to Clause 3 of the Company's Memorandum of Association regarding the objectives to be consistent with the amendments to the Company's objectives
Agenda 10	To consider and approve the amendment to the Articles of Association of the Company
Agenda 11	To consider other matters (if any)

In this regard, the Board of Directors has appointed the Executive Committee and/or the person(s) appointed by the Executive Committee to have the power to change the date, time,



place, and/or the method of the meeting including other details in relation to the 2023 Annual General Meeting of Shareholders. In this regard, the Company will publish the invitation to the 2023 Annual General Meeting of Shareholders on the Company's website at www.bizalignment.com later.

Please be informed accordingly.

Sincerely yours,



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

