



The Documents of the Annual General Meeting of Shareholders 2020 Business Alignment Public Company Limited

*ONCOLOGY
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**Wednesday, August 5, 2020 at 2:00 p.m.
at Crowne 1-3, Crowne Plaza Bangkok Hotel 21 Fl.,
952 Rama IV Road., Suriyawong, Bangrak Bangkok**

Due to the situation of the outbreak of the Coronavirus Disease 2019 (COVID-19)

The company therefore requests cooperation from all shareholders consider the method of proxy to independent directors and grant the proxy the right to consider and vote in advance.

Return the original proxy to the company instead of attending the meeting in person.

If you would like to attend the meeting by yourself or proxy to attend the meeting, for quick and easy registration, please strictly follow the procedures.

In this regard, the company has set a limit on the number of seats for shareholders who attend the meeting in person. According to measurement of the social distancing.

Therefore, apologize for any inconvenience occur this opportunity.

Ref: BIZ 016/2020

July 3, 2020

Subject: Invitation to the Annual General Meeting of Shareholders 2020

Attention: Shareholder of Business Alignment Public Company Limited

Attachments:

1. Copy of the Minutes of the Annual General Meeting of Shareholders 2019 on April 18, 2019
2. The annual report of the Board of Directors and the financial statements for the year ended December 31, 2019 (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
9. Guidelines for attending the Annual General Meeting of Shareholders 2020 under the epidemic situation of the Coronavirus Disease 2019 ("COVID-19")

Business Alignment Public Company Limited will arrange the Annual General Meeting of Shareholders 2020 on Wednesday, August 5, 2020 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 2019

Opinion of the Board: The Board of Directors recommends to propose the Minutes of the Annual General Meeting of Shareholders 2019 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 operation for the year ended December 31, 2019 as follow;

The company's operating results (Separated Statement)	Year 2018	Year 2019	Increase (Decrease) %
Total revenue (million Baht)	665.32	831.59	24.99%
Net profit (million Baht)	84.74	120.67	42.40%

Detailed information of the company's operating results for the year 2019 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 2019, 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, 2019

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, 2019 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, 2019 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 acknowledge the interim dividend payment

Facts and rationales: Regarding to Public Limited Company Act B.E.2535 Section 115 and Company's regulations no. 46, dividends shall not be paid other than out of profits. However, the company shall pay interim dividend if the company has high profit and shall be inform the shareholders on next meeting

Refer to Board of Directors Meeting No.2/2020 on March 30, 2020, the meeting had the resolution to paid interim dividend from operating result of financial statements for the fiscal year ended December 31, 2019, the Board of Directors approved the proposed dividend 0.25 Baht per share, totaling 100 million Baht, by paying from the net profits that pay corporate income tax at the rate of 20 percent, the dividend recipient can deduct the tax credit at the rate of 20/80 of the dividend received or 82.87 percent of its annual net profit after deduction of legal reserves in 2019. 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). The dividend payment is on April 16, 2020. Therefore, proposed to the shareholders' meeting to acknowledge.

Opinion of the Board: The Board recommends that the Meeting acknowledge as detail above.

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

Agenda 5 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. Ms. Srirat Chuchottaworn | Independent Director |
| 2. Mr. Sompong Chunekitiyanone | Director |
| 3. Mr. Voravid Silapusid | 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 7, 2019 and December 30, 2019 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	Ms. Srirat Chuchottaworn	Independent Director
2	Mr. Sompong Chunekitiyanone	Director
3	Mr. Voravid Silapusid	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 Ms. Srirat Chuchottaworn, Mr. Sompong Chunekitiyanone and Mr. Voravid Silapusid 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 6 To consider and approve Directors' remuneration for the year 2020

Facts and rationales: The Board of Directors considered remuneration for the year 2020 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 2019		Year 2020	
	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 2020 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 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2020

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 2020, 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 2020 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	2 years (2018-2019)
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 2020 is set not to exceed 2,150,000 Baht, excluding other expenses and the BOI's operational auditing fee (if any)

Comparison of auditor fee for the year 2019 and 2020

Detail	M.R. & Associates Co., Ltd.		Increase (Decrease) From Y2019
	Year 2019 (Baht)	Year 2020 (Baht)	%
1. Annual Audit Fee of BIZ	800,000	900,000	12.50%
2. Quarterly Audit Fee of BIZ	800,000	900,000	12.50%
3. Audit Fee of subsidiary company (1) (Cancer Alliance Co., Ltd.)	150,000	350,000	133.33%
Total	1,750,000	2,150,000	22.86%

Non-audit fee - none -

⁽¹⁾ In this regard, the auditing fee of the subsidiary company in the year 2019 started the operation in the 4th quarter but in the year 2020 the system was fully operation since the quarter 1-4.

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 affected 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 2020 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 8 To consider and approve changing company objectives and amend the Article 3 of the Memorandum of Association of the company

Facts and rationales: Due to the company's normal business operations had participate in submitting bid documents in government projects and other agencies. The main points to be considered is the objective content of the company's business. That is relevant and specialized in the matter requested to propose for consideration or not. If the objectives of the company are clear and cover most of the objectives of the company. The company will have a good opportunity to be a bidder Including the benefits of project presentation with various departments.

Opinion of the Board: To be clear more comprehensive with the business operations of the company at present and in the future Therefore, the Board of Directors propose the meeting of shareholders to consider changing the objectives of the company. There are already 46 items, adding 6 items to 52 items as follows;

Additional item no. 47 – 52

- (47) To carry on the business of human health activities promoting knowledge about disease and illness consultation and advice prevention methods and methods of health care
- (48) To undertake business of other health service activities
- (49) Providing health services, such as providing knowledge and advice regarding health care, health examination, physical treatment
- (50) To engage in the business of advising and providing suggestions on how to solve health problems.
- (51) To operate a medical laboratory such as blood tests and body secretions genetic code analysis
- (52) Import business and sell fireworks equipment with all kinds of equipment and all kinds of fireworks, radiation rate meter, radiation meter. All types of explosive detection equipment handheld detectors, explosives, chemical weapons and toxic substances from factories or handheld drugs detoxification machine installed on a truck. All kinds of detoxification machines chemical-biological sample set and automatic chemical warning device

At the same time, propose to the meeting to approve the amendment of Article 3 of the Company's Memorandum of Association in order to be in line with the changing company's objectives, "the objectives of the company are 52 items"

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

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 Monday, June 29, 2020 in order to determine the shareholders' entitlement to attend the Annual General Meeting of Shareholders 2020.

The invitation letter to the Annual General Meeting of Shareholders 2020, including documents and proxy forms are available on the company's website. www.bizalignment.com in the topic of shareholder meeting. The company encourages shareholders appointment one of the independent directors to be appointed as a proxy (as detailed in

Attachment 5) attend the meeting on your behalf. By filing in the information and placing the shareholder's signature in the attached Proxy form B (as detailed in Attachment 8) then attach with the documents required as evidence to attend the meeting. (as detailed in Attachment 6) In this regard, the shareholders or grantee, please bring the meeting invitation letter that appears with the barcode bar for convenience and speed in registration.

Due to the outbreak of the Coronavirus Disease 2019 (COVID-19), the company will do its utmost to prevent any adverse effect on the health of shareholders, employees, directors. Therefore, the company would like to request the cooperation from all shareholders in strictly implementing the various measures and guidelines specified by the company. Which may cause inconvenience at some stages of attending the meeting. The company apologizes for the inconvenience that may occur at this opportunity.

Yours sincerely,

- *signed* -

(Mr. Woodtipong Moleechad)

Chairman of the Board

Business Alignment Public Company Limited