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**Minutes of the Extraordinary General Meeting of Shareholders No.2/2023 of
Gratitude Infinite Public Company Limited
On June 30th, 2023 at 14.00 hrs.
Via electronic means (e-Meeting)**

Date, Time and Venue

The Extraordinary General Meeting of Shareholders No.2/2023 was held on June 30th, 2023 at 14.00 hrs. through electronic means (e-Meeting). In this regard, images and voices of the Meeting have been recorded in video format, at Rose Hall meeting room, Headquarter of Gratitude Infinite Public Company Limited ("the Company") at No. 27 RS Group Building, 5th floor, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900 in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related laws and regulations. The e-Meeting system is from Inventech Company Limited (Thailand) who is service provider that has already assessed itself with the Electronic Transactions Development Agency (ETDA).

Pol.Gen. Somyot Poompanmoung, Chairman, acted as the Chairman of the Meeting (the "Chairman"). Ms. Rattapawee Lapnan, Assistant Director of Company Secretary and Sustainable Development acted as the Secretary of the Meeting and act as a Moderator at the Meeting as assigned by the Chairman. In this meeting, there were shareholders attending the Meeting in person and by proxy as follows:

Shareholders attending in person	5	persons	holding an aggregate of	209,207,967	shares
Shareholders attending by proxy	98	persons	holding an aggregate of	270,487,855	shares
Total	103	persons	holding an aggregate of	479,695,822	shares

Representing 72.5919 percent of the total issued shares of the Company amounting 660,811,723 shares, thereby constituting a quorum according to the Company's Articles of Association.

On June 13th, 2023 (the Record Date for the right to attend the Meeting), the Company had which the company currently have registered capital 660,811,723 baht the paid-up capital is 660,811,723 baht.

The secretary of the Meeting then introduced the Board of Directors and Executives of the Company, Auditor, Representative of Shareholders who attended the Meeting as follows:

Directors and Executives present;

1. Pol.Gen. Somyot Poompanmoung	Chairman of the Board
2. Mr. Surachai Chetchotisak	Director, and Chief Executive Officer
3. Mr. Phisit Dachanabhirom	Independent Director, Director, Chairman of the Audit Committee and Chairman of the Remuneration Committee
4. Mr. Somsak Phayapdechachai	Independent Director, Director, Member of the Audit Committee and Member of the Remuneration Committee
5. Mr. Suthep Tarawas	Independent Director, Director, Member of the Audit Committee and Member of the Remuneration Committee
6. Mrs. Wansuda Thanasaranart	Independent Director / Director
7. Ms. Waleewan Rodjanapakdee	Director

Directors and Executives absent;

-None-

There were 7 directors attending the Meeting of the total number of 7 directors, representing 100 percent of the total number of directors.

Representatives from Auditor, Dharmniti Auditing Co., Ltd.

1. Ms. Thanyaporn Tangthanopajai Auditor and teams

Representative of Inspector

As the meeting via electronic and voting are done through the system, the company did not arrange for the shareholders' representative to act as an independent intermediary (Inspector) to check the vote counting at this meeting.

Representative of Shareholder's Right Protection Volunteer

Mr. Narathip Yodsanti

The secretary of the Meeting and minutes taker of the Meeting

Ms. Rattapawee Lapnan Assistant Director of Company Secretary and Sustainable Development

Methods and criteria for the shareholders' meeting via electronic method (e-EGM)

- In casting a vote in the Meeting, shareholders have votes equal to the number of shares held and proxies, one share equals one vote. Shareholders may vote "approval", "disapproval" or "abstention" in any way, except for shareholders who are custodians who can split their votes.

Rule, Vote Casting, Vote Counting and Q&A or comment procedures.

1. The Meeting will consider matters in the order of the agenda specified in the invitation letter by information will be presented in each agenda. Before voting on each agenda, the shareholders have the opportunity to ask questions on issues related to that agenda and will inform the result of the vote to the meeting when the votes were counted in that agenda finished.
2. To cast a vote, a shareholder may select an desired agenda then the system will show buttons for votes; "approval", "disapproval" and "abstention".
 - For shareholders or many proxies, the system will display all names of proxies by voting separately for each user account.
 - If a shareholder would like to cancel one's vote, please select "Cancel the latest vote". A selected vote can be cancelled until the vote has been closing. In the case that a shareholder has selected "Cancel the latest vote" or take no action, the Company would count it as an approval vote for that agenda. However, a shareholder may change one's decision until an agenda voting process ends. The Company allows time for vote casting one minute for each agenda when the voting is closed, the secretary of the Meeting will announce the voting result for that agenda.
3. In case of Proxies holder, accepting proxies from many shareholders press the menu to select "Account" and click on the "Change account" button to access other shareholders' account. The system will not take votes out of the meeting base.

4. In the event that shareholders left the meeting room before closing the meeting vote on any agenda Shareholders' votes will not be counted as a quorum for such agenda and the votes will not be counted in that agenda. However, left the meeting of any agenda will not deprive the shareholders' rights or proxies to return to the meeting and vote on the next agenda in the system.
5. Asking questions (Q&A) or expressing opinions in the meeting room. Before voting on each agenda The Company will give the meeting attendees the opportunity to ask questions or express their opinions on issues related to that agenda as appropriate. The shareholders must choose the agenda that they want to ask questions or, then press the "Question" button. There are 2 channels for inquire as follows;
 - Ask question via message, type your question or comment press "send question". The company will answer questions in the meeting room on the agenda related to that question. However, the company reserves the right to consider selecting questions as appropriate or
 - Ask question via Video, press "Conference" and then press "Ok" for confirm queue. After receiving permission from the staff, turn on the camera and microphone. The shareholders' attendees must inform their name-surname and status as a shareholder or proxy before asking questions every time for the Company to be able to record in the minutes of the meeting accurately and completely.
6. In the event that a large number of shareholders wish to ask questions with video conference in the system, in order to maintain the duration of the meeting, the shareholders kindly to ask questions via message for the staff to answer questions or bring your questions to answer at the end of the meeting or to answer on the Company's website.
7. In case of any difficulties on the meeting system or voting system, please see meeting instruction which was attached with the meeting notice or choose menu "Help" in the system by contact "Inventech Call Center" 02 931 9138 and Line Official.
8. If the meeting system has been interrupted during the meeting, shareholders will receive an e-mail to access to back up system.

Voting process and vote counting at the shareholders' meeting

Vote casting

- Openly voted

Vote counting of shareholders attending in person

- Voting in each agenda shall be openly voted by a shareholder who attend the meeting via electronic media. The shareholders may vote in each agenda by press buttons for votes; approval, disapproval or abstention in the system before the voting for that agenda is closed. Once the voting has been submitted, if any shareholders did not press any voting button, the system will assume that shareholders vote in agreement and cannot change the vote.

Vote counting of shareholders attending by proxies

- A shareholder who grants a proxy to another person to attend a meeting via electronic media and vote on his/her behalf that has specified the voting in each agenda in the proxy form, the company will count the votes according to the wishes of the proxy grantor.

Number of shareholders or proxies

- Each agenda may not be the same since there may be some shareholders or proxies attending the meeting additionally.





The shareholder acknowledged and has no other opinion on the voting method, vote counting, announcement of results and practices related to the meeting as proposed above. The Chairman then proceeded with the Meeting according to the following agenda items.

The Chairman assigned Ms. Rattapawee Lapnan, the secretary of the Meeting, to conduct the meeting according to the following agenda items.

Agenda 1. To consider approving to change of company's name and seal and the amendment of the Memorandum of Association no.1 (Company Name) and the Articles of Association to be in line with the changing of company's name and seal.

The Chairman assigned Ms. Rattapawee Lapnan, the secretary of the Meeting, presented the details of the agenda to the meeting as follows:

Currently the company has expanded the scope of business operations that are more diversified. Therefore, the name of the company, company's seal should be changed in order to be more aligned with the vision and business strategies in the future.

Details	Former	To be Changed
Thai name	บริษัท แกรททิวด อินฟินิต จำกัด (มหาชน)	บริษัท กิฟท์ อินฟินิต จำกัด (มหาชน)
English name	Gratitude Infinite Public Company Limited	Gift Infinite Public Company Limited
Securities symbol	GIFT	-Not changed-
Logo		
Company's stamp		

The Board of Directors considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders to consider approving the change of the company's name, seal and to amend the Company's Memorandum of Association no.1 (Company Name) as the name of Company “บริษัท กิฟท์ อินฟินิต จำกัด (มหาชน)” and English name as “GIFT INFINITE PUBLIC COMPANY LIMITED” and the Articles of Association no.1, 2 and 88 to be in line with the changing of company's name and seal, and to be more aligned with the vision and business strategies in the future.

In this regard, to comply with the Articles of Association and Public Limited Companies Act, B. E. 2535 by granting authority to the Board of Directors or the Executive Committee or Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or Chief Executive Officer to have authority in signing the request or in any documents related to the registration of the amendment of the Company's memorandum of association including having the power of attorney to take any action as necessary and in connection with such action as it deems appropriate. And to comply with the law. Including according to the advice or order of the registrar.

The chairman granted the shareholders an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

The chairman then asked the Meeting to consider approving to change of company's name and seal and the amendment of the Memorandum of Association no.1 (Company Name) and the Articles of Association to be in line with the changing of company's name and seal as proposed.

Resolutions The Meeting resolved to approve the change of the company's name, seal and to amend the Company's Memorandum of Association no.1 (Company Name) and the Articles of Association and company's seal by granting authority to the Board of Directors or the Executive Committee or Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or Chief Executive Officer to have authority in signing the request or in any documents related to the registration of the amendment of the Company's memorandum of association including having the power of attorney to take any action as necessary and in connection with such action as it deems appropriate. And to comply with the law. Including according to the advice or order of the registrar.

The Shareholders' Meeting has approved this agenda by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the rights to vote, with the following votes:

Voting	Approved	Disapproved	Abstained	Void	Total
Vote	479,695,321	0	501	0	479,695,822
%	99.9998	0.0000	0.0001	0.0000	100.0000

Agenda 2. To approve changing the share values of ordinary shares, change the share values of ordinary shares from 1.00 baht per share (one baht) to 0.50 baht (fifty satang) and the amendment of the Memorandum of Association No.4 to be comply with the changing the share values.

The Chairman assigned Ms. Rattapawee Lapnan, the secretary of the Meeting, to present the details of the agenda to the meeting as follows:

In order to increase liquidity of the trading of a company's shares for shareholders' benefit. The company is willing to change the share values of ordinary shares from 1.00 baht per share (one baht) to 0.50 baht (fifty satang) per share which the ordinary shares are increased to 660,811,723 shares from 660,811,723 shares to 1,321,623,446 shares will not affect the registered capital. The details are as follows:

Details	Before change in the par value	After change in the par value
Registered capital (baht)	660,811,723	Not changed
Paid-up capital (baht)	660,811,723	Not changed
Number of registered Share (baht/shares)	1.00	0.50
Number of registered Share (shares)	660,811,723	1,321,623,446
Number of paid-up shares (shares)	660,811,723	1,321,623,446

And in order to be in line with the change in the par value of the company's shares, the company has to amend Article 4 of the Company's Memorandum of Association as follows:

"Article 4.	Registered Capital	:	660,811,723	baht
	Divided into	:	1,321,623,446	shares
	Par value	:	0.50	baht
Separated into:				
	Ordinary share	:	1,321,623,446	shares
	Preferred share	:	-	shares

The Board of Directors considered and deemed appropriate to propose to the Extraordinary General Meeting of Shareholders to consider approving to change the share values of ordinary shares from 1.00 baht per share (one baht) to 0.50 baht (fifty satang) per share and the amendment of the Memorandum of Association No.4 to be comply with the changing the share values. Nevertheless, such the change in par value will not affect the registered capital, paid- up capital, and the shareholding ratio of the shareholders.

In this regard, to comply with the Articles of Association and Public Limited Companies Act, B. E. 2535 by granting authority to the Board of Directors or the Executive Committee or Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or Chief Executive Officer to have authority in signing the request or in any documents related to the registration of the amendment of the Company's memorandum of association including having the power of attorney to take any action as necessary and in connection with such action as it deems appropriate. And to comply with the law. Including according to the advice or order of the registrar.

The chairman granted the shareholders an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

The chairman then asked the Meeting to consider approving to change the share values of ordinary shares, change the share values of ordinary shares from 1.00 baht per share (one baht) to 0.50 baht (fifty satang) and the amendment of the Memorandum of Association No.4 to be comply with the changing the share values as proposed.

Resolutions The Meeting resolved to approve to change approving to change the share values of ordinary shares, change the share values of ordinary shares from 1.00 baht per share (one baht) to 0.50 baht (fifty satang) and the amendment of the Memorandum of Association No.4 to be comply with the changing the share values by granting authority to the Board of Directors or the Executive Committee or Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or Chief Executive Officer to have authority in signing the request or in any documents related to the registration of the amendment of the Company's memorandum of association including having the power of attorney to take any action as necessary and in connection with such action as it deems appropriate. And to comply with the law. Including according to the advice or order of the registrar.

The Shareholders' Meeting has approved this agenda by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the rights to vote, with the following votes:

Voting	Approved	Disapproved	Abstained	Void	Total
Vote	479,695,321	501	0	0	479,695,822
%	99.9998	0.0001	0.0000	0.0000	100.0000

Agenda 3. To consider approving the addition of the objectives and the timeframe for the utilization of the capital increase received from offering of newly issued ordinary shares through private placement.

The Chairman assigned Ms. Rattapawee Lapnan, the secretary of the Meeting, to present the details of the agenda to the meeting as follows:

Regarding to the Extraordinary General Meeting of Shareholders No. 1/2023 of Gratitude Infinite Public Company Limited ("the Company") held on February 20th, 2023 resolved to approve the company allocation of 330 million shares newly issued ordinary shares of the Company at the par value of 1 baht per share for sale to Private Placement at the price of 1.65 baht per share, totaling 544.50 million baht, with the objectives to:

With the existing objectives are to operate restaurant franchise business, food and beverage business, travel and leisure place business and utilize as working capital as follows:

Original objectives		Period of use
1) Restaurant Franchise Business Nature of Business / Investment : Invest in restaurant franchise business by becoming a Master Franchisee in Thailand of restaurant business brands , foreign franchises By expanding the business by investing by itself and allowing those who are interested in investing Buy a Restaurant Franchise to Run a Business. Target group or customer : general person company employee student or middle-income people in both districts Bangkok and major cities age range from 18 - 40 year. Budget and investment details : The total budget is about 150.00 million baht, with an expected investment budget of about 5-10 million baht per branch. Expected to expand the number of branches in the first year at about 8-10 branches and increase to 20 branches in the second year. Project progress : Waiting for the finalization of project details And the cooperation with partners is expected to be clear in the middle of the year and can be implemented in the fourth quarter of 2023. Expected return on investment : The gross profit of the business. Expected to be around 60-65 percent (Gross Profit Margin) and net profit margin (Net Profit Mrgin) 10-15 percent. The rate of return (IRR) is at 10-15 percent.		Expected within Year 2023
2) Business (Food & Beverage) Nature of Business / Investment : Invest in food and beverage businesses (Food & Beverage) , including high-end restaurant businesses. Premium that focuses on lifestyle destination / community. Target group or customers : customers with purchasing power group market premium tourists by focusing on the city center and tourist attractions Target age range from 25 – 45 year. Budget and investment details : The total budget is about 150.00 million baht, with an expected investment budget of about 5-10 million baht . which is expected to use investment in each branch about 20-30 million baht and expanding 2-3 branches in the first year. Project progress : Waiting for the finalization of project details and cooperation with partners in various areas It is expected to become clear in the second quarter and start operating in the fourth quarter of 2023. Expected return on investment : The gross profit of the business. Expected to be approximately 65-70 percent (Gross Profit Margin) and net profit margin (Net Profit Margin) 15-20 percent, with an internal rate of return (IRR) of 13-18 percent		Expected within Year 2023
3) Travel business or leisure place (Hospitality) Nature of Business / Investment : Invest in tourism business or leisure Unique / Concept Resort including other related assets for the business operation say Target group or customers : the new generation and groups of both Thai and foreign tourists By focusing on areas in the country's main tourist attractions Target customers in the age range from 20-45 year. Budget and investment details : total budget of about 200.00 million baht. Project Progress : Waiting for details of projects in various areas, expected to be clear in the third quarter of 2023 and begin operation in the first quarter of 2024 . Expected return on investment : The gross profit of the business. Expected to be around 30-40 percent (Gross Profit Margin) and net profit margin (Net Profit Margin) 7-10 percent with a return (IRR) of 7-11 percent.		Expected within Year 2024
4) To be utilized as working capital of the company approximately 44.50 million baht.		Expected within December 31 st , 2023
Total 544.50 million baht.		

Currently, the management of new management has sought new business approaches and expected to generate good benefits for the Company, therefore, requesting to add the objectives of utilizing the increased capital by using the money to average the money from the original business plan and objectives.

Additional objectives of utilizing increased capital	Utilizing plan	Timeframe
To invest in retail and wholesale business of communication technology products and related devices	Financial amount 300 million baht	within 2023

By adding the objectives and determining the period for utilization of the capital increase received from the offering of the newly issued ordinary shares from this private placement, for the benefit of maximum financial management and flexibility in business operations in the future.

The company will proceed in accordance with the Notification of the Thai Capital Market Supervisory Board No. Tor Jor. 39/2559 Application for Approval and Granting of Approval for Offering of Newly Issued Shares and Sor Jor. 63/2561 Change in the Purposes of Use of Proceeds under the Registration Statement and the Draft Prospectus including to proceed in accordance with No.Tor Jor. 12/2554 Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, Part 5 Post-Tender Offer Regulations (2) To undertake materially different matters from those specified in the tender offer for a period of one year from the end of the offer period unless the shareholders' meeting have the other resolution with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote and have notified the office.

The chairman granted the shareholders an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

The chairman then asked the Meeting to consider approving the addition of the objectives and the timeframe for the utilization of the capital increase received from offering of newly issued ordinary shares through private placement as proposed.

Resolutions The Meeting resolved to approve the addition of the objectives and the timeframe for the utilization of the capital increase received from offering of newly issued ordinary shares through private placement.

The Shareholders' Meeting has approved this agenda by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the rights to vote, with the following votes:

Voting	Approved	Disapproved	Abstained	Void	Total
Vote	479,695,321	501	0	0	479,695,822
%	99.9998	0.0001	0.0000	0.0000	100.0000

Agenda 4. To consider other matters (if any)

There was no additional agenda item to be proposed by the shareholders.

The meeting had completely considered and resolved the matters in the sequential agenda items as specified in the Invitation Letter. The Chairman gave the shareholders an opportunity to raise questions and express opinions. The shareholders asked the questions which could be summarized as follows:

Questions from Khun Napaporn Choochaisri, a shareholder:

1. When the Management will have clearly new business plan as previously announced? And How?
Khun Surachai Chetchotisak, Chief Executive Officer responded to the shareholder:

The business plan has been prepared which will be probably launched very soon, to be aligned with what we communicated to the shareholders last time.

2. Regarding GIFT's financial status already being sufficient. Does the Management consider that it is sufficient for the business plan? and what is the business direction in the future?

Khun Surachai Chetchotisak, Chief Executive Officer responded to the shareholder:

Currently, GIFT has solid financial status after financial restructuring and capital increase has been completed. In the view of the Management as compared to the business plan we did not ignore and did not want to lose the opportunity to operate the business. We have planned to issue debentures in the future meanwhile waiting for the economic situation to rebound. As for new projects, GIFT is currently well supported by financial institutions. In addition to GIFT's financial status, we have support from the bank, which I think GIFT is systemized to follow the strategic plan.

There was no shareholder raising any further questions. The Chairman then thanked all shareholders for attending the Meeting and declared the Meeting closed.

The Meeting was closed at 14.35 hrs.

- Signed -
(Pol.Gen. Somyot Poompanmoung)
Chairman / Director

- Signed -
(Ms. Rattapawee Lapnan)
Secretary of the Meeting / Minutes Taker