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## Minutes of the 2022 Annual General Meeting of Shareholders

**Time and Venue** The 2022 Annual General Meeting of Shareholders of Business Alignment Public Company Limited (the “**Company**”) held on Friday 8 April, 2022 at 2.00 p.m. in the form of Hybrid Meeting, whereby the physical meeting was held at the Conference Hall 1-2 Glowfish room, Sathorn Thani Building 2, 2<sup>nd</sup> Floor, Silom Sub-district, Bang Rak District, Bangkok (Physical) along with the meeting via electronic means (E-AGM). The number of attendees at the meeting venue had been limited in order to reduce crowds and facilitate the shareholders.

There were shareholders attending the meeting in person and by proxy are as follows:

- Attending the meeting in person 15 persons totaling 273,543,068 shares
- Attending the meeting by proxy 36 persons totaling 21,865,362 shares
- Attending the online meeting 6 persons totaling 138,700 shares
- Attending the online meeting by proxy 0 persons totaling 0 shares

The number of shareholders who attended the meeting was 57 persons, totaling 295,547,130 shares Equivalent to 73.8868 percent of the total issued shares, which constituted a quorum.

Mr. Woodtipong Moleechad, the Chairman of the Board of Directors, presided over the meeting (the “**Chairman**”). Ms. Srisunun Anuchornphan, Company Secretary and Chief Administrative Officer, recorded the minutes of this meeting.

1. There were 7 directors attended at the Meeting, equivalent to 100 percent of the total number of directors as follows:

1. Mr. Woodtipong Moleechad Chairman of the Board  
Independent Directors
2. Mr. Sompong Chunekitiyanone Director  
Chief Executive Officer  
Nomination and Remuneration Committee  
Chairman of Risk Management Sub-Committee  
Executive Chairman
3. Ms. Srirat Chuchottaworn Independent Director  
Chairman of Audit Committee  
Nomination and Remuneration Committee
4. Mr. Vipoota Trakulhoon Independent Director  
Audit Committee  
Chairman of Nomination and Remuneration Committee
5. Mr. Thanawat Lertwattanak Independent Director  
Audit Committee  
Nomination and Remuneration Committee
6. Mr. Voravid Silapusid Director  
Executive Committee  
Nomination and Remuneration Committee  
Risk Management Sub-Committee  
Chief Financial Officer / Human Resource Manager

7. Mr. Noppadol Suntanaphanich Director  
Executive Committee  
Risk Management Sub-Committee  
Chief Quality Officer / Service and IT Manager

**Executive Committee who attended the meeting**

- Ms. Sukanlaya Khamnuan Executive Committee  
Deputy Chief Financial  
Officer/Audit controller

**Auditor**

- Ms. Kornthip Vanichwisetkul Auditor CPA no. 6947, M.R. & Associates Co., Ltd.

**Financial Advisor**

- Mr. Seksan Thanopajai Financial Advisor, Fin Plus Advisory Company Limited  
Miss Nuntarut Sangsuwannukul Financial Advisor, Fin Plus Advisory Company Limited

**Legal Advisor**

- Miss Choladda Busabong Legal Advisor, KTB Law Company Limited  
Miss Chanisa Sajjaporameth Legal Advisor, KTB Law Company Limited

**Company Secretary**

- Ms. Srisunun Anuchornphan Company Secretary and Chief Administrative Officer

In order to ensure transparency of the shareholders' meeting and to promote good corporate governance, legal advisors from KTB Law Company Limited would provide legal advice in relation to the meeting and act as the inspector for the vote counting, as well as supervise the shareholders' meeting to be transparent and in accordance with the law and Company's Articles of Association.

This Annual General Meeting of Shareholders was in accordance with the resolution of the Board of Directors' meeting held on February 23, 2022 to consider the matters as stated in the invitation letter. The record date for determining the names of shareholders entitled to attend the Annual General Meeting of Shareholders was on Wednesday, March 9, 2022. The total number of shareholders was 3,802 shareholders.

To treat all shareholders fairly and equally. The company has provided opportunities for minority shareholders to propose agenda items and to nominate candidates for appointment as directors in advance by the rules and conditions of the proposal. Qualification of eligible persons include forms and channels to offer via the company website between November 11, 2021 and December 30, 2021 and informed the shareholders through the electronic news system of the Stock Exchange of Thailand. At the end of period. There appeared no shareholders proposed agenda and nominated to be appointed as director.

Before starting the 2022 Annual General Meeting of Shareholders to consider various matters according to the 12 agendas, the Company would like to inform the attendees that Agenda 5 to Agenda 8 are related agendas. And as conditions for each other, therefore, in considering and approving matters under agenda 5 to agenda 8, if any agenda is not approved by the general meeting of shareholders, the remaining relevant agenda will not be considered and it shall be deemed that the agenda approved by the shareholders' meeting shall be cancelled.

The resolution of the meeting on each agenda item. The majority of the shareholders attending the meeting and casting their votes, except

Agenda 6 and 7 must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and have the right to vote.

Agenda 10 must be approved by a vote of not less than two-thirds of the total number of votes of shareholders attending the meeting

In the next step, the company would like to clarify the voting method, vote counting and notification of vote counting results in each agenda as follows:

1. The company has used the registration and vote counting system with barcode and through IRPLUS AGM application to facilitate the shareholders. For shareholders attending the meeting at the meeting venue and already registered will receive a ballot for voting in each agenda from the staff at the registration point in the form of perforated paper divided into each agenda and will collect all ballots in order to ensure transparency of the voting in each agenda
2. In the ballot will specify the name of the shareholder/proxies and the number of shares with voting rights in voting, one share is equal to one vote which the shareholders or proxies vote must be either agreeing, disapproving or abstaining. cannot divide the vote into parts.
3. Before starting to vote in each agenda, the company will temporarily close the registration and will be open for registration again. When the vote counting for each agenda is finished.
4. The chairman of the meeting will propose to the shareholders to consider and vote in each agenda. Any question for opinions from the meeting that is there any shareholder who approves, disapproves or abstains.
5. Shareholders must put a check mark or a cross in the agree vote box or disagree or abstain from voting clearly and sign his/her name on every ballot. When the shareholders have already voted in the ballot. The company will collect only the cards that do not agree and abstained to count the votes in each agenda. The remaining votes shall be deemed as the votes of approval. This is for the convenience and speed of vote counting. For those who have a meeting via electronic media Shareholders can choose to vote via IRPLUS AGM application.
6. Proxy according to the proxy form B will not receive the ballot. In the event that the shareholders have already specific voted. The company will vote according to the wishes of the respective shareholders.
7. Ballots marked with more than one box are considered invalid. However, the number of shareholders in each agenda may not be the same. Because there were additional shareholders registered to attend the meeting Shareholders or proxies from agenda that they are attend and will have the right to vote from that agenda onwards.
8. In the event that the shareholders with ballots will not be in the meeting room during the meeting on any agenda in order to maintain the right to vote. The company asked the shareholders to vote in the ballot and given to the staff of the company so that the officers can bring the shareholders' ballots to count the votes when the agenda is reached
9. Registered shareholders or proxies but has not yet voted. If they aren't in the meeting room, it shall be deemed to vote in agreement.

In this regard, the Company's directors as shareholders Ask to exercise the right to vote in favor of the Board of Directors' proposal in every agenda. In the event that a shareholder appoints a proxy to any one of the Company's directors or assign a proxy to an independent director The votes will be in accordance with the shareholders stated in the proxy form.

10. The vote counting in each agenda will be done immediately. by the chairman of the meeting or the person assigned by the chairman of the meeting will inform the vote counting result to the meeting after the vote counting in that agenda is completed. The company will inform the shareholders of the vote counting result in each agenda on the display screen

Shareholders or proxies can express one's opinion or ask questions to the Board of Directors in each agenda by raising their hands and when the chairman has given permission, please inform the name-surname to the meeting for the benefit of recording in the minutes of the meeting.

In the event that attendees attend via electronic system. Shareholders can ask the Board of Directors through the text message channel by pressing the question mark image bottom of each agenda or through the picture and sound by pressing the microphone menu on the top right-hand side of the application. then type the question in the text box and press confirm and wait for a confirmation response from the admin asking questions. The system will prioritize asking questions in chronological order. When the administrator has contacted back to the shareholders, please press the button to confirm participation to ask questions or comment through images and sound. After pressing confirm, the system will display a screen that appears image and sound of shareholders. Once the administrator has successfully verified. The administrator will inform the shareholders to prepare and switch the camera to the Board of Directors for the shareholders to inquire or express their opinions to the Board of Directors by asking you to clearly state your first and last name before asking questions or showing. Comments for completeness in taking minutes of the meeting. In the event that the shareholders wish to ask questions or express opinions on any other matter, please follow the above steps one more time and the system will reorder your request in first-come, first-served order for other shareholders to have the opportunity to ask questions or express their opinions

The chairman started the meeting according to the following agenda.

**Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021**

The Chairman proposed the meeting to adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 of the company to be held on October 18, 2021 that the company has provided the invitation letter sent to all shareholders.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

There is no question. Therefore, proposed that the meeting consider the resolution. The agenda must be approved by a majority vote of all votes of shareholders who attending the meeting and voting.

**Resolution** The meeting unanimously resolved to adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 as proposed

Approved by	296,059,695	votes	Percentage of	100.0000
Disapproved by	0	votes	Percentage of	0.0000
Abstained by	0	votes	-	
Voided Ballots	0	votes	-	

**Agenda 2 To acknowledge the results of operations of the Company during the past year**

The Chairman invited Mr. Sompong Chunekitiyanone, Directors and Chief Executive Officer to reported to the meeting to acknowledge the operating results of the company for the year 2021 are as follows. The company's revenue in 2021 as follow; Total revenues 2,934.14 million Baht increase 283.48% from the year 2020. The net profit after tax is 420.33 million Baht, decrease of 846.64% from the same period of year 2020. The revenue from sales is 2,593.12 million Baht. The revenue from Service is 247.46 million Baht. The revenue from Construction is 5.23 million Baht. Revenue from hospital operation is 74.95 million Baht and other revenues is 13.38 million Baht. For gross profit margin in the year 2021 is 621.94 million

Baht or 366.08%, decreasing from the year 2020. The return on equity of the company for the year 2021 is 63.42% Return on Assets of the year 2021 is 28.67%

Mr. Sompong Chunekitiyanone said, in the operation of the company. There are guidelines that directors, executives, and employees must not claim money, benefit or unreasonable goods. Do not be dishonest or out of the ordinary in the company. Including not claiming, receiving money, benefit or goods from individuals or legal entities engaged in business. Whether directly or indirectly. The company will reiterate and inform all levels of employees of this anti-corruption practice.

Activities in the past year, the summary is an overall picture for the meeting for acknowledgment in brief as follows:

- Delivered the proton radiation machine project at the Proton Center, King Chulalongkorn Memorial Hospital.
- Ongoing projects for cancer patients, handing over the “Care of Mind Art” project, which is a project operated with Art for Cancer which is an inspirational supplement and improve the quality of life for cancer patients to have a better state of mind. The company has delivered 150 boxes of “Care of Mind Art” to 5 different hospitals (details appear as presented at the meeting).

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

There is no question. Therefore, proposed that the meeting consider the resolution. The Chairman informed the meeting that this agenda is for acknowledgment, no vote.

### **Agenda 3 To consider and approve the audited Financial Statement for the year ended December 31, 2021**

The Chairman proposed the meeting to approve the financial statements for the year 2021 ended December 31, 2021 which was audited by the auditor. Details on the financial statement of the company, as per the attachment no. 2 Form 56-1 ONE REPORT

The Chairman invited Mr. Voravid Silapusid, Director & Chief Financial Officer reported the financial statements for the year 2021 ended December 31, 2021 to the meeting. The details are as follows;

Mr. Voravid Silapusid reported financial information for the year 2021 ended December 31, 2021  
**Statements of Financial Position:** The Company had total assets of 1,808 million Baht, total liabilities of 967 million Baht, shareholders’ equity of 841 million Baht. **Comprehensive Income Statements:** Revenue from Sales 2,593.12 million Baht, Revenue from Service 247.46 million Baht, Revenue from construction 5.23 million Baht, Revenue from hospital operation is 74.95 million Baht and other revenue 13.38 million Baht, total revenue 2,934.15 million Baht, cost of sales 2,039.01 million Baht. Cost of services 196.14 million Baht. Construction cost 4.82 million Baht. Hospital business cost 58.85 million Baht, Selling and administrative expenses 84.81 million Baht. The net profit for the year ended December 31, 2021 was 418.47 million Baht. **Cash Flow Statements:** Cash and cash equivalents at the beginning of the year 206.56 million Baht. Cash and cash equivalents net decrease of 116.81 million Baht. Cash and cash equivalents at the end of the year 323.37 million Baht.

Ms. Srirat Chuchottaworn, Chairman of Audit Committee, reported to the meeting that, refer to the meeting with auditors. There was no other issue. Therefore, the shareholders should approve the financial statements for the year 2021 ended December 31, 2021, which have been audited by the auditor.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

There is no question. Therefore, proposed that the meeting consider the resolution. The agenda must be approved by a majority vote of all votes of shareholders who attending the meeting and voting.

**Resolution** The meeting unanimously resolved to the audited Financial Statement for the year 2021 ended December 31, 2021 as reported,

Approved by	296,060,195	votes	Percentage of	100.0000
Disapproved by	-	votes	Percentage of	0.0000
Abstained by	-	votes	Percentage of	0.0000
Voided Ballots	-	votes	Percentage of	0.0000

#### **Agenda 4 To consider and approve the allocation of net profit as legal reserve**

The Chairman informed the meeting to consider and approve the allocation of net profit as an additional legal reserve as follows:

According to Section 116 of the Public Limited Company Act B.E. 2535 (1992) and Section 47 of the Company's Articles of Association require that the company must set aside at least five (5) percent of its net annual profit as a legal reserve until such reserve amount reaches ten (10) percent of the company's registered capital. The Company currently has a registered capital in the amount of THB 220,000,000 and a legal reserve in the amount of THB 20,000,000, which is equal to 9.09 percent of the registered capital. In this regard, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the allocation of net profit for the year 2021 as an additional reserve in the amount of THB 2,000,000, representing 0.47 percent of the net profits of the Company's separate financial statements for the fiscal year ended 31 December , 2021 in amount of THB 423,667,374 After such allocation, legal reserve of the Company shall be the amount of THB 22,000,000 representing 10 percent of the Company's registered capital.

The Chairman gave the Meeting an opportunity to make inquiries and express opinions.

There were no shareholders made inquiries and expressed their opinions. The Chairman, then, requested the meeting to consider the resolution. This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution:** After due consideration, the Meeting unanimously resolved to approve the allocation of net profit as legal reserve, as proposed.

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	-	
Voided Ballot	0	votes	-	

**Agenda 5 To consider and approve the dividend payment to the shareholders from the operating results for the year ended 31 December, 2021 in the form of common stock and cash, and set the date to determine the shareholders' right to receive the dividend, and to acknowledge the interim dividend payment**

The Chairman invited Miss Nuntarut Sangsuwannukul, financial advisor to inform the shareholders' meeting about the details related to this agenda.

Miss Nuntarut Sangsuwannukul, financial advisor, informed the meeting that according to Section 115 of the Public Limited Company Act B.E. 2535 (1992) and Section 46 of the Company's Articles of Association require that the company pay dividends only from its profit and the Company has 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 prescribed by laws, unless otherwise necessary and the dividend payment will not affect the normal operation of the Company significantly.

However, dividend payment is can be arranged otherwise, depending on the results of operations, financial positions, financial liquidity, investment plans, as well as other the factors in relation to the management, necessity and appropriateness in the future, depending on consideration of the Board of Directors. The Board of Directors' approval of the dividend payment must be proposed to the shareholders' meeting for consideration, except for the payment of interim dividend which the Board of Directors can approve and inform the shareholders' meeting in the next meeting.

In the year 2021, the Company has net profits of the Company's separate financial after deduction of taxes and legal reserves in amount of THB 421,667,374. Therefore, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the dividend payment to the shareholders from the operating results of January 1, 2021 to December 31, 2021 in the form of common stock and cash as follows:

- (1) distribute dividend in the form of common stock to the shareholders at the rate of 2 existing shares per 1 ordinary share, in the amount of not exceeding 200,000,000 shares at a par value of THB 0.50, totaling the dividend payment of not exceeding THB 100,000,000, or equivalent to the dividend payment at the rate of THB 0.25 per share. In case where any shareholder has share fraction from the stock dividend distribution, the Company will pay such shareholder for the fraction in cash at the rate of THB 0.25 per share in lieu of stock dividend payment;
- (2) distribute dividend in the form of cash at the rate of THB 0.4277777775 per share, or equivalent to not exceeding THB 171,111,111. In this regard, after the calculation of dividends in the form of cash which the shareholders will be entitled to receive in Thai baht with 2 decimal places in Satang unit. In calculating 2 decimal places, if any fraction is more than or equivalent to THB 0.005, such fraction will be rounded up. If any fraction is less than THB 0.005, such fraction will be rounded down.

The total amount of dividend payment both in the form of common stock in (1) and cash in (2) is at the rate of THB 0.6777777775 per share, or equivalent to THB 271,111,111. The dividend payments shall be subject to withholding tax at the rate prescribed by applicable laws.

The Company has already paid the interim dividend to the shareholders in cash from the operating results from 1 January 2021 to 30 September 2021 according to the resolution of the Board of Directors' Meeting No. 9/2021, held on November 24, 2021 at the rate of THB 0.25 per share, totaling to THB 100,000,000. Upon calculation of the combined amount of dividend payment to be proposed to the Annual General Meeting of Shareholders for approval in this occasion, and the dividend already paid to the shareholders

according to the resolution of the Board of Directors' Meeting No. 9/2021, the total amount of dividend payment at the rate of THB 0.9277777775 per share or equivalent to THB 371,111,111 at the rate of 88.01 percent of the net profits of the year 2021 after deduction of legal reserve, which is in compliance with the Company's dividend payment policy (not less than 40 percent of the net profits after deduction of taxes and legal reserve).

Table of comparison of the dividend payments for operating results in the past 3 years. The details are as follows:

<b>Details of dividend payment</b>	<b>Operating results year 2019</b>	<b>Operating results year 2020</b>	<b>Operating results year 2021</b>
1. Net Profit (THB)	120,670,672.00	71,753,303.00	423,667,374.00
2. Allocation of net profit as legal reserve (THB)	-	-	2,000,000
3. Net Profit after deduction of legal reserves (million THB)	120,670,672.00	71,753,303.00	421,667,374.00
4. Number of share (Shares)	400,000,000	400,000,000	440,000,000
5. Rate of dividend payment per share (THB)			
5.1 Stock dividend (Ratio: 2 existing shares per 1 stock dividend)	-	-	0.25
5.2 Cash (THB)			
5.2.1 Interim dividend	-	-	0.25
5.2.2 Annual dividend	0.25	0.25	0.4277777775
6. Total amount of dividend payment (million THB)	100,000,000	60,000,000.00	371,111,111.00
7. Ratio of dividend Payment (%) <sup>1</sup>	82.87%	83.62%	88.01%

**Remark:**

<sup>1</sup> Ratio of dividend Payment = Dividend Payment/ Net Profit after deduction of legal reserves

Furthermore, Miss Nuntarut Sangsuwannukul, financial advisor, provided information about dilution effects from the capital increase in order to accommodate the stock dividend payment in the amount of 200,000,000 shares as follows:



	Dilution Effect
1. Control dilution	-
2. Price dilution	33.33%
3. Earing per share dilution	33.33%

In the event that all or parts of the dividend will be paid in the form of newly-issued ordinary shares to the shareholders which the Terms and Conditions Governing the Rights and Obligations of the Issuer and the Holders of the Warrants to Purchase the Newly-Issued Ordinary Shares of Business Alignment Public Company Limited No.1 (BIZ-W1) (“**Terms and Conditions Governing the Rights and Obligations**”) require the Company to adjust the right of the warrants to purchase the newly-issued ordinary shares of Business Alignment Public Company Limited No. 1 (BIZ-W1) (“**BIZ-W1**”) by issuing the newly-issued shares in amount of 20,000,000 shares in order to accommodate the adjustment of rights of BIZ-W1 as to be further proposed to the shareholders’ meeting in Agenda 6 and Agenda 8 for consideration. Upon combining the newly-issued shares in order to accommodate the stock dividend payment with the newly-issued shares in order to accommodate the adjustment of rights of BIZ-W1, the dilution effect from the stock dividend payment and the adjustment of rights of BIZ-W1 shall be as follows:

	Dilution Effect
1. Control dilution	-
2. Price dilution	35.48%
3. Earing per share dilution	35.48%

In this regard, the Company has set the date to determine the shareholders’ right to receive the dividends (Record Date) on 22 April, 2022 and the dividend payment date is on 5 May, 2022.

The Shareholders who are individuals can submit for tax credit refund, according to Section 47 bis of the Revenue Code. The dividend in amount of THB 0.9277777775 per share shall be paid out of the Company’s net profits after corporate income tax at the rate of 20 percent. The shareholders who are entitled to receive the dividend are entitled to tax credit at a rate of 20/80 of the amount of dividend received.

The Chairman gave the Meeting an opportunity to make inquiries and express opinions.

There were no shareholders made inquiries and expressed their opinions. The Chairman, then, requested the meeting to consider the resolution. This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution:** After due consideration, the Meeting unanimously resolved to approve the dividend payment to the shareholders from the operating results for the year ended 31 December, 2021 in the form of common stock and cash, and set the date to determine the shareholders’ right to receive the dividend, and to acknowledge the interim dividend payment, as proposed.

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	-	
Voided Ballot	0	votes	-	

**Agenda 6 To consider and approve the increase of the Company’s registered capital of THB 110,000,000 from the current registered capital of THB 220,000,000 to the registered capital of THB 330,000,000 by issuance of 220,000,000 newly-issued ordinary shares at the par value of THB 0.50 per share**

The Chairman informed the meeting that in order to accommodate the stock dividend payment regarding Agenda 5 as mentioned above and the adjustment of rights of BIZ-W1 in the event that all or parts of the dividend will be paid in the form of newly-issued ordinary shares to the shareholders as stipulated in the Terms and Conditions Governing the Rights and Obligations, the Company, therefore, deemed it appropriate to propose to the shareholders’ meeting to consider and approve the increase of the Company’s registered capital of THB 110,000,000 from the current registered capital of THB 220,000,000 to the registered capital of THB 330,000,000 by issuance of 220,000,000 newly-issued ordinary shares at the par value of THB 0.50 per share in order to accommodate the stock dividend payment and the adjustment of rights of BIZ-W1. The details of the adjustment of rights are appeared on the Capital Increase Report Form (F53-4), which was sent to the shareholders together with the invitation.

The Chairman gave the Meeting an opportunity to make inquiries and express opinions.

There were no shareholders made inquiries and expressed their opinions. The Chairman, then, requested the meeting to consider the resolution. This agenda item must be approved by vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Resolution:** After due consideration, the Meeting unanimously resolved to approve the increase of the Company’s registered capital of THB 110,000,000 from the current registered capital of THB 220,000,000 to the registered capital of THB 330,000,000 by issuance of 220,000,000 newly-issued ordinary shares at the par value of THB 0.50 per share

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	0.0000	percent
Voided Ballot	0	votes	0.0000	percent

**Agenda 7 To consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital in order to be in line with the increase of the Company’s registered capital**

The Chairman informed the meeting that regarding shareholders’ approval of the increase of the Company’s registered capital of THB 110,000,000 from the current registered capital of THB 220,000,000 to the registered capital of THB 330,000,000 as stated in Agenda 6 above, the Company deemed it appropriate to propose to the shareholders’ meeting to consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital in order to be in line with the increase of the Company’s registered capital by replacing the previous clause with the following clause:

“Clause 4. Registered Capital : THB 330,000,000 (three hundred thirty million Baht)  
 Divided into : 660,000,000 shares (six hundred sixty million shares)  
 Par Value per Share : THB 0.50 (Fifty Satang)  
 Classified into  
 Ordinary Shares : 660,000,000 shares (six hundred sixty million shares)

Preferred Shares : - share (-)”

Regarding registration of the amendment to the Memorandum of Association with the Department of Business Development, the process may require the amendment to the content of such Memorandum of Association, including other documents or application of the Company in order to comply with the order or recommendation of the Public Companies Registrar. The Company, therefore, deemed it appropriate to propose to the shareholders’ meeting to consider and approve the appointment of the Company’s authorized directors and/or the person(s) appointed by the Company’s authorized directors to have the power to revise or amend the content to be in line with the order or recommendation of the Public Companies Registrar in order to ensure the successful completion of the registration of the amendment to the Memorandum of Association with the Department of Business Development.

The Chairman gave the Meeting an opportunity to make inquiries and express opinions.

There were no shareholders made inquiries and expressed their opinions. The Chairman, then, requested the meeting to consider the resolution. This agenda item must be approved by vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Resolution:** After due consideration, the Meeting unanimously resolved to approve the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital in order to be in line with the increase of the Company’s registered capital and the appointment of the Company’s authorized directors and/or the person(s) appointed by the Company’s authorized directors to have the power to revise or amend the content to be in line with the order or recommendation of the Public Companies Registrar in order to ensure the successful completion of the registration of the amendment to the Memorandum of Association with the Department of Business Development, as proposed.

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	0.0000	percent
Voided Ballot	0	votes	0.0000	percent

**Agenda 8 To consider and approve the allocation of the newly-issued shares of the Company in the amount of not exceeding 220,000,000 shares at the par value of THB 0.50 per share in order to accommodate the stock dividend payment in the amount of not exceeding 200,000,000 shares and to accommodate the adjustment of rights of BIZ-W1 in the amount of not exceeding 20,000,000 shares**

The Chairman informed the meeting that regarding shareholders’ approval of the increase of the Company’s registered capital of THB 110,000,000 from the current registered capital of THB 220,000,000 to the registered capital of THB 330,000,000 by issuance of 220,000,000 newly-issued ordinary shares at the par value of THB 0.50 per share in order to accommodate the stock dividend payment and the adjustment of rights of BIZ-W1 as stated in Agenda 6 above, the Company deemed it appropriate to propose to the shareholders’ meeting to consider and approve the allocation of the newly-issued shares of the Company in the amount of not exceeding 220,000,000 shares at the par value of THB 0.50 per share in order to accommodate the stock dividend payment and the adjustment of rights of BIZ-W1. The details are as follows:

- (1) Allocating the newly-issued ordinary shares of not exceeding 200,000,000 shares at the par value of THB 0.50 per share to accommodate the common stock dividend payment;

- (2) Allocating the newly-issued ordinary shares of not exceeding 20,000,000 shares at the par value of THB 0.50 per share to accommodate the adjustment of rights of BIZ-W1. The Company is required to adjust the rights of BIZ-W1 regarding Terms and Conditions Governing the Rights and Obligations in the event that all or parts of the dividend will be paid in the form of newly-issued ordinary shares.

In this regard, the adjustment of the rights and the exercise ratio of BIZ-W1 in accordance with Terms and Conditions Governing the Rights and Obligations shall be as follows:

	<b>Prior to Adjustment</b>	<b>After Adjustment</b>
Exercise Price	THB 7.00 per share	THB 4.66667 per share
Exercise Ratio	1 warrant unit to 1 ordinary share	1 warrant unit to 1.50 ordinary share

In this connection, the adjustment to the exercise price and the exercise ratio of BIZ-W1 above shall be effective immediately on the date which the shareholders will not be entitled to receive the dividend payment (the first date on which the Stock Exchange of Thailand (the “SET”) will post the XD sign).

In addition, the Company deemed it appropriate to propose to the shareholders’ meeting to consider and approve the delegation of power to the Company’s Board of Directors and/or the Executive Committee and/or any person delegated by the Company’s Board of Directors and/or the Executive Committee to undertake the following actions with regard to the allocation of the newly-issued ordinary shares:

- (1) determining the details and conditions relating to the allocation of the newly-issued ordinary shares;
- (2) entering into negotiations and agreements, and signing any documents, including relating to the allocation of the newly-issued ordinary shares;
- (3) signing applications, waivers, as well as other evidence which are necessary for and relevant to the allocation of the newly-issued ordinary shares, including without limitation to contacting and filing applications or waivers, documents and evidence with the relevant governmental authorities or any competent agencies, as well as listing the newly-issued ordinary shares of the Company on the Market for Alternative Investment (mai) or the SET (as the case maybe); and
- (4) undertaking any other actions necessary for and relevant to the allocation of the newly-issued ordinary shares.

The details of the allocation of the newly-issued shares are appeared in the Capital Increase Report Form (F 53-4), which was sent to the shareholders together with the invitation.

The Chairman gave the Meeting an opportunity to make inquiries and express opinions.

Mr. Prasert Srimanasuwan, a shareholder presented in person, inquired about the reason for the decrease in the exercise price of BIZ-W1 after adjustment of the rights from the exercise price at THB 7.00 per share prior to the adjustment to the exercise price at THB 4.66667 per share after adjustment, and the reason why the warrant holders are entitled to obtain additional shares.

Mr. Seksan Thanopajai, financial advisor, clarified that the reason for the decrease in the exercise price of BIZ-W1 after the adjustment of the rights was caused by the dilution effect from payment of stock dividend to the shareholders in form of the newly-issued ordinary shares, requiring the Company to adjust the exercise price and the exercise ratio of BIZ-W1 in order to protect the benefits of the existing warrant holders. Furthermore, the increase in the number of shares was caused by the dilution effect from the stock

dividend payment to the shareholders in form of the newly-issued ordinary shares at a ratio of 2 existing shares to 1 ordinary share.

There were no further shareholders made inquiries and expressed their opinions. The Chairman, then, requested the meeting to consider the resolution. This agenda item must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution:** After due consideration, the Meeting unanimously resolved to approve the allocation of the newly-issued shares of the Company in the amount of not exceeding 220,000,000 shares at the par value of THB 0.50 per share in order to accommodate the stock dividend payment in the amount of not exceeding 200,000,000 shares and to accommodate the adjustment of rights of BIZ-W1 in the amount of not exceeding 20,000,000 shares

Approved	296,060,196	votes	100.0000	percent
Disapproved	0	votes	0.0000	percent
Abstention	0	votes	0.0000	percent
Voided Ballot	0	votes	0.0000	percent

**Agenda 9 To consider and approve the appointment of directors to replace the directors who will retire by rotation**

The Chairman reported to the meeting about the information for consideration in this agenda as follows: According to the Public Company Limited Act B.E. Resignation of one-third (1/3) of the number of directors at that time. If the number of directors cannot be divided exactly into three parts. In this year, the directors resigning from the Company's directorships according to the Company's Articles of Association are as follows:

1. Ms. Srirat Chuchottavorn Independent Director
2. Mr. Vipoota Trakulhoon Independent Director
3. Mr. Sompong Chunekitiyanone Director

The Company has provided the opportunity for the shareholders to propose the agenda and the names of persons qualified to be elected as directors following the nomination process in advance between November 11, 2021 and December 30, 2021, as per the Company's conditions. As a result, there was no minority shareholders proposed nominated persons to be elected as directors.

Directors who vacated office by rotation, they walked out of the meeting room to allow the shareholders to ask questions and/or vote independently.

The Chairman assigned Mr. Thanawat to Lertwatanarak, Nomination and Remuneration Committee to explain the details of this agenda to the shareholders' meeting

Mr. Thanawat Lertwatthanarak reported to the meeting that Nomination and Remuneration Committee has considered the appropriateness that will benefit the Company's operations according to the criteria and methods of recruiting and taking into account the qualifications as prescribed by the Public Company Limited Act B.E.2535, notifications of the Securities and Exchange Commission and related announcements of the Stock Exchange of Thailand as well as being knowledgeable suitable for the company's business perform duties responsibly be careful and honesty Therefore, it was proposed to the Board of Directors' meeting to consider and propose to the shareholders' meeting to elect 3 directors to be re-elected as the Company's directors and other positions as before for another term. (Details biographies of all 3 directors appear in Enclosure No.4)

The Chairman gave the Meeting an opportunity to make inquiries and express opinions.

There were no shareholders made inquiries and expressed their opinions. The Chairman, then, requested the meeting to consider the resolution. This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution:** The meeting with majority vote resolved to approve the appointment of Ms. Srirat Chuchottavorn Mr. Vipoota Trakulhoon and Mr. Sompong Chunekitiyanone retiring directors by rotation to return to their offices as independent director and director and other positions for another term, as proposed

9.1. Ms. Srirat Chuchottavorn

Approved by	296,060,196	votes	Percentage of	100.0000
Disapproved by	-	votes	Percentage of	0.0000
Abstained by	-	votes	-	
Voided Ballots	-	votes	-	

9.2. Mr. Vipoota Trakulhoon

Approved by	296,060,196	votes	Percentage of	100.0000
Disapproved by	-	votes	Percentage of	0.0000
Abstained by	-	votes	-	
Voided Ballots	-	votes	-	

9.3. Mr. Sompong Chunekitiyanone

Approved by	296,060,196	votes	Percentage of	100.0000
Disapproved by	-	votes	Percentage of	0.0000
Abstained by	-	votes	-	
Voided Ballots	-	votes	-	

After the resolution of the meeting. The three directors were invited back to the meeting room. In order to consider the agenda in the following order.

**Agenda 10 To consider and approve the remuneration of the directors and the sub-committees for the year 2022**

The Chairman invited Mr. Vipoota Trakulhoon, Nomination and Remuneration Committee to reported to the meeting considered the remuneration of the directors and the sub-committees for the year 2022 based on responsibilities, knowledge and experience of the directors, including consideration of the Company's business plan and accordance with the remuneration's guideline, consisting of monthly remuneration, meeting allowance and other remuneration as appropriate, in total amount of not exceeding THB 2,000,000 as follows:

**Remuneration per month**

- Chairman of the Board 20,000 THB/month
- Independent Director 15,000 THB/month

**Meeting allowance (per attendance)**

**Board of Directors**

- Chairman of the Board 15,000 THB
- Independent Director 10,000 THB
- Executive Director 10,000 THB

**Audit Committee**

- Chairman of Audit Committee 15,000 THB
- Member of Audit Committee 10,000 THB

**Nomination and Remuneration Committee**

- Chairman of Nomination and Remuneration Committee 15,000 THB
- Member of Nomination and Remuneration Committee 10,000 THB

Other benefits – None

The Chairman gave the Meeting an opportunity to make inquiries and express opinions.

Mr. Prasert Srimanasuwan, a shareholder presented in person, inquired about the numbers of the Board of Directors' meeting and the sub-committees' meeting during the past year.

Mr. Vipoota Trakulhoon, the Chairman of the Nomination and Remuneration Committee, clarified that during the past year, the Board of Directors meetings were held 9 times, the Audit Committee meetings were held 4 times, and the Nomination and Remuneration Committee meetings were held 2 times.

Mr. Prasert Srimanasuwan, a shareholder presented in person, further inquired whether the Company had used up the total amount of the remuneration of the directors and the sub-committees of THB 2,000,000 in the past years.

Mr. Vipoota Trakulhoon, the Chairman of the Nomination and Remuneration Committee, clarified that the Company used up the entire amount of the remuneration of the directors and the sub-committees of THB 2,000,000 every year.

There were no further shareholders made inquiries and expressed their opinions. The Chairman, then, requested the meeting to consider the resolution. This agenda item must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution:** The meeting resolved by vote of not less than two-thirds to approve the directors' remuneration for the year 2022, as proposed

Approved by	296,060,196	votes	Percentage of	100.0000
Disapproved by	-	votes	Percentage of	0.0000
Abstained by	-	votes	Percentage of	0.0000
Voided Ballots	-	votes	Percentage of	0.0000

**Agenda 11 To consider and approve the appointment of auditor and the determination of remuneration of auditor for the year 2022**

The Chairman invited Ms. Srirat Chuchottaworn, Chairman of the Audit Committee, to report to the meeting about the consideration of audit fees and qualifications of auditors. The Audit Committee has considered the audit fees, as well as the qualifications and work experience of the auditors who have been nominated to be the auditors of the Company and its subsidiaries for the year 2022. It is of the view that EY Office Company Limited (“EY Office”) is an independent audit firm that has experience and expertise in auditing accounts is generally accepted. Moreover, the proposed audit fee is also an appropriate rate.

The Board of Directors, by the Audit Committee, therefore deems it appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors from the EY Office as the Company's auditors for the year 2022. The Board will ensure that the financial statements can be prepared in a timely manner.

List of the auditors from EY Office who have been approved by the Securities and Exchange Commission for the year 2022 are as follows:

<u>No.</u>	<u>Name</u>	<u>CPA. No.</u>	<u>Years of Auditors of company</u>
1	Mr. Samran Taengcham and/or	8021	-
2	Ms. Natteera Pongpinitpinyo and/or	7362	-
3	Mr. Piya Chaipruckmalakarn	7544	-

In the event that these auditors are unable to perform their duties, EY Office is authorized to assign other auditors from its firm who have appropriate qualification to perform the auditing duties and provide the opinions on the Company's financial statements.

In addition, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the Company's audit fee for the year 2022 not exceeding THB 1,850,000, excluding other expenses and the BOI's operational auditing fee (if any).

Comparison of audit fee for the year 2021 and 2022

<b>Detail</b>	<b>MR &amp; Associate</b>	<b>EY Office Limited</b>	<b>%Increase (Decrease) From Year 2021</b>
	<b>Year 2021 (THB)</b>	<b>Year 2022 (THB)</b>	
1. Annual Audit Fee of BIZ	900,000	1,050,000	16.67%
2. Quarterly Audit Fee of BIZ	900,000	450,000	(50%)
3. Audit Fee of subsidiary company	350,000	350,000	-
<b>Total</b>	<b>2,150,000</b>	<b>1,850,000</b>	<b>(13.95%)</b>

Non-audit fee - none -



EY Office is also the auditor of Cancer Alliance Co., Ltd. which subsidiary of the Company.

In this regard, EY Office and the auditor nominated as auditors of the Company have 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.

The Chairman gave the Meeting an opportunity to make inquiries and express opinions.

There were no shareholders made inquiries and expressed their opinions. The Chairman, then, requested the meeting to consider the resolution. This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution:** The meeting major resolved to approve the appointment of auditor and determination of auditor's remuneration for the year 2022, as proposed

Approved by	296,060,196	votes	Percentage of	100.0000
Disapproved by	-	votes	Percentage of	0.0000
Abstained by	-	votes	-	
Voided Ballots	-	votes	-	

#### **Agenda 12 To consider other business (if any)**

No other business matter was proposed to the meeting for consideration. However, the shareholder raised additional questions which could be summarized as follows:

Mr. Prasert Srimanasuwan, a shareholder presented in person, inquired about the remaining amount of cash after the payment of dividend to the shareholders from the operating results ended December 31, 2021 in the form of common stock and cash as proposed in Agenda 5.

Mr. Vipoota Trakulhoon, the Chairman of the Nomination and Remuneration Committee, clarified that the Company normally make payment of dividend from the separated financial statements. In 2021, the Company had retained earnings totaling to THB 412,706,671, and after deduction of dividend payment in the total of THB 271,111,111 in the form of common stock and cash, the Company shall have the retained earnings totaling to THB 141,595,560.

Mr. Prasert Srimanasuwan, a shareholder presented in person, further inquired that after the increase of the Company's capital of THB 330,000,000, what is the time period that the Company expects to complete the process of moving the Company's securities from the Market for Alternative Investment (mai) to be traded on the Stock Exchange of Thailand (SET)?

Miss Nuntarut Sangsuwannukul, financial advisor, clarified that after the Company's distribution of dividend to the shareholders in the form of common stock, the Company shall proceed with registration of the increase of the paid-up capital in order for the Company to have the paid-up ordinary shares of not less than THB 300,000,000. The completion of the aforementioned process is expected to be in May. Thereafter, the financial advisor shall proceed with filing of the application for listing of the ordinary shares of the Company together with relevant documents to the Stock Exchange of Thailand which shall take approximately 2 months. Therefore, the estimated completion of process of moving the Company's securities from the Market for Alternative Investment (mai) to be traded on the Stock Exchange of Thailand (SET) shall be in the early of quarter 3.

Since there were no shareholders make inquiries and express opinion, the Chairman thanked the shareholders, officers who supervised the meeting, and the directors for devoting their time to attend the meeting and declared the meeting adjourned.

The meeting adjourned at 3.20 p.m.

Signed by \_\_\_\_\_ Chairman of the Meeting  
(Mr. Woodtipong Moleechad)  
Chairman of the Board

Signed by \_\_\_\_\_ The Minutes Taker  
(Ms. Srisunun Anuchornphan)  
Company Secretary and Chief Administrative Officer