

Ref: BIZ 018/2021

October 8, 2021

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2021

Attention: Shareholder of Business Alignment Public Company Limited

Attachments:

1. Copy of the Minutes of the Annual General Meeting of Shareholders 2021 on April 9, 2021
2. Detailed summary of warrant to purchase of ordinary shares No.1 (BIZ- W1) of Business Alignment Public Company Limited which allotted to the existing shareholders
3. Capital Increase Report Form (F53-4)
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 Extraordinary General Meeting of Shareholders
8. Proxy form B

Business Alignment Public Company Limited (the "Company") will arrange the Extraordinary General Meeting of Shareholders No. 1/2021 on Monday, October 18, 2021, at 2:00 p.m. at Conference Hall 1-2 Glowfish, Sathorn Thani Building 2, 2nd Floor, Silom Subdistrict, Bang Rak District, Bangkok 10500. To consider matters according to the meeting's agendas will be as follows:

Agenda 1 To consider and adopt the Minutes of Annual General Meeting of Shareholders 2021

Opinion of the Board: The Board of Directors recommends proposing the Minutes of the Annual General Meeting of Shareholders 2021 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. By not counting the votes of those who abstained as a base for vote counting.

Since the matters proposed to the Extraordinary General Meeting of Shareholders No. 1/2021, in Agenda 2 to Agenda 5, are related matters. Therefore, in considering such agenda, if any agenda is not approved by the meeting shareholder no other agenda will be considered in the next order and the agenda approved by the shareholders' meeting will be considered canceled.

Agenda 2 To consider and approve of the issuance and allocation of warrants to purchase issued ordinary shares of the Company No. 1 amounting not exceeding 40,000,000 units to the Company's existing shareholders in proportion to their shareholding without charge.

Facts and rationales: To provide the Company to have financial flexibility for business expansion in the implementation of various projects and to reserve for use as working capital for the Company and/or capital increase in the subsidiary. This will help strengthen the Group's overall capital base. To prepare for future business expansion which will lead to increased income and bring benefits to the Company and its shareholders. Therefore, the Company agreed to propose to the Extraordinary General Meeting No. 1/2021 to consider and approve of the issuance and allocation of warrants to purchase issued ordinary shares of the Company No. 1 (BIZ-W1) ("Warrant" or "BIZ-W1 Warrant") amounting not exceeding 40,000,000 units to the Company's existing shareholders in proportion to their shareholding (Right Offering), without charge, at the allocation ratio of 10 existing ordinary shares per 1 unit of BIZ-W1 Warrants (any fraction of warrants will be discarded). The exercise price of the warrants equal to 7.00 baht per share. The term of the warrant is 1 year from the date of issuance of the warrants. The exercise ratio of 1 warrant per 1 newly issued ordinary share, details as shown in a summary of the details of the warrants to purchase issued ordinary shares of Business Alignment Public Company No.1 (BIZ-W1) (Attachment 2)

In this regard, the record date for specifying the list of shareholders who have the right to receive the warrants to purchase the Company's issued ordinary shares No.1 (BIZ- W1) on October 28, 2021 (Record date) and the date for the allocation of the warrants to purchase issued ordinary shares of the Company No.1 on November 3, 2021. However, the allocation of warrants to purchase the ordinary shares is uncertain due to the requirement of approval from the Extraordinary General Meeting of Shareholders No.1/2021.

In addition, The Board of Directors appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2021 to consider and approve the assignment of the Board of Directors and/or persons assigned by the Board of Directors to be authorized to consider and determine additional amendments and change conditions and details related to the issuance and allocation of BIZ-W1 Warrants, such as the date of issuance of the warrants, warrant allocation method, Exercise period and the expiration date of the exercise of rights etc. As well as having the power to determine the reason for issuing new ordinary shares to accommodate the change in the exercise price and/or the exercise ratio of the warrants as well as having the power to sign and amend any relevant documents and has the power to take any relevant actions or reasonably necessary for the successful issuance and allocation of BIZ-W1 warrants, including but not limited to filing an application, providing information and filing documentary evidence with the Securities and Exchange Commission, Stock Exchange of Thailand ("SET"), Thailand Securities Depository Company Limited, Ministry of Commerce or other relevant agencies as well as listing the BIZ-W1 warrants and the newly issued ordinary shares arising from the exercise of the BIZ-W1 warrants to be listed on the Stock Exchange of Thailand.

Opinion of the Board: The Board of Directors recommends proposing to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve of the issuance and allocation of warrants to purchase issued ordinary shares of the Company No. 1 amounting not exceeding 40,000,000 units to the Company's existing shareholders in proportion to their shareholding (Right Offering) without charge and approved to the Board of Directors or the person authorized by the Board of Directors to have power to perform various actions as detailed above.

Resolution: The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote. By not counting the votes of those who abstained as a base for vote counting.

Agenda 3 To consider and approve the Company’s capital increase of 20,000,000 baht from the original registered capital of 200,000,000 baht to the new registered capital of 220,000,000 baht by issuing newly ordinary shares amounting 40,000,000 shares with a par value of 0.50 baht per share.

Facts and rationales: As the Company intends to issue and allocate warrants to purchase newly ordinary shares of Business Alignment Public Company Limited No. 1/2021 (BIZ-W1) amounting 40,000,000 units to the Company’s existing shareholders in proportion to their shareholding (Right Offering) as details mentioned in Agenda 2 above. Therefore, it should be proposed to the Extraordinary General Meeting No. 1/2021 to consider and approve the Company’s capital increase of 20,000,000 baht from the original registered capital of 200,000,000 baht to the new registered capital of 220,000,000 baht by issuing newly ordinary shares amounting 40,000,000 shares with a par value of 0.50 baht per share to support the exercising rights of warrants to purchase newly issued ordinary shares amounting 40,000,000 units. So that, the detail that related with the issuance and allocation of warrants to purchase issued ordinary shares that appear in Capital Increase Report Form (F53-4) (Attachment 3)

Opinion of the Board: The Board of Directors recommends proposing to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve of the capital increase of registered the Company’s registered capital amounting 20,000,000 baht from registered capital 200,000,000 baht to 220,000,000 baht by issuing newly ordinary shares amounting 40,000,000 shares with a par value of 0.50 baht per share as detailed above.

Resolution: The resolution of this agenda must be approved by at least three-fourths vote of the total vote of the Company shareholders’ who attend the meeting and vote. By counting the votes of those who abstained as a base for vote counting.

Agenda 4 To consider and approve to amend Clause 4. of Memorandum of Association to be consistent with the capital increase.

Facts and rationales: To be consistent with the registered capital increase of the Company amounting 20,000,000 baht as details mentioned in Agenda 3 above. Therefore, it should be proposed to the Extraordinary General Meeting No. 1/2021 to consider and approve the amendment Clause 4. Of Memorandum of Association to reflect the capital increase as follows:

“Article 4	Registered Capital of	220,000,000	Baht	(Two hundred and twenty million baht)
	Divided into	440,000,000	Shares	(Four hundred and forty million shares)
	Par value of	0.50	Baht	(Fifty satang)
	Divided into			
	Ordinary Shares	440,000,000	Shares	(Four hundred and forty million shares)
	Preferred Shares		- Shares	(- Shares)”

In this regard, the persons assigned by the Board of Directors to proceed with the registration of amendments to the Memorandum of Association of the Company to the Department of Business Development and Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar.

Opinion of the Board: The Board of Directors recommends proposing to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment Clause 4. Of Memorandum of Association to reflect the registered capital to be consistent with the capital increase and approved to persons assigned by the Board of Directors to proceed with the registration of amendments to the Memorandum of Association of the Company to the Department of Business Development and Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar that mention above.

Resolution: The resolution of this agenda must be approved by at least three-fourths vote of the total vote of the Company shareholders' who attend the meeting and vote. By counting the votes of those who abstained as a base for vote counting.

Agenda 5 To consider and approve the allocation of capital increase shares amounting 40,000,000 shares with par value of 0.50 baht per share to support the allocation of warrants to purchase of ordinary shares No.1 (BIZ-W1).

Facts and rationales: As the Company has the purpose to increase the Company's capital increase of 20,000,000 baht by issued the capital increase ordinary share amounting 40,000,000 shares at the rate of 0.50 baht per share to support the issuance and offering of warrants to purchase ordinary shares No.1 (BIZ-W1) as details mentioned in Agenda 3 above. Considered appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve of the ordinary shares allocate amounting 40,000,000 units at the rate of 0.50 baht per share to support the issuance and offering of warrants to purchase ordinary shares No.1 (BIZ-W1) amounting 40,000,000 units that issuance to the existing shareholders at the allocation ratio of 10 existing ordinary shares per 1 unit of BIZ-W1 Warrants (any fraction of warrants will be discarded), without charge. The exercise price of the warrants equal to 7.00 baht per share. The exercise ratio of 1 warrant per 1 newly issued ordinary share. So that, the detail about the issuance and allocation were appeared in Capital Increase Report Form (F53-4) (Attachment 3)

Opinion of the Board: The Board of Directors recommends proposing to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the Company's capital increase amounting 40,000,000 shares with a par value of 0.50 baht per share to support the exercising rights of warrants to purchase newly issued ordinary share of Business Alignment Public Company Limited No. 1 (BIZ-W1) amounting 40,000,000 units the Company's existing shareholders in proportion to their shareholding (Right Offering), without charge, as mentioned above.

Resolution: The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote. By not counting the votes of those who abstained as a base for vote counting.

Agenda 6 Other Business (If any)

The Company set the date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date) on Monday September 27, 2021. The Company published this invitation letter for the Extraordinary General Meeting of Shareholders 2021 together with meeting documents and proxy form. On the Company's website www.bizalignment.com under the topic "Shareholder Info" already.

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 uncertain situation of the coronavirus infection (COVID-19) epidemic, 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.

Sincerely yours,



(Mr. Woodtipong Moleechad)

Chairman of the Board

Business Alignment Public Company Limited