

The documents of the Annual General Meeting of Shareholders 2018

Business Alignment Public Company Limited

Wednesday, April 18, 2018

2:00 pm

BIZ

LIGHT FOR LIFE

Crowne 1-3, Crowne Plaza Bangkok Hotel 21Fl.,
952 Rama IV Road., Suriyawong, Bangrak Bangkok

Ref: BIZ 011/2018

16 March 2018

Subject: Invitation to the Annual General Meeting of Shareholders 2018

Attention: Shareholder of Business Alignment Public Company Limited

Attachments:

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018
2. The annual report of the Board of Directors and the financial statements for the year ended 31st December 2017
3. Information for the appointment of new directors replacing those retired by rotation
4. Details of amendment to Article 36 of the company's Articles of Association
5. The Articles of Association regarding the Shareholder's Meeting and Voting Procedures
6. List of independent directors proposed by the company as proxy holders
7. Practices and Documents or evidence required to attend in the Shareholders' Meeting
8. The venue of the Annual General Meeting of Shareholders
9. Proxy form B

Business Alignment Public Company Limited will arrange the Annual General Meeting of Shareholders 2018 on Wednesday, April 18, 2018 at 2:00 p.m. at Crowne 1-3, Crowne Plaza Bangkok Hotel 21 Fl., 952 Rama IV Road., Suriyawong, Bangrak Bangkok 10500. The meeting's agendas will be as follows:

Agenda 1 To adopt the Minutes of Extraordinary General Meeting of Shareholders No.1/2018

Opinion of the Board: The Board of Directors recommends to propose the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 to the shareholders to adopt/certify, as detailed in Attachment 1

Agenda 2 To acknowledge the results of operations of the company during the past year

Facts and rationales: The results of operating for the year ended December 31, 2017 as follow;

The company's operating results	Year 2016	Year 2017	Increase (Decrease) %
Total revenue (million Baht)	743.23	623.43	(16.12)
Net profit (million Baht)	70.24	41.15	(41.42)

Detailed information of the company's operating results is provided in the Annual Report, as detailed in Attachment 2

Opinion of the Board: The Board of Directors recommends to propose the shareholder to acknowledge the results of operations of the company for the year 2017, as detailed in Attachment 2.

Agenda 3 To consider and approve the audited Financial Statement for the year ended December 31, 2017

Facts and rationales: The Board of Directors must present the meeting of Shareholders with the company's audited financial statement for the year ended December 31, 2017 which the Board of Directors and the Audit Committee has determined that accurate, complete and adequate accounting principles generally accepted to the meeting of Shareholders' approval. Under section 112 of the Public Limited Company Act B.E. 2535,

Opinion of the Board: The Board of Directors recommends to propose to the meeting of shareholders to consider and approve the company's audited financial statement for the year ended December 31, 2017 as detailed in Attachment 2.

Agenda 4 To consider and approve allocation of profit for appropriated-statutory reserve

Facts and rationales: The Public Limited Company Act B.E. 2535 Section 115 requires that the company pay dividends from its profit only, and section 116 requires that the company set aside at least five (5) percent of its net annual profit as a legal reserve until it reaches ten (10) percent of the company's registered capital.

Opinion of the Board: The Board of Directors recommends to propose to the meeting of Shareholders to consider and approve allocation of profit for appropriated-statutory reserve as follows:-

The company will allocate 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 company's registered capital.

Agenda 5 To consider and approve dividend payment derived from operating results for the year ended December 31, 2017

Facts and rationales: The company set a dividend policy annually at a rate of not less than 40 percent of net profit after deduction of all reserves as defined in the Articles of Association and the law. Unless otherwise necessary and the dividend payment will not affect the normal operation of the company significantly.

However, dividend payment is subject to change. Depending on the results of operations. As the company's financial liquidity plans as well as the factors involved in the management of the necessity and appropriateness of any future, which are within the decision of the Board of Directors is considering. The Board of Directors approved the payment of dividend to be propose to the meeting of shareholders for consideration. Except for the payment of interim dividend. The Board of Directors has approved an interim dividend payment and inform the meeting of shareholders in the next meeting.

Opinion of the Board: The Board of Directors recommends to propose to the meeting of Shareholders to consider and approve dividend payment as follows:-

For the period ended December 31, 2017, the company had total net profit after tax in the amount of 41.15 million Baht. The Board of Directors to consider the allocation of profit and dividend as follow;

Results for the fiscal year ended December 31, 2017, the Board of Directors approved the proposed dividend 0.08 Baht per share (par value 0.50 Baht), totaling 32 million Baht or 81.91 percent of its annual net profit after deduction of legal reserves in 2017. This is in accordance with the dividend policy of the company. (Not less than 40 per cent of net profit after tax and legal reserves).

Table of comparison of the dividend payments paid in 3 years' past

Details of dividend payment	Year 2015	Year 2016	Year 2017
1. Net Profit (million Baht)	20.79	70.24	41.15
2. Number of Shares (Shares)	50,000	400,000,000	400,000,000
3. Amount of dividend per share (Baht)	4,300.00	0.10	0.08
4. Total amount of dividend payment (million Baht)	215.00 ^{/2}	40.00	32.00
5. Rate of Dividend Payment (%) ^{/1}	1,034.09 ^{/3}	56.95	77.77

Remark : ^{/1} = Rate of Dividend Payment = Dividend Payment /Net Profit

^{/2} = The Board of Directors Meeting No. 1/2016 held on January 20, 2016 and the Extraordinary General Meeting of Shareholders No. 1/2016 held on February 4, 2016, approved the payment of interim dividend from unappropriated retained earnings as at December 31, 2014 (Latest financial statement at the dividend date) to the shareholders whose names appear on the list of shareholders of the company as at February 4, 2016 of 50,000 shares total 4,300 Baht per share. Total amount 215.00 million Baht, and was set to pay dividends to shareholders. The interim dividend for the first amount of 165.00 million Baht paid to shareholders on February 15, 2016 and the interim dividend for the second amount of 50.00 million Baht paid to shareholders on March 31, 2016, which is the company has paid dividends to the shareholders on February 2016.

^{/3} = Calculate the amount of dividends divided by net profit for the year 2015 ended December 31, 2015 total 20.79 million Baht. Calculating the dividend payment of 215.00 million Baht divided by net profit as at December 31, 2015 total 20.79 million Baht, so rate of dividend payment total 1,034.09 percent

The record date for the rights to receive the dividend payment on Thursday, April 26, 2018. The dividend payment is on Wednesday, May 9 2018.

Shareholders who are individuals can seek tax credit refundable guidelines. As defined in Code Section 47 bis dividend of 0.08 Baht per share is paid from the net profit of the Company's corporate income tax at the rate of 20 recipients of the dividend tax credit can be deducted at a rate of 20/80 of the dividend received.

Agenda 6 To consider and approve the appointment of new directors replacing those retired by rotation

Facts and rationales: According to the Companies Act 2535 and under Article 20 of the Articles of Association, at least one-third or the closest number to one-third of the directors shall vacate offices at every annual general meeting. This is the second year after the company was registered as a public company so out of position by cast lots. The directors who are required to retire by the Company's Articles of Association are as follows:

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

The nomination process of the company has the opportunity for shareholders to propose the agenda and the names of persons qualified to be elected as directors. According to the nomination process advance between November 13, 2017 and December 29, 2017 as per the company's conditions. When end of period, is not the result of any minority shareholders propose nominate persons to be elected as directors.

The selection process performed by the Nomination and Remuneration Committee (NRC), the NRC jointly considered the qualifications, experiences, and competencies as required by The Public Limited Company Act B.E. 2535 and the Securities and Exchange Act, As well as the ability for the business of the company, duties with accountability, responsibilities, prudence and honesty. and was of the opinion that they would continue to contribute greatly to the operations of the company. So proposes the meeting of shareholder's consideration 3 directors to return to their offices as directors and other positions for another term

No.	Name	Propose position
1	Mr. Woodtipong Mooleechad	Chairman of the Board/Independent Director
2	Ms. Srirat Chuchotthaworn	Independent Director/Chairman of Audit Committee /Nomination and Remuneration Committee
3	Mr. Voravid Silapusid	Director/Executive Committee/ Nomination and Remuneration Committee/ Risk Management Sub-Committee

Brief qualifications of the three (3) retiring directors as detailed in Attachment 3.

Opinion of the Board: The Board of Directors recommends to propose to the meeting of Shareholders to consider and approve the appointment of Mr. Woodtipong Mooleechad, Ms. Srirat Chuchotthaworn and Mr. Voravid Silapusid retiring directors by rotation to return to their offices as the independent directors, the Chairman of the Board, the Chairman of the Audit Committee and the directors of the company and other positions in the other committee and sub-committee for another term.

Agenda 7 To consider and approve Directors' remuneration for the year 2018

Facts and rationales: 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	Year 2017		Year 2018	
	Remuneration per month (Baht)	Meeting allowance per attendance (Baht)	Remuneration per month (Baht)	Meeting allowance per attendance (Baht)
1. Board of Directors				
● Chairman of the Board	20,000	15,000	20,000	15,000
● Independent Director	15,000	10,000	15,000	10,000
● Executive Director	-	10,000	-	10,000
2. Audit Committee				
● Chairman of Audit Committee	-	15,000	-	15,000
● Member of Audit Committee	-	10,000	-	10,000
3. Nomination and Remuneration Committee				
● Chairman of Nomination and Remuneration Committee	-	15,000	-	15,000
● Nomination and Remuneration Committee	-	10,000	-	10,000

Other benefits - None

Opinion of the Board: The Board of Directors recommend to propose the meeting of shareholders consider and approve Directors' remuneration for the year 2018 as propose:

The detail of duties and authorities of the Board of Directors, Audit Committee, the Nomination and Remuneration Committee were described in the company's Annual Report, as detailed in Attachment 2.

Agenda 8 To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2018

Facts and rationales: Section 120 of the Public Limited Companies Act 2535 stipulates that the Annual General Meeting of Shareholders the appointment of auditors and determining the remuneration of the auditor every year. The appointment can appoint the same auditor. According to announced by the Securities and Exchange Commission no. 39/2005 sub; how to report information about its financial position and the performance of the issuing company (No. 20) requires the company to provide for the rotation of external auditors. If the auditors have performed their duties for five consecutive financial years, the rotation is not necessary to change the company's new auditor. The company may appoint another auditor in the Audit Office that the former auditor. In the year 2018, the auditor of the company is still in the condition that the auditor has not yet been rotate.

Opinion of the Audit Committee: The Audit Committee has considered in the audit fee and the ability to verify that its M.R. & Associates Co., Ltd. is an experienced auditor, famous and generally accepted. Moreover, the proposed audit fee is a reasonable rate. So proposed to the Board of Directors considers to be approved by the meeting of Shareholders appointed the auditors of M.R. & Associates Co., Ltd. as auditors of the company for the year 2018. The Board of Directors will manage the preparation of financial statements in a timely period.

List of auditors from M.R. & Associates Co., Ltd. who has received approval from the SEC for the year 2018 as follows.

No.	Name	CPA. No.	Years of Auditors of company
1	Mr. Pisit Chiwaruangroch or	2803	3 years (2015-2017)
2	Mr. Maethee Rattanasrimaetha or	3425	-
3	Mr. Akkaradech Piensakul or	5389	-
4	Ms. Kornthip Vanichwisetkul	6947	-

The Board of Directors also recommends that the meeting of shareholders consider and approve the company's audit fee for the year 2018 is set not to exceed 1,720,000 Baht, excluding other expenses,

Comparison of auditor fee for the year 2017 and 2018

Detail	M.R. & Associates Co., Ltd.		Increase (Decrease) From Y2017
	Year 2017 (Baht)	Year 2018 (Baht)	%
1. Annual Audit Fee	750,000	800,000	6.67%
2. Quarterly Audit Fee	750,000	800,000	6.67%
3. Audit Fee of subsidiary company (Cancer Alliance Co., Ltd.)	-	120,000	100.00%
Total	1,500,000	1,720,000	14.67%

Non-audit fee - none -

M.R. & Associates Co., Ltd. is the auditor of subsidiary company. That is Cancer Alliance Co., Ltd.

M.R. & Associates Co., Ltd. and the auditor nominated as auditors of the company. There is no relationship or interest with the company/subsidiaries/executive/major shareholders or associated with such individuals, which may have affect the performance of duties independently.

Opinion of the Board: The Board of Directors recommends to propose the meeting of shareholders to consider and appoint the following auditors and the company's audit fee for the year 2018 as propose.

Agenda 9 To consider and approve the amendment to Article 36 of the company's Articles of Association

Facts and rationales: Refer 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 No. 21/2017 Re : Additional Amendment to the Law for Business Facilitation. So, to comply with Section 100 of the Public Limited Companies Act B.E.2535. The Board of Directors has approved the amendment of Article 36 of the Company's Articles of Association to be in line with the Public Limited Company Act BE 2535, Section 100, as amended by the order of the Head of the National Security Council for Peace No. 21/2017. Details of amending to Article 36 of the company's Articles of Association, as detailed in attachment 4.

Opinion of the Board: The Board of Directors recommends to propose the meeting of shareholders to consider and the amendment to Article 36 of the company's Articles of Association to be in line with the Public Limited Company Act BE 2535, Section 100 as propose.

Agenda 10 To consider other business (if any)

The Record Date of the company share register book for determining the right to attend the meeting will be on Friday, March 9, 2018 in order to determine the shareholders' entitlement to attend the Annual General Meeting of Shareholders 2018. The invitation letter to the Annual General Meeting of Shareholders 2018, including documents and proxy forms are available on the company's website. www.bizalignment.com in the topic of shareholder meeting.

The shareholders are cordially invited to attend the meeting on the date, time and place as mentioned above. For the convenience of registration process, the company will arrange the register from 1:00 P.M. Should any shareholders unable to attend the meeting, such shareholder may appoint a proxy to attend the meeting by filing in the information and placing the shareholder's signature in the attached Proxy form B (Details as shown in Attachment 9) then attach with the documents required as evidence to attend the meeting. (Detail as shown in Attachment 7) The shareholders can appoint any other persons or the company's independent director (Detail as shown in Attachment e 6) on behalf you.

Yours sincerely,

- Signed -

(MR. WOODTIPONG MOLEECHAD)

Chairman of the Board

Business Alignment Public Company Limited