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**Minutes of the Extraordinary General Meeting of Shareholders No.3/2023 of
Gift Infinite Public Company Limited
On 30 August 2023, at 14.00 hrs.
Via electronic means (e-Meeting)**

Date, Time and Venue

The Extraordinary General Meeting of Shareholders No.3/2023 was held on 30 August 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 Gift 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).

On 9 August 2023 (the Record Date for the right to attend the Meeting), the Company have 1,604 shareholders amounting 1,321,623,446 shares which the company currently have registered capital 660,811,723 baht, the paid-up capital is 660,811,723 baht.

In this meeting, there were shareholders attending the Meeting in person and by proxy as follows:

Shareholders attending in person	8	persons	holding an aggregate of	318,255,143	shares
Shareholders attending by proxy	84	persons	holding an aggregate of	606,738,164	shares
Total	92	persons	holding an aggregate of	924,993,307	shares

Representing 69.9891 percent of the total issued shares of the Company amounting 1,321,623,446 shares, thereby constituting a quorum according to the Company's Articles of Association.

Pol.Gen. Somyot Poompanmoung, Chairman, acted as the Chairman of the Meeting (the "Chairman"). Ms. Rattapawee Lapnan, Assistant Director of Corporate Governance and Sustainable Development acted as the Secretary of the Meeting and act as a Moderator at the Meeting as assigned by the Chairman.

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.

Attendees

- The Senior Executives, Finance and Accounting Management, Internal Audit and legal team of the Company.
- Representatives from Auditor, Dharmniti Auditing Co., Ltd.
- Representatives from Independent Financial Advisor from Baker Tilly Corporate Advisory Services (Thailand) Company Limited.
- Representatives from Legal Advisor, Thanathip & Partners Legal Counsellors Limited.
- Representative of Shareholder's Right Protection Volunteer Ms. Warunee Rodsan.

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.

The secretary of the Meeting and minute's taker of the Meeting

Ms. Rattapawee	Lapnan	Assistant Director of Corporate Governance and Sustainable Development
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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 9137 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 the investment in A Lot Tech Co., Ltd.

Currently the company has expands the scope of business operations that are more diversified. Therefore, considered to invest in A Lot Tech Co., Ltd ("ALT") which operates a retail and wholesale business of communication technology products and related equipment. The Company expects that it is an investment to increase the opportunity to generate returns, good asset growth rate, profitability and cash flow for the Company and shareholders of the Company continuously in the long term.

The Company will enter an investment in ALT by subscribing for 780,000 newly issued ordinary shares of ALT or 40 percent of the paid-up shares of ALT after ALT's capital increase at an estimate price of THB 802.44 per share, for a total of THB 625,900,000. ALT will then use the payment received to purchase 220,000 ordinary shares or 100 percent of the paid-up shares of MLT from the existing shareholders of MLT to operate business about retail and wholesale of SIM cards, phones and telecommunication equipment by distributing through stores, websites or online trading platforms.

Entering into such transactions on the investment in A Lot Tech Co.,Ltd according to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Subject : Criteria for Entry into Material Transaction Which May Be Considered an Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (as amended) (the "Acquisition or Disposition Notifications"), the transaction is considered an acquisition of assets by the Company. The transaction size, as calculated from the audited consolidated six-month financial statements ended 30 June 2023, using the total value of consideration criterion, which is the method used for calculating the size of the transaction that resulted in the highest amount, equals to 59.895 percent. When combined with the size of other asset acquisition transactions in the past six months by the Company, the total size of the transaction equals to 59.895 percent according to the total value of consideration criterion.

Since the size of the transaction is more than 50 percent but less than 100 percent, the Company is obligated to disclose an information memorandum regarding the transaction to the Stock Exchange of Thailand in accordance with the Acquisition or Disposition Notifications. The Company must also seek approval from the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote. The votes of shareholders who have an interest in the transaction shall be excluded. Additionally, the Company is required to appoint an independent financial advisor to provide an opinion on the transaction. This opinion shall be delivered to the shareholders together with the notice of the meeting, not less than 14 days in advance.

The transaction is not considered a connected transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies on Connected Transactions B.E. 2546 (as amended).

For source of funds used for entering the transaction, in addition to cash flow of the Company, the Meeting of the Board of Directors resolved to approve loan from financial institution(s) and entry into the definitive agreement(s). The Company is in the negotiation process with the financial institutions with respect to the terms and conditions of the loan agreement, where it is expected that such loans will not include conditions that will impact the shareholders of the Company.

In this connection, the Meeting of the Board of Directors resolved to approve the appointment of Baker Tilly Corporate Advisory Services (Thailand) Co., Ltd. as an independent financial advisor set out in the supplemental documents. The key points are the advantages and disadvantages of entering into the asset acquisition transaction, the risks of entering into an asset acquisition transaction and appropriateness of price. The summary of the independent financial advisor's opinion is "The shareholders should approve the transaction between the Company and ALT because of the fair value of ALT after the capital increase to purchase MLT (in proportion to the Company's will invest 40 percent), higher than the value that the company will invest in the amount of 625,900,000 baht and doing such a transaction has advantages that will affect the company significantly."

As ALT and MLT operate similar businesses, having separate transactions for the share purchases of ALT and MLT would cause complications in the management of the business. Therefore, the merger of ALT and MLT businesses will allow for a larger business structure, increase competitiveness in the industry and help create growth in the short term, the Board of Directors decided to consider ALT as the primary company for investment and designated MLT as ALT's subsidiary through the share purchase of MLT by ALT from the existing shareholders of MLT. This decision was made to consolidate the same business sector under only one company and to reduce the overlapping of business management.

To be in accordance with the change to the shareholding structures of ALT and MLT, the parties agree to have the Company appoint 3 out of 5 persons to be the directors of ALT and 2 out of 3 persons for MLT. After the completion of the transaction, ALT and MLT will become subsidiaries of the Company. And after the shareholders' meeting of the Company has resolved to approve the investment transaction and the subscription of the newly issued ordinary shares of ALT has been completed which is expected to occur on 1 September 2023, there will be a share purchase agreement between ALT and the existing shareholders of MLT.

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 the investment in A Lot Tech Co., Ltd.

Resolutions The Meeting resolved to approve the investment in A Lot Tech Co., Ltd

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	897,596,607	27,396,700	0	0	924,993,307
%	97.0381	2.9618	0.0000	0.0000	100.0000

Agenda 2. 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 Korpong Kangphattanakit, a shareholder proxy from Krungthai Xspring Securities Company Limited:

1. On 25 July 2023, the company announced the news of the investment on ALT to the market, the price of Stocks would be at a minimum of 2.94 baht per share from previously at 3.33 baht per share which was -11.7%. Does the management view that whether the Stock Exchange of Thailand is concerned about this deal?

Khun Surachai Chetchotisak, Chief Executive Officer responded to the shareholder: "We won't comment on the stock prices, will give the opinion on business aspect".

2. ALT profit of year 2022 was at 52.80 million baht and MLT profit of year 2022 was at 63.52 million baht, if increase ALT capital 625 million baht only 40% but if purchase MLT, then consolidate 100% full profit is better for GIFT more than to remove ALT+ profit. MLT 116.33 million baht or 40% divided profit for only 46.50 million baht, but if direct purchase MLT is 63.50 million baht, this kind of investment is better at MLT?

Khun Krongkarn Noppawan, Independent Financial Advisor from Baker Tilly Corporate Advisory Services (Thailand) Company Limited responded to the shareholder: "IFA viewed that this investment deal on ALT + MLT is group of business therefore the calculation of net profit is being calculated from the entire group of business, with GIFT itself investing 40 percent. In fact, both ALT+MLT's income and profits are not much different when GIFT invests in companies in the ALT+MLT group. And there will be operating results that will grow in the future according to the estimates."

3. Is Gift purchasing ALT deal too expensive? The purchase price of ALT 40% is 625.90 million baht or the value of ALT for the entire company 1,564.75 million baht is too expensive if the profit of ALT+ MLT is 116.33 million. GIFT buys ALT at PE 13.45 times but ALT takes 625 million baht to buy MLT, making a profit of 63.5 million baht, equivalent to a PE of 9.85 times. Please explain that the price is reasonable or not.

Khun Krongkarn Noppawan, Independent Financial Advisor from Baker Tilly Corporate Advisory Services (Thailand) Company Limited responded to the shareholder: "We would like to answer this question in the same way as the earlier question. That is, because in this deal, GIFT invested in ALT + MLT in the proportion of 40 percent, which the Independent Financial Advisor has evaluated the value of ALT's shares that have invested in MLT at the rate of 100 percent 1,755 million baht, if compared with the investment in the proportion of 40 percent, the value of ALT will be 702 million baht, compared to what the company has invested at 625.90 million baht, which is still higher. Therefore, this investment is considered appropriate".

Questions from anonymous shareholder

4. What is the currently average monthly income of ALT? and how about the forecast of GIFT's revenue would be after this deal is successful?

Khun Surachai Chetchotisak, Chief Executive Officer responded to the shareholder: "We would like you to view ALT as merger of ALT + MLT regarding to the new structure, ALT is considered the same group as MLT because it holds 100 percent of shares, therefore during 4 months that we consolidated the budget from September - December 2023, we estimated approximately 700 – 800 million baht and expected the revenue year round will be 1,800 million baht."

5. What is the progress of GIFT's other businesses?

Khun Surachai Chetchotisak, Chief Executive Officer responded to the shareholder: "GIFT's business plan, we have set into 3 groups; Group 1 Technology business which is ALT, Group 2 Food and Beverage business and Group 3 Hospitality business, the latter 2 groups are in the business plan according to the company's business strategy and vision."

6. How has the management assessed the goals of GIFT for next year?

Khun Surachai Chetchotisak, Chief Executive Officer responded to the shareholder: "We think that next year GIFT would gain income of approximately 2,300 million baht from the fact that we have ALT added to the consolidated budget and there are other businesses in the plan yet still cannot disclose.

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 14.55 hrs.

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

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