

THE DOCUMENTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019

B|A
Business Alignment

Business Alignment Public Company Limited
Thursday, April 18, 2019, 2 : 00 pm

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



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Ref: BIZ 005/2019

18 March 2019

Subject: Invitation to the Annual General Meeting of Shareholders 2019

Attention: Shareholder of Business Alignment Public Company Limited

Attachments:

1. Copy of the Minutes of the Annual General Meeting of Shareholders 2018
2. The annual report of the Board of Directors and the financial statements for the year ended 31st December 2018 (QR CODE)
3. Information for the appointment of new directors replacing those retired by rotation
4. The Articles of Association regarding the Shareholder's Meeting and Voting Procedures
5. List of independent directors proposed by the company as proxy holders
6. Practices and Documents or evidence required to attend in the Shareholders' Meeting
7. The venue of the Annual General Meeting of Shareholders
8. Proxy form B

Business Alignment Public Company Limited will arrange the Annual General Meeting of Shareholders 2019 on Thursday, April 18, 2019 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 Annual General Meeting of Shareholders 2018

Opinion of the Board: The Board of Directors recommends to propose the Minutes of the Annual General Meeting of Shareholders 2018 to the shareholders to adopt/certify, as detailed in Attachment 1

Resolution: The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

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, 2018 as follow;

The company's operating results (Separated Statement)	Year 2017	Year 2018	Increase (Decrease) %
Total revenue (million Baht)	623.43	665.32	6.72%
Net profit (million Baht)	41.15	84.74	105.95%

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

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 2018, as detailed in Attachment 2 (QR CODE)

Resolution: This agenda is for acknowledgment. There is no vote.

Agenda 3 To consider and approve the audited Financial Statement for the year ended December 31, 2018

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, 2018 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, 2018 as detailed in Attachment 2 (QR CODE)

Resolution: The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

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 3,505,298 Baht, representing 4.14% of net profit for the year ended December 31, 2018, totaling 20,000,000 Baht or representing 10.00% of the company's registered capital.

Resolution: The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

Agenda 5 To consider and approve dividend payment derived from operating results for the year ended December 31, 2018 with the date of shareholders for the right to receive dividends

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, 2018, the company had total net profit after tax in the amount of 84.74 million Baht. The Board of Directors to consider the allocation of profit and dividend as follow;

Results for the fiscal year ended December 31, 2018, the Board of Directors approved the proposed dividend 0.16 Baht per share (par value 0.50 Baht), totaling 64 million Baht or 78.79 percent of its annual net profit after deduction of legal reserves in 2018. 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 2016	Year 2017	Year 2018
1. Net Profit (million Baht)	70.24	41.15	84.74
2. Allocation of profit for appropriated- statutory reserve (million Baht)	14.41	2.08	3.51
3. Net Profit after deduction of legal reserves (million Baht)	55.82	39.07	81.23
4. Number of Shares (Shares)	400,000,000	400,000,000	400,000,000
5. Amount of dividend per share (Baht)	0.10	0.08	0.16
6. Total amount of dividend payment (million Baht)	40.00	32.00	64.00
7. Rate of Dividend Payment (%) ^{/1}	71.66%	81.90%	78.79%

Remark : ^{/1} = Rate of Dividend Payment = Dividend Payment /Net Profit after deduction of legal reserves

The record date for the rights to receive the dividend payment on Friday, April 26, 2019. The dividend payment is on Thursday, May 9, 2019.

Shareholders who are individuals can seek tax credit refundable guidelines. As defined in Code Section 47 bis dividend of 0.16 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.

Resolution: The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

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. Vipoota Trakulhoon | Independent Director |
| 2. | Mr. Thanawat Lertwattanak | Independent Director |
| 3. | Mr. Noppadol Suntanaphanich | Director |

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 9, 2018 and December 28, 2018 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

<i>No.</i>	<i>Name</i>	<i>Propose position</i>
1	Mr. Vipoota Trakulhoon	Independent Director
2	Mr. Thanawat Lertwattanak	Independent Director
3	Mr. Noppadol Suntanaphanich	Director

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. Vipoota Trakulhoon, Mr. Thanawat Lertwattanak and Mr. Noppadol Suntanaphanich retiring directors by rotation to return to their offices as the independent directors and the directors of the company for another term.

Resolution: The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote. By voting appointing individually.

Agenda 7 To consider and approve Directors' remuneration for the year 2019

Facts and rationales: The Board of Directors considered remuneration for the year 2019 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 2018		Year 2019	
	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 2019 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 (QR CODE)

Resolution: 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.

Agenda 8 To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2019

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 the Notification of the Capital Market Supervisory Board No. TorChor. 75/2018 Re: Rules, Conditions and Procedures for Reporting Disclosure of Financial Status and Operating Results Of the issuing company (Issue 14) requires the company to arrange the auditor rotation. If any auditors signing audit partner perform their duties, review and comment on the company's financial statements for 7 fiscal years.

Whether they will continue each or not, must be cooling-off after a period of at least 5 consecutive fiscal years. In the year 2019, 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 2019. 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 2019 as follows.

No.	Name	CPA. No.	Years of Auditors of company
1	Mr. Pisit Chiwaruangroch or	2803	3 years (2015-2017)
2	Ms. Kornthip Vanichwisetkul or	6947	1 year (2018)
3	Mr. Maethee Rattanasrimaetha or	3425	-
4	Mr. Akkaradech Piensakul	5389	-

The Board of Directors also recommends that the meeting of shareholders consider and approve the company's audit fee for the year 2019 is set not to exceed 1,750,000 Baht, excluding other expenses,

Comparison of auditor fee for the year 2018 and 2019

Detail	M.R. & Associates Co., Ltd.		Increase (Decrease) From Y2018
	Year 2018 (Baht)	Year 2019 (Baht)	%
1. Annual Audit Fee	800,000	800,000	-
2. Quarterly Audit Fee	800,000	800,000	-
3. Audit Fee of subsidiary company (Cancer Alliance Co., Ltd.)	120,000	150,000	25.00%
Total	1,720,000	1,750,000	1.74%

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 2019 as propose.

Resolution: The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

Agenda 9 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 8, 2019 in order to determine the shareholders' entitlement to attend the Annual General Meeting of Shareholders 2019. The invitation letter to the Annual General Meeting of Shareholders 2019, 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 8) then attach with the documents required as evidence to attend the meeting. (Detail as shown in Attachment 6) The shareholders can appoint any other persons or the company's independent director (Detail as shown in Attachment 5) on behalf you.

Yours sincerely,

- *Signed* -

(MR. WOODTIPONG MOLEECHAD)

Chairman of the Board

Business Alignment Public Company Limited