

**Minutes of the Extraordinary General Meeting of Shareholders No.1/2024**  
**Gift Infinite Public Company Limited**  
**Thursday 15 August 2567 at 14.00 hrs.**  
**Through Electronic meeting only (e-Meeting)**

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**Date, Time and Venue**

Gift Infinite Public Company Limited ("The Company") held the Extraordinary General Meeting of Shareholders No.1/2024 on 15 August 2024 at 14.00 hrs. through electronic means (e-Meeting) only. The Company conducted a live broadcast of the meeting and recorded both video and audio in a video media form at Rose Hall meeting room, of at No.27 RS Group Building, 5<sup>th</sup> floor, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900 in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society (MDES), re-Standards for Maintaining Security of Meetings via-Electronic Means, BE 2563 (2020) and other related laws and regulations by applying e-Meeting system from Inventech Systems (Thailand) Co.,Ltd. which is a service provider with standard systems and conducts self-assessments with the Electronic Transactions Development Agency (ETDA).

In this meeting, the Company determined the Record date for the right of shareholders to attend the Extraordinary General Meeting of Shareholders No.1/2024 (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (1992), (Section 89/26) on 19 July 2024. Detailed information is available on the website of the Stock Exchange of Thailand, which includes key company information, the list of major shareholders, and other relevant news which in this Meeting, the Company had 1,500 shareholders, totaling 1,321,623,446 shares.

Pol.Gen. Somyot Poompanmoung, the Chairman of the Board of Directors, acted as the Chairman of the Meeting (the "Chairman") and Ms. Rattapawee Lapnan acted as the Secretary of the Meeting and act as a Moderator at the Meeting as assigned by the Chairman. In this meeting, shareholders and proxies attended as follows:

Shareholders attending in person	7 persons	holding an aggregate of	2,263 shares
Shareholders attending by proxy	28 persons	holding an aggregate of	1,144,779,585 shares
Total	35 persons	holding an aggregate of	1,144,781,848 shares

Representing 86.6193 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.

Then, the secretary of the meeting introduced the Company's Board of Directors and Executives, the Auditor, and the Representatives of the attendees as follows:

**Directors and Executives presented;**

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**

- Financial Advisor from Advisory Plus Co.,Ltd.
- Independent Financial Advisor from Pi Advisory Co.,Ltd.
- The Senior Executives, Management team, Finance and Accounting Division, Internal Audit and Legal team of the Company.
- Representatives of Auditor, Dharmniti Auditing Co., Ltd.
- 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 Taker of The Meeting**

Ms. Rattapawee Lapnan

### **Methods and criteria for the Shareholders' Meeting via electronic method (e-Meeting)**

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

### **Rules, Vote Casting, Vote Counting and Q&A or comment procedures.**

1. The meeting will consider matters in the order of the agenda as outlined in the invitation letter to the meeting. Information on each agenda item will be presented, and shareholders will be given the opportunity to ask questions before voting. The results of the votes will be announced to the meeting once the vote counting for each agenda item is completed in sequence.
2. To cast a vote, a shareholder may select and desired agenda then the system will show 3 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 by using the same email and phone number to confirm identify in the proxy. The system will combine the names of all proxies in the same user account except using different email addresses and phone numbers to verify your identity. The system will not include the names of the proxies but it will be used as a separate user account. To access other accounts press to select the menu "User Account" and press the "Change Account" button to access the accounts of other proxies by changing the accounts. The system will not remove votes from 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.

The company reserves the right to cut off images and audio of shareholders who ask questions or express impolite comments or defame others or violate any law, including violating the rights of other people or disrupting the meeting or cause distress to other meeting participants.
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.

### **The steps for voting and counting votes at a 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.

### **Procedure of inspection of vote counting**

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

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

### **Agenda 1 To consider approval the acquisition of assets, Gift Hospitality Company Limited ( " The Subsidiary") enters into purchasing Beam X Co., Ltd. ( "BEAMX") and Moms Touch (Thailand) Co., Ltd. ("MOM'S TOUCH") which is connected person.**

#### **Objective and Reason**

Currently under the management of a new executives has sought new business directions and deemed appropriate that Gift Hospitality Company Limited ( "The Subsidiary") enters into purchasing of assets from connected person to operate Food and Beverage business. The company expects it to be an investment that will increase the opportunity to create returns of investment, growth rate of assets, profits and cash flow for the Company and shareholders of the Company in long term.

#### **The objective of transaction:**

To purchase assets for operation of food & beverage business.

#### **Date of the transaction:**

The entering into material transaction to purchase assets will be conducted after approval by the Extraordinary General Meeting of Shareholders No.1/2024. The transaction is expected to be completed within September 2024.

#### **The counterparty and relation with the Company:**

##### **Seller:**

- 1) Beam X Co., Ltd. ("BEAMX")
- 2) Moms Touch (Thailand) Co., Ltd. ("MOM'S TOUCH")

##### **Buyer:**

Gift Hospitality Company Limited a subsidiary of the Company ("The Subsidiary" or "GH")

##### **Relationship:**

Both of sellers are connected persons to the Company.

##### **Details of assets :**

Equipment, tools, utensils, decorations and furniture etc. to apply for operating Food & Beverage of the following restaurants and branches;

BEAMX :	(1) BEAM CUBE	(2) BEAM CLUB and	(3) BEER BELLY
MOM'S TOUCH :	(1) Central Rama 9	(2) S-Oasis	(3) ICS
	(4) Silom Complex	(5) The Mall Lifestore Bangkok	(6) The Mall Lifestore Bangkok

**General characteristics, type and size of the transaction:**

Gift Hospitality Co., Ltd. ("The Subsidiary" or "GH") which is the Subsidiary of the Company holding shares 99.99 percent of paid up capital enters into the acquisition of assets comprising (1) Beam X Co., Ltd. ("BEAMX") and (2) Moms Touch (Thailand) Co., Ltd. ("MOM'S TOUCH") both of which are connected persons of the Company at a total value of not exceeding 255,713,861.36 baht.

**Basis for determination of Total value of consideration:**

The transaction has a maximum size of 11.84 percent, calculated under the total value of consideration basis (total value of consideration is 255.71 million baht) according to the Company's consolidated financial statements, audited by a certified public accountant, for 3-month period ended at 31 March 2024. And when counting the size of the other asset acquisition transactions that occurred in the past 6 months, the total transaction size is equal to 13.49 percent according to the total value of consideration criteria. This is the criterion by which the maximum transaction size is calculated. Therefore, the size of the transaction is less than 15.00 percent

then the Company has no duty to disclose information regarding the aforementioned transaction to the Stock Exchange of Thailand (SET).

**Nature and scope of interests of the connected person:**

Therefore, the consideration to proceed in accordance with the Company's announcement of connected transactions and when consider the size of each transaction separately, it is found that the connected transactions to the Company between BEAMX, MEMBERSHIP, TORO and MOM'S TOUCH have a size equal to 12.66 percent, 9.73 percent, 1.51 percent and 4.37 percent of net tangible assets ("NTA") of the Company (NTA as at 31 March 2024 amount of 675.60 million baht) respectively. According to the consolidated financial statements audited by a certified public accountant, for 3-month period ended at 31 March 2024 and in the past 6 month, the Company has non-related transactions with BEAMX, MEMBERSHIP, TORO and MOM'S TOUCH or their 4 respective related persons. (The details of the relationship table are shown in the meeting invitation that has already been sent to the shareholders.).

**Entering into the connected transaction:**

Since the size of the connected transactions with BEAMX, MEMBERSHIP and MOM'S TOUCH of 12.66 percent, 9.73 percent and 4.37 percent respectively is greater than 3.00 percent of the Company's NTA and their value also exceeds 20,000,000 Baht

The Company is required to obtain approval from the Board of Directors and to prepare and disclose information on such transaction to the Stock Exchange of Thailand ("SET") according to the Notifications on Connected Transactions, as well as to seek approval for such transaction from the shareholders' meeting, with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest.

The Company must also appoint an independent financial advisor (IFA), who is on the approved list of financial advisors of the Office of the Securities and Exchange Commission ("SEC").

However, when considers the size of the connected transaction with TORO of 1.51 percent according to the Notifications on Connected Transactions is greater in value than 1,000,000 Baht but less than 20,000,000 Baht, or higher than 0.03 percent but not exceeding 3.00 percent of the Company's NTA, whichever is higher resulting the Company is required to obtain approval from the Board of Directors as well as to prepare and disclose information on such transaction to the SET according to the Notifications on Connected Transactions, but is not required to seek approval from the shareholders' meeting.

Although the Board of Directors' meeting of the Company viewed that such transaction is similar in nature to the connected transactions with BEAMX, MEMBERSHIP and MOM'S TOUCH and, thus, deemed it appropriate to seek approval for all such connected transactions from the shareholders' meeting on the same occasion, with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest.

In the event that SET or SEC may have other considerations to combine the size of the connected transactions between the Company and BEAMX, MEMBERSHIP, TORO, and MOM'S TOUCH into a single transaction under Clause 14, Paragraph 1. in such a case, when combining the sizes of all 4 connected transactions, the total size of the transactions will be 28.27 percent of the Company's NTA (the Company's NTA as of 31 March 2024, is 675.60 million baht), based on the reviewed consolidated financial statements of the Company for the 3-month period ended 31 March 2024, as reviewed by the certified public accountant. Additionally, when including another connected transaction that occurred in the past 6 months (in the Board of Directors' Meeting No. 5/2024 on 26 June 2024, a resolution was passed to approve the subsidiary to acquire assets for utilizing in the food and beverage business from OKONOMI, which operates Japanese Eatery & Café focusing on traditional Japanese food, drinks, and bakery items, with 3 branches: (1) Sukhumvit 38, (2) Central Embassy, and (3) EmSphere, from Okonomi (Thailand) Co., Ltd. ("OKONOMI"), the total size of the transactions will be 31.23 percent of the Company's NTA. These transactions exceed 3.00 percent of the Company's NTA and have a value greater than 20,000,000 Baht,

Which will require the Company to obtain an independent financial advisor's opinion on all four transactions and seek approval from the shareholders' meeting with a resolution of no less than three-fourths of the votes of the shareholders present and eligible to vote before proceeding with the 4 transactions.

Regardless of the outcome of the consideration to combine the sizes of the transactions, the Company has complied with the criteria for connected transactions as if the 4 transactions were combined. The Company has disclosed information on the connected transactions between the Company and BEAMX, MEMBERSHIP, TORO, and MOM'S TOUCH to the Stock Exchange of Thailand and will hold an Extraordinary General Meeting of Shareholders No. 1/2024 on 15 August 2024. The approval must be no less than three-fourths of the votes of the shareholders present and eligible to vote, excluding the votes of interested shareholders. Additionally, an independent financial advisor's opinion will be provided for the shareholders' consideration. This approach ensures that the Company is not intentionally separating the transactions to avoid any duties according to the connected transaction announcement.

Additionally, regardless of the outcome of the consideration to combine the sizes of the transactions, the Company will not combine the size of the related transactions between the company and BEAMX, MEMBERSHIP, TORO, and MOM'S TOUCH with any connected transactions that may occur in the future. This is because these transactions have already been approved by the shareholders' meeting and are exempt from being combined in size according to Clause 14, Paragraph 2 of Announcement Bor.Jor./Por. 22-01.

**Source of funds for the consideration for the acquisition of assets.**

The source of funds for the acquisition of assets for the food and beverage business from BEAMX and MOM'S TOUCH, amounting to not greater than 115,000,000.00 baht, came from the proceeds received from the issuance and offering of newly issued shares to private placement (PP) as approved by the Company's Board of Directors in meeting No. 6/2024 on 4 July 2024, a resolution was passed to amend the objectives, budget amount, and duration for using the capital increased from PP ("Amendment of PP's Objectives") And it must be presented for approval at the Extraordinary General Meeting of Shareholders during this same session.

Currently, there is a remaining budget of 244,500,000.00 baht, allocated 115,000,000.00 baht for investment in the food and beverage business, 100,000,000.00 baht for investment in the cosmetic surgery business, and 29,500,000.00 baht for working capital within the company, which is sufficient to proceed with the transactions.

**Source of funds for the rental fees**

The source of funds for paying the rent under the lease agreements for the locations of BEAMX and MOM'S TOUCH restaurants, amounting to not greater than 140,713,861 baht, is divided into rent and service fees of no more than 127,282,911 baht and deposits of no greater than 13,430,950 baht. These funds come from the Company's working capital and/or from the working capital generated from the food and beverage business, which the subsidiary has acquired assets for in this transaction. The payment for rent and service fees will be made monthly over the remaining lease terms, which range from 1 to 3 years. This is considered a normal operating expense, and BEAMX and MOM'S TOUCH have been able to pay the rent on time as evidenced by the financial statements of BEAMX and MOM'S TOUCH, which show no outstanding rent payments in their past business operations.

**Sources of reserve capital**

However, if changing of objectives and limit for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP) is not approved by the Extraordinary General Meeting of the shareholders no.1/2024 on 15 August 2024, the Company still has sufficient reserve funds to support this transaction. The details are as follows:

- (a) The Company has a reserve fund amounting to 193,900,000 baht, which is sufficient to cover the compensation for acquiring assets for the food and beverage business from BEAMX and MOM'S TOUCH totaling 115,000,000 baht. Additionally, it will cover the compensation for the rent according to the lease agreement for the locations of BEAMX and MOM'S TOUCH, specifically the deposit for the lease to be paid on the lease transfer date, amounting to 13,430,950 baht. The total value of the compensation amounting to 128,430,950 baht. Details are as follows:
  - (a.1) Working capital from the repayment of short-term loans given by the Company to non-related person, which is expected to be received by July 2024, amounting to 270,000,000 baht. However, the source of loan 244,500,000 baht was received from offering of newly issued ordinary shares to private placement (PP), this amount must be returned to the Company's capital increase account. It is remaining working capital available for this transaction of 25,500,000 baht.
  - (a.2) The amount of 244,500,000 baht received from the repayment of short-term loans to non-related person, which was allocated to the Company's capital increase account as detailed in (a.1), has already been allocated for investment in the food and beverage business according to the current capital increase purpose, amounting to 85,000,000 baht. This amount can be used to cover the compensation for this transaction.
  - (a.3) Cash on the Company's financial statement as of March 31, 2024, amounting to 83,404,097 baht, which can be used to cover the compensation for this transaction.

- (b) In the event that the working capital from the Company's existing reserves and/or the working capital expected to be generated from the food and beverage business acquired by the Subsidiary is insufficient to cover the rental expenses under the lease agreement for the BEAMX and MOM'S TOUCH restaurant locations, specifically for the rent and service fees payable monthly according to the agreement, amounting to 127,282,911 baht. The Company also has a source of funding from the capital increase expected from the exercise of rights to purchase New Ordinary Shares ("GIFT-W2"), totaling 440,540,581 units, with an exercise price of 1.60 baht per share. The warrants have a validity period of 1 year from the issuance date on 2 January 2024. The first exercise date is on 31 July 2024, and the last exercise date is on 30 December 2024. If all rights are exercised, the Company will receive a total capital increase of 704,864,929 baht (the market price (closing price) of the Company's shares on 3 July 2024, is 3.70 baht per share).

Therefore, for the asset acquisition transaction to be proposed for approval at the Extraordinary General Meeting of Shareholders No. 1/2024 on 15 August 2024, Agenda Item 1: To consider approval the acquisition of assets, Gift Hospitality Company Limited ("The Subsidiary") enters into purchasing Beam X Co., Ltd. ("BEAMX") and Moms Touch (Thailand) Co., Ltd. ("MOM'S TOUCH") which is connected person and Agenda Item 2 : To consider approval changing of objectives, limit and period for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP), and approve to proceed in matters which are materially different from those specified in the tender offer for securities. (Form 247-4). This agenda item is unrelated to the first one.

#### **Benefits of engaging in transactions**

1. Achieving the objectives of utilizing the increased capital, the Company has the opportunity to invest in a new business according to the investment plan set by the Company, which aligns with the objectives for the utilizing of the increased capital (Private Placement) that was approved by the Extraordinary General Meeting of Shareholders.
2. Expand investment into new businesses and diversify business risks by having the Subsidiary acquires assets to engage in food and beverage business, which has been growing following the end of the COVID-19 pandemic. This will also reduce depending on Technology & Innovations business, which is currently the Company's sole core business.
3. Effective management and team: The Company will have executives and team members from BEAMX and MOM'S TOUCH, who possess knowledge, skills, and experience, to assist in managing operations. This will help ensure the continuous operation of the Company's entertainment, food and beverage businesses.
4. The purchase price is considered reasonable. The pricing terms resulted from negotiations between the parties. When compared to the fair value assessed by an appraiser approved by the SEC, it is evident that the price for the assets and trademarks in this transaction is justified. Therefore, the terms of the purchase price are considered to be reasonable.

In this regard, the Board of Directors has resolved to appoint PI Advisory Co., Ltd. as the independent financial advisor to provide an opinion on the transaction. The independent financial advisor was invited to present details regarding the agenda, covering key issues such as the advantages and disadvantages of acquiring the assets, the risks associated with the transaction, and the appropriateness of the price. The summary of the independent financial advisor's opinion is as follows;

- The purchase of assets to operate food and beverage business from BEAMX and MOM'S TOUCH is deemed "appropriate" because the price at which the Company will acquire the assets is lower than the value assessed by an independent appraiser.



- The purchase of assets to operate food and beverage business from BEAMX and MOM'S TOUCH is deemed "appropriate" because the space rental fee is lower than the rental fee assessed by an independent appraiser, based on the market approach valuation method.

The independent financial advisor has expressed the opinion that this connected transaction is "reasonable and beneficial" to the Company and its shareholders. Therefore, the shareholders "should approve" the connected transaction.

**Board's opinion** Board of Directors carefully considers all details related to the transaction of acquiring assets with utmost honesty, integrity, caution, and preserving the interests of all stakeholders. The Company has engaged Financial Advisors (FA) and Independent Financial Advisors (IFA) to provide opinions and comprehensive information to the Board of Directors and Shareholders. This transaction is in line with the business plan previously disclosed by the Company, which is expected to generate immediate revenue upon completion of the transaction. Furthermore, the diversified business activities are anticipated to establish a stable income base in the long term. All considerations aim to maximize the benefits for the Company and its shareholders as a priority.

Upon considering the rationale behind the aforementioned transaction, comparing it to transactions with unrelated parties, the Board of Directors viewed that the conditions for this transaction are similar to transactions with non-related parties (Arm's Length Basis), without any transfer of benefits between the Company and the persons who may have a conflict of interest. Therefore, it is deemed appropriate to propose to the shareholders' meeting for approval Gift Hospitality Limited ("The Subsidiary"), to acquire assets from related parties of the company, as proposed.

**Audit Committee's opinion:** Not different from opinion of the Board of Directors.

The Chairman provided an opportunity for shareholders to ask questions or make comments. It was noted that no shareholders raised any questions on this agenda item.

The Chairman therefore requested the meeting to consider approving the acquisition of assets, Gift Hospitality Company Limited ("The Subsidiary") enters into purchasing Beam X Co., Ltd. ("BEAMX") and Moms Touch (Thailand) Co., Ltd. ("MOM'S TOUCH") which is connected person.

**Resolution** The meeting resolved to approve the acquisition of assets, Gift Hospitality Company Limited ("The Subsidiary") enters into purchasing Beam X Co., Ltd. ("BEAMX") and Moms Touch (Thailand) Co., Ltd. ("MOM'S TOUCH") which is connected person as proposed.

The resolution for this agenda must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and casting their votes excluding the shareholders who have an interest (616,285,332 votes).

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	528,496,516	0	0	0	528,496,516
Percent	100.0000	0.0000	0.0000	0.0000	100.0000

**Agenda 2 To consider approval changing of objectives and period for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP), and approve to proceed in matters which are materially different from those specified in the tender offer for securities (Form 247-4).**

**Objective and Reason** Currently the Company reviewed the investment plan and business opportunity, deemed appropriate to change objectives and limit for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP) to be in accordance with the business plan and flexibility in future business operations. Such the matters which are materially different from those specified in the tender offer for securities. (Form 247-4).

The changing of objectives and limit for the utilizing of the capital increase received from private placement (PP) outstanding balance 244,500,000 baht from the original plan to utilize the capital increase received from private placement to expand in Food and Beverage Business amount 85,000,000 baht, Cosmetic Surgery Business 100,000,000 bath and utilize as Working capital 59,500,000 baht changed to utilize all outstanding amount to invest in Food and Beverage Business which IRR at 13 – 18 percent.

In this regards, the Company has planned to acquire a food and beverage business amounting to 115,000,000 baht, to be completed within the year 2024. The remaining funds will be utilized to complete by the year 2025. This adjustment of objectives, budget allocations, and capital increase timeline from offering of newly issued ordinary shares to private placement (PP) is to refine the business plan to better suit investment considerations in various businesses. Investment selection in these businesses will align with the Company's objectives, without affecting the overall approved budget. This is also intended to increase the Company's opportunities for new business investments that are expected to yield good returns, considering the Company and shareholders' interests as priority. the details are as follows;

A table showing the comparison before and after the proposed revision

Objectives of utilizing capital increase	Original Plan Approved by EGM no.4/2023 on 21 November 2023				*Proposed to change (proposed this time)	
	Limit (MB.)	Utilizing (MB.)	Balance (MB.)	Limit (MB.)	Utilizing (MB.)	Timeframe (Expect within year)
Restaurant Franchise Business	-	-	-	2023	-	-
Food & Beverage Business	85.00	-	85.00	2025	115.00	2024
Travel Business or leisure place	-	-	-	2024	-	-
Working capital	59.50	-	59.50	2025	29.50	2025
Communication technology Business	300.00	300.00	-	2023	-	-
Cosmetic Surgery Business	100.00	-	100.00	2025	100.00	2025
<b>Total</b>	<b>544.50</b>	<b>300.00</b>	<b>244.50</b>	<b>-</b>	<b>244.50</b>	

However, the change in Objectives of utilizing capital increase is not expected to significantly impact the working capital and investment plans in the cosmetic surgery business according to the original objective, which the company planned to fund using proceeds from the private placement (PP). This is because the Company still has additional funding sources from the expected proceeds of exercising the warrants to purchase ordinary shares of the Company, series 2 ("GIFT-W2"), totaling 440,540,581 units at an exercise price of 1.60 baht per share. The warrants have a term of 1 year from 2 January 2024, which is the issuance and offering date of the warrants. The first exercise date is on 31 July 2024, and the last exercise date is on 30 December 2024. If all warrants are fully exercised, the Company will receive a total of 704,864,929.60 baht in additional capital (the market price (closing price) of the Company's shares as of 3 July 2024, was 3.70 baht per share), which is expected to be sufficient to be used as working capital and for investment to expand the Company's business as planned.

The Company will proceed in accordance with the Notification of the Thai Capital Market Supervisory Board No. TorJor. 12/2554 Re: 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.

Additionally, in August 2023, the Company adopted a policy to manage its liquidity and seek returns from the cash held that has no immediate investment plans. The Company provided a loan to a non-related party totaling 270,000,000 baht for a term of 1 year from August 2023 to August 2024 at an interest rate of 7.00 percent per year, with no collateral for the loan. The funding for this loan came from the capital raised through the private placement (PP) as detailed above. However, the use of the funds raised from the private placement (PP) for liquidity management and seeking returns from cash was not in accordance with the original purpose of the funds.

The Company's Board of Directors has been aware of this issue and has not been negligent. They have negotiated with the borrower to repay the loan as soon as possible, and the borrower has agreed to repay the entire loan by July 2024. During the period of the loan, the Company still has sufficient working capital for its operations (Details of the loan can be found in the document "Clarification on the inquiries from SET regarding the Company providing short-term loans," dated 1 July 2024 (including amendments). The Company would like to inform that the Company has received the full repayment of 270,000,000 Baht from the borrower on 25 July 2024.

**Board's opinion** The Board of Directors considered and deemed it appropriate to propose to the Shareholders' meeting for approval changing objectives and limit for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP) and to approve the matters which are materially different from those specified in the tender offer for securities. (Form 247-4) for the benefit and maximum financial management and flexibility in future business operations.

The Chairman provided an opportunity for shareholders to ask questions or make comments. It was noted that no shareholders raised any questions on this agenda item.

The Chairman therefore requested the meeting to consider approval changing of objectives and period for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP), and approve to proceed in matters which are materially different from those specified in the tender offer for securities (Form 247-4).

**Resolution** The meeting resolved to approve changing of objectives and period for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP), and approve to proceed in matters which are materially different from those specified in the tender offer for securities (Form 247-4).

The resolution for this agenda must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and casting their votes.

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,144,781,848	0	0	0	1,144,781,848
Percent	100.0000	0.0000	0.0000	0.0000	100.0000

**To consider other matters (if any)**

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

After the meeting has considered and voted on each agenda item as outlined in the invitation to the meeting, the Chairman gave shareholders the opportunity to ask questions and express their opinions. However, no shareholders asked any additional questions.

There were no further questions were raised by the shareholders, the Chairman thanked the shareholders for attending the meeting and declared the meeting closed.

**The meeting was closed at 14.50 hrs.**

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

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