

Capital Increase Report Form
Business Alignment Public Company Limited
September 10, 2021

Business Alignment Public Company Limited (the “**Company**”), hereby report the resolutions of the Board of Directors’ Meeting No.7/2021 held on September 10, 2021 from 9.30 a.m. to 11.00 a.m. in respect of a capital increase and share allotment as follows;

1. Capital Increase

The Board of Directors Meeting No.7/2021 approved to propose to the Extraordinary General Meeting of Shareholders for No.1/2021 to consider and approve 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 by increasing capital as follows

Type of Capital increase	Type of Share	Number (Unit)	Par Value (Baht per Share)	Total Value (Baht)
<input checked="" type="checkbox"/> Specifying the propose	Ordinary Share	40,000,000	0.50	20,000,000
<input type="checkbox"/> General Mandate	Ordinary Share	-	-	-

2. Allotment of Newly issued shares (Specifying the propose)

Allotment to	Number of shares (not exceeding) (Unit)	Ratio (existing : new)	Sale price (Baht per share)	Subscription and payment period	Remarks
1. To support the exercising rights of warrants to purchase newly issued ordinary shares of Business Alignment Public Company Limited No.1 (BIZ-W1) to existing shareholders.	40,000,000	- The ratio of 10 existing shares to 1 unit of warrant. - The exercise ratio is 1 unit of warrant having the right to purchase 1 new share.	Free of charge (Exercise price 7.00 baht per unit)	Exercise of rights to purchase newly issued ordinary shares of the Company under the warrants BIZ-W1 will be in accordance with the conditions for the exercise of the rights specified in the terms and conditions the	Details as in Remark 1

Allotment to	Number of shares (not exceeding) (Unit)	Ratio (existing : new)	Sale price (Baht per share)	Subscription and payment period	Remarks
("Warrant" or "Warrant BIZ-W1")				rights and obligations of the warrant issuers and warrant holders to purchase newly issued ordinary shares of the Business Alignment Public Company Limited No. 1 (BIZ-W1) ("Terms and Conditions")	

Remark:

- A. The Board of Directors' Meeting No.7/2021, held on September 10, 2021, approved to propose to the Extraordinary General Meeting of Shareholders for No.1/2021 which will be held on October 18, 2021 to consider approving the Company's capital increase of 20,000,000 baht from the former registered capital of 200,000,000 baht to a new registered capital of 220,000,000 baht by issued the capital increase ordinary share amounting 40,000,000 shares at the rate of 0.50 baht per share and allocate the capital increase ordinary share of not exceeding 40,000,000 units at the rate of 0.50 baht per share to support the exercising rights of warrants to purchase ordinary shares No.1 (BIZ-W1) to the existing shareholders of the Company that not exceeding 40,000,000 units of BIZ-W1 to the shareholding proportion (Rights Offering) without charge at the rate of 10 existing shares to 1 warrant. If the fraction of shares or warrants are calculated according to the aforementioned allocation rate round off. The warrants are valid for 1 year from the date of issuance of the warrants and exercise ratio of 1 warrant per 1 ordinary share at the exercise price of 7.00 baht per share. A summary of the BIZ-W1 warrants appears in the summary of the warrants to purchase the ordinary shares increase the Company's capital of Business Alignment Public Company Limited No. 1 (BIZ-W1) (Enclosure 1)

In this regard, the Company will issue and allocate BIZ-W1 Warrants to the existing shareholders of the Company whose names are listed on the date to determine the list of shareholders entitled to be allocated BIZ-W1 Warrants (Record Date) on the date on October 28, 2021

In this regard, 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.

In addition, the capital increase will be carried out only after the Extraordinary General Meeting of Shareholders No.1/2021, which will be held on October 18, 2021, has a resolution to approve the capital increase and the allocation of new shares of the Company.

B. Company operations in the event that there are fractions of shares.

In the event that there is a fraction of the newly issued ordinary shares arising from the calculation according to the allocation ratio of the warrants BIZ-W1 and in the event that the exercise ratio has to be adjusted upon the occurrence of the conditions for the adjustment of rights as specified in the terms of rights resulting in fractions of the number of shares to be received under the warrants BIZ-W1 such fractions shall be eliminated.

3. Schedule for shareholders meeting to approve the capital increase and allotment.

The Extraordinary General Meeting of Shareholders for No.1/2021 will be held on 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, the Board of Directors’ Meeting has set the record date for specifying the list of the shareholders who have the rights to attend the Extraordinary General Meeting of Shareholders No.1/2021 (Record date) on September 27, 2021.

So that, the Board of Directors has authorized the Chief Executive Officer or persons assigned by the Chief Executive Officer to be authorized to change the date-time place, and format of the meeting including other details that related to the Extraordinary General Meeting of Shareholders No.1/2021 if it is necessary and suitable under the regulation of law by considering from the COVID-19 epidemic situation.

4. Approval of the capital increase and share allotment by relevant governmental agency and conditions thereto (if any)

- 4.1 The Company shall increase registered capital with the Department of Business Development, Ministry of Commerce and amend Memorandum of Association within 14 days from the date that the shareholders’ meeting resolved to approve the increase of registered capital. The Company will register the change of paid-up capital with the Department of Business Development Ministry of Commerce within 14 days from the date of receipt of payment for shares in full.
- 4.2 The Company shall conduct the related filing to the Stock Exchange Market for registering Warrants to purchase newly issued ordinary shares of the Business Alignment Public Company Limited No. 1 (BIZ-W1) to be issued and allotted to the existing shareholders and the ordinary shares to be supported for exercising of warrants to purchase newly issued ordinary shares of the Business Alignment Public Company Limited No. 1 (BIZ-W1) as listed securities for the purpose of trade in the Stock Exchange of Thailand.

5. Objective of the capital increase and plans for utilizing proceeds from the capital increase

To prepare the Company to have financial flexibility for business expansion and to reserve for use as working capital for the Company and/or capital increase for subsidiaries. This will help strengthen the Group's overall capital base. To prepare for future operations which will lead to increased income and bring benefits to the Company and its shareholders.

6. Benefits which the Company will receive from the capital increase/share allotment

The capital increase will provide the Company with liquidity and working capital increase in order to expand the business potential as well as help the Company financially stronger. This will result in benefit to the Company and its shareholders in the long term.

7. Benefits which shareholders will receive from the capital increase/share allotment of newly issued shares

The Company has a policy to pay dividend to shareholders at least 40.00% of their net profit after deducting legal reserves and other types of reserve (if any). However, dividend payment is subject to further changes and also depends on the Company's performance, financial position, operating results, liquidity, cash flow, necessity on working capital, investment plan, business expansion in the future, market conditions, appropriateness and other factors relating to the Company's operation and management.

Shareholder rights: For BIZ-W1 warrant holders who have the right to receive dividends from operations starting from the time that the Company's newly issued ordinary shares have been allocated and are registered as the Company's shareholders and the completion of registration of the Company's paid-up capital with the Department of Business Development.

8. Other details necessary for shareholders' consideration in approving the capital increase/allotment of newly issued shares.

In the allocation of BIZ-W1 warrants to the existing shareholders of the Company will cause an impact on the shareholders of the Company Can be divided into 3 forms as follows:

- 1) Control Dilution
- 2) Price Dilution
- 3) Earning Per Share Dilution

In considering the dilution effect, it can be divided into 2 cases according to the type of issuing and offering warrants to purchase ordinary shares to the shareholders in proportion to their shareholding are as follows:

Case 1

In the event that the existing shareholders who are entitled to the allocation of BIZ-W1 warrants are exercising the full amount 40,000,000 units of the warrants.

Case 2

In the event that the warrants are exercised to purchase new ordinary shares under BIZ-W1 but the user is not the shareholder of the Company and exercising the full amount 40,000,000 units of the warrants.

1) Control Dilution

The details of the calculation are as follows.

Case 1

No control dilution effect

Case 2

Control Dilution = Number of shares reserved for BIZ-W1 / (Number of paid-up shares + Number of shares reserved for BIZ-W1)

$$= 40,000,000 / (400,000,000 + 40,000,000)$$

$$= 9.09 \text{ percent}$$

2) Price Dilution

The details of the calculation are as follows.

Case 1 and Case 2

Price Dilution = (Pre-Offering market price – Post Offering market price) / Pre-Offering market price

$$= 11.36 - 10.97 / 11.36$$

$$= 3.49 \text{ percent}$$

By Pre-Offering market price which is the weighted average price of the Company's ordinary shares traded in the Stock Exchange of Thailand of the past 15 consecutive working days before the date of the Board of Directors' meeting on September 10, 2021, which has a resolution to propose the agenda to the Extraordinary General Meeting of Shareholders No.1/2021 (price between August 20, 2021 to September 9, 2021 which is equal to 11.36 baht per share)

Post offering market price = (Market price x number of paid-up share) + (Exercise price x Number of shares received after conversion) / (Number of paid-up shares + Total shares offered)

$$= (11.36 \times 400,000,000) + (7 \times 40,000,000) / 400,000,000 + 40,000,000$$

$$= 10.97 \text{ baht per share}$$

3) Earning Per Share Dilution

The details of the calculation are as follows.

Case 1 and Case 2

Earnings Per Share Dilution

= (Earnings Per Share before allocation* – Earnings Per Share after allocation**) / Earnings Per Share before allocation*

$$= (0.5435 - 0.4941) / 0.5435$$

$$= 9.09 \text{ percent}$$

* Earning Per Share before allocation = Net profit / Number of paid-up shares

** Earning Per Share after allocation = Net profit / (Paid-up shares + Number of stock dividends allocated this time + Number of shares reserved for BIZ-W1 warrants)

9. Schedule of action where the Board of Directors of the Company passed the resolutions approving the capital increase or allotment of new shares

No.	Proceedings	Date
1	The date of the Board of Directors' Meeting No.7/2021	September 10, 2021
2	The date to determine shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2021 (Record date)	September 27, 2021
3	The date of the Extraordinary General Meeting of Shareholders No. 1/2021	October 18, 2021
4	The record date for specifying the list of shareholders who have the right to receive this warrant to purchase of ordinary shares No. 1 (BIZ-W1)	October 28, 2021
5	The Registration of resolution in capital increase at Ministry of Commerce	Within 14 days after EGM approved
6	Issue Date of Warrants (BIZ-W1)	November 3, 2021
7	Date of listing the warrants of BIZ-W1 on the SET	Will inform later

10. Board's opinion

1) Rationale and necessity of the capital increase to support the exercise of BIZ-W1

To provide the Company with financial flexibility for expanding the business in the implementation of various projects and to reserve for use as working capital for the Company and/or the capital increase in the subsidiary. This will help strengthen the group's overall capital base. In addition, the Company foresees that the issuance and allocation of BIZ-W1 warrants to shareholders in proportion to their shareholding will be one way to raise funds that may help reduce the burden of the Company's financial ability to borrow money from financial institutions in the future.

2) Possibility of plans to use the proceeds from the exercise of BIZ-W1

If all BIZ-W1 warrant holders exercise their rights to purchase the newly issued ordinary shares in full the Company will receive 280,000,000 baht. The Company plans to use the money to prepare for future business expansion. The Company will consider investment plans for business expansion as appropriate. It must receive a return on a sufficient basis and create added value for the Company and shareholders in the long run.

3) Reasonableness of the capital increase to support the exercise of BIZ-W1

This capital increase and the allocation of BIZ-W1 warrants are reasonable and appropriate because it is a reserve for working capital in the future for the Company and reduces borrowing from financial institutions for future business expansion as well as helping the Company's financial position to be more flexible and stable. This will create benefits for the Company and shareholders in the long run.

4) Impact on business operations financial position and the performance of the Company

The Board of Directors is of the opinion that capital increase will increase cash flow and strengthen the group's financial strength. This allows the Company to have working capital for future operations. This will have a positive

effect on the financial position and operating results of the Company. It will also help create added value for the Company's securities.

11. Board's Representation

In the event that the Company's directors fail to perform their duties with honesty and care to protect the interests of the Company in matters that about capital increase if failure to perform such duties causes damage to the Company, Shareholders can claim damages from the directors who caused such damage on behalf of the Company in accordance with Section 85 and related sections under the Public Limited Companies Act B.E. 2535 (as amended). Causing the directors or related persons to gain unlawful benefits, shareholders can exercise the right to sue to claim benefits from such directors on behalf of the Company under Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments).

The Company certifies that the information contained in this report is accurate and complete in all respects

Sincerely yours,



(Mr. Sompong Chunekitiyanone)

Chief Executive Officer

Business Alignment Public Company Limited