

(Translation)

No. GIFT 2024/011

June 26, 2024

Subject : Notification of the Resolutions of the Board of Directors' Meeting the acquisition of assets of subsidiary; Gift Hospitality Co.,Ltd ("The Subsidiary") enters into purchasing assets from Okonomi (Thailand) Co.,Ltd which is connected transaction party.

To : President,
The Stock Exchange of Thailand

Enclosure : Information Memorandum on the Asset Acquisition of Connected Transaction of Gift Infinite Co.,Ltd.

Gift Infinite Public Company Limited ("The Company") would like to inform the resolution of The Board of Directors' meeting No. 5/2024 which held on June 26, 2024 approved Gift Hospitality Co., Ltd. ("The Subsidiary" or "GH") which is the subsidiary that the Company held shares 99.99% of the paid-up capital entering into purchasing assets for Food & Beverage Business and to receive transfer the lease agreement of space that is the location of OKONOMI Restaurant 3 branches i.e. Sukhumvit 38 branch, Central Embassy branch and Asoke Tower branch from Okonomi (Thailand) Co., Ltd. which is connected transaction party at a total value of not exceeding 35.66 million baht ("Asset Purchase Transaction").

The Asset Purchase Transaction is regarded as an acquisition of assets of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (as amended) (collectively called "Notifications on Acquisition or Disposal"). The transaction has a maximum size of 1.65 %, calculated under the total value of consideration basis (total value of consideration is 35.66 million baht) according to the Company's consolidated financial statements, audited by a certified public accountant, for the first quarter ended March 31, 2024. In the past six-month period, the Company did not enter into any other asset acquisition transactions. Due to the transaction size is less than 15.00% of total value of consideration, therefore the Company is not required to prepare and disclose the information memorandum on this transaction to the Stock Exchange of Thailand ("SET").

In view of size of the connected transaction in the category of assets and services-related transaction under the Notifications on Connected Transactions, it is found that the connected transactions by the Company with OKONOMI has a size equal to 2.96 % of net tangible asset ("NTA") of the Company (its NTA as at March 31, 2024 amounted to 675.60 million baht) according to the consolidated financial statements, reviewed by a certified public accountant, for the first quarter ended March 31, 2024. In the past six-month period, the Company did not enter into any other connected transactions with OKONOMI or related persons.

In this regard, the Transaction is greater in value than 1.00 million baht but less than 20.00 million baht, or higher than 0.03% but not exceeding 3.00% of the Company's NTA, whichever is higher. Therefore, the Company is required to obtain approval from the Board of Directors and to prepare and disclose information on such transaction to SET according to the Notifications on Connected Transactions, but is not required to seek approval from the shareholders' meeting.

For your information

Yours sincerely,

- Signed -
(Mr. Surachai Chetchotisak)
Chief Executive Officer
Gift Infinite Company Limited

(Translation)

**Information Memorandum on Connected Transaction
of Gift Infinite Public Company Limited**

The Board of Directors' Meeting of Gift Infinite Plc. ("the Company" or "GIFT") No. 5/2024, on June 26, 2024, to consider granting approval for Gift Hospitality Co., Ltd. ("Subsidiary" or "GH"), a subsidiary in which the Company holds 99.99% of its issued and paid-up capital,¹ to purchase assets for operation of Food & Beverage Business and acceptance of a transfer of the space lease agreement for the location of three OKONOMI branches which are Sukhumvit 38, Central Embassy and Asoke Tower, free of charge from Okonomi (Thailand) Co., Ltd. ("OKONOMI"), which is connected person of the Company, at a total value of not exceeding 35.66 million baht ("Asset Purchase Transaction"), the details of which are as follows:

1. Date of the transaction

The Asset Purchase Transaction will take place after approval has been obtained from the Board of Directors' Meeting. The Subsidiary will sign the asset sale and purchase agreement, and the related documents (if any) and expects that the Asset Purchase Transaction will be completed by July 26, 2024 or within 30 days from the date The Subsidiary signs the asset sale and purchase agreement.

2. Relevant parties and their relationship

2.1 Purchase assets for operation of food & beverage business

2.1.1. Contractual parties

Purchaser : Gift Hospitality Co., Ltd. ("Subsidiary" or "GH")
Seller : Okonomi (Thailand) Co., Ltd. ("OKONOMI")

2.1.2. Relationship

OKONOMI is deemed a connected person of the Company because OKONOMI and the Company have a mutual major shareholder, Mr. Chet Chetchotisak, who holds 799,998 shares in OKONOMI or 20.00% of OKONOMI's issued and paid-up capital, and holds 641,275,532 shares² in the Company or 48.53% of the Company's issued and paid-up capital

2.2 Acceptance of a transfer of the space lease agreement for the location of OKONOMI branches

2.2.1 Contractual parties

Transferee : Gift Hospitality Co., Ltd. ("Subsidiary" or "GH")
Transferor : Okonomi (Thailand) Co., Ltd. ("OKONOMI")
Lessor : A third party, which is not deemed a connected person of the Company

2.2.2 Relationship

The lessor is not deemed a connected person of the Company as they are unrelated to each other.

¹ This is based on Gift Hospitality Co., Ltd.'s list of shareholding (BorOrChor.5) dated April 29, 2024.

² On March 9, 2023, Mr. Surachai Chetchotisak, Mr. Chet Chetchotisak, Mr. Chot Chetchotisak and Chetchot Holdings Co., Ltd. ("CCH") reported the commencement of status of a concert party in Form of Report on Acquisition or Disposition of Securities (Form 246-2) of the Company. In this regard, Mr. Surachai Chetchotisak, Mr. Chet Chetchotisak, Mr. Chot Chetchotisak and CCH hold 257,431,932 shares, 30,000,000 shares, 37,343,600 shares and 316,500,000 shares in the Company, representing 19.48%, 2.27%, 2.83% and 23.95% of the Company's issued and paid-up capital respectively, according to the Company's shareholding information as at the latest register book closing date to suspend share transfer on June 18, 2024.

3. General characteristics of the transaction

The Board of Directors' Meeting of the Company No. 5/2024, on June 26, 2024, to consider granting approval for GH, a subsidiary in which the Company holds 99.99% of its issued and paid-up capital, to purchase assets for operation of Food & Beverage Business and acceptance of a transfer of the space lease agreement for the location of three OKONOMI branches from OKONOMI, free of charge from OKONOMI, which is connected person of the Company, at a total value of not exceeding 35.66 million baht the details of which are as follows:

- (1) Purchase of assets used for business operation of OKONOMI, a Japanese eatery & café offering both authentic Japanese dishes and beverages and bakeries, for three branches ³ at Sukhumvit 38, Central Embassy, and Asoke Tower, consisting of equipment, tools, utensils, decorations, furniture, etc., at a value of not exceeding 20.00 million baht
- (2) Acceptance of a transfer of the space lease agreement for the location of three OKONOMI branches, free of charge, whereby the remaining rent under such agreement payable by the Subsidiary to the original lessor, with which OKONOMI entered into the lease agreement and which is not a connected person of the Company, amounts to not exceeding 15.66 million baht ⁴.

4. Type and size of the transaction

The Asset Purchase Transaction is regarded as an acquisition of assets of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (as amended) (collectively called "Notifications on Acquisition or Disposal"). The transaction has a maximum size of 1.65%, calculated under the total value of consideration basis (total value of consideration is 35.66 million baht) according to the Company's consolidated financial statements, audited by a certified public accountant, for the first quarter ended March 31, 2024. In the past six-month period, the Company did not enter into any other asset acquisition transactions. Due to the transaction size is less than 15% of total value of consideration, therefore the Company is not required to prepare and disclose the information memorandum on this transaction to the Stock Exchange of Thailand ("SET").

Basis	Details of calculation	Transaction size
(1) Net tangible assets (NTA)	Not applicable as this is not an acquisition of securities	-
(2) Net profit	Not applicable as this is not an acquisition of securities	-
(3) Total value of consideration	<u>35.66 million baht x 100</u> 2,159.84 million baht ^{1/}	1.65%
(4) Value of equity shares	Not applicable as there is no issuance of new securities as payment for acquired assets	-

Remark: ^{1/} Total assets are based on the Company's consolidated financial statements, reviewed by a certified public accountant, for the first quarter ended March 31, 2024

³ OKONOMI operates four branches at Sukhumvit 38, Central Embassy, Emsphere, and Asoke Tower. Under this transaction, the Subsidiary company will purchase assets used for business operation only 3 branches which are Sukhumvit 38, Central Embassy, and Asoke Tower. As for the Emsphere branch, OKONOMI will close this branch due to the operating result is not as expected. In addition, OKONOMI also operates YUJI RAMEN, a famous fishbone soup ramen shop from Brooklyn, New York, for one branch at Central Chidlom which OKONOMI will close this branch as well as OKONOMI Emsphere branch. Therefore OKONOMI will close Emsphere branch and YUJI Ramen within September 30, 2024.

⁴ The total remaining rent under such agreement is not exceeding 15.66 million baht, comprising rent for the location of three OKONOMI branches. Since the lease agreement for OKONOMI Sukhumvit 38 Branch will expire on August 31, 2024, the estimated rent under the new lease agreement that the Subsidiary will sign directly with the lessor of 4.49 million baht for a three-year term (September 1, 2024 – August 31, 2027) is accordingly incorporated into the total remaining rent.

In view of size of the connected transaction in the category of assets and services-related transaction under the Notifications on Connected Transactions, it is found that the connected transactions by the Company with OKONOMI has a size equal to 2.96% of net tangible asset (“NTA”) of the Company) its NTA as at March 31, 2024 amounted to 675.60 million baht) according to the consolidated financial statements, reviewed by a certified public accountant, for the first quarter ended March 31, 2024. In the past six-month period, the Company did not enter into any other connected transactions with OKONOMI or related persons. The Transaction is greater in value than 1.00 million baht but less than 20.00 million baht, or higher than 0.03% but not exceeding 3.00% of the Company’s NTA, whichever is higher. Therefore, the Company is required to obtain approval from the Board of Directors and to prepare and disclose information on such transaction to SET according to the Notifications on Connected Transactions, but is not required to seek approval from the shareholders’ meeting.

Basis	Details of calculation	Transaction size
Size of the connected transaction with OKONOMI	<u>20.00 million baht x 100</u> 675.60 million baht ^{1/}	2.96%

Remark: 1/ The Company’s NTA is calculated from total assets of 2,159.84 million baht, less right-of-use assets, net, of (2.47) million baht, less intangible asset of (2.03) million baht, less goodwill of (385.08) million baht, less deferred income tax of (10.10) million baht, less total liabilities of (632.76) million baht, less non-controlling interests of (451.80) million baht, equal to 675.60 million baht, based on the Company’s consolidated financial statements, reviewed by a certified public accountant, for the first quarter ended March 31, 2024.

5. Details of Related Persons

Name	Interests
Okonomi (Thailand) Co., Ltd. (“OKONOMI”)	<ul style="list-style-type: none"> - OKONOMI and the Company have a mutual major shareholder, Mr. Chet Chetchotisak, who holds 799,998 shares^{1/} in OKONOMI, representing 20.00% of OKONOMI’s issued and paid-up capital, and holds 641,275,532 shares^{2/} in the Company, representing 48.53 % of the Company’s issued and paid-up capital. - Mr. Chet Chetchotisak is director of OKONOMI and is Head of Marketing Strategy Department of the Company.^{3/} - Mr. Chot Chetchotisak is director of OKONOMI and is Deputy Chief Executive Officer of the Company.^{4/}

Remark:

- 1/ This is based on shareholding information of Okonomi (Thailand) Co., Ltd. (“OKONOMI”) as at April 30, 2024 derived from the juristic entity database of Business Online Plc. (“BOL”). Mr. Chet Chetchotisak holds 799,998 shares in OKONOMI, representing 20.00 % of OKONOMI’s issued and paid-up capital, and Mr. Narin Anuchitanukul, who is not deemed a connected person of the Company, holds 3,200,001 shares in OKONOMI, representing 80.00% of OKONOMI’s issued and paid-up capital.
- 2/ On March 9, 2023, Mr. Surachai Chetchotisak, Mr. Chet Chetchotisak, Mr. Chot Chetchotisak and Chetchot Holdings Co., Ltd. (“CCH”) reported the commencement of status of a concert party in Form of Report on Acquisition or Disposition of Securities (Form 246-2) of the Company. In this regard, Mr. Surachai Chetchotisak, Mr. Chet Chetchotisak, Mr. Chot Chetchotisak and CCH hold 257,431,932 shares, 30,000,000 shares, 37,343,600 shares and 316,500,000 shares in the Company, representing 19.48%, 2.27%, 2.83% and 23.95% of the Company’s issued and paid-up capital respectively, according to the Company’s shareholding information as at the latest register book closing date to suspend share transfer on June 18, 2024.
- 3/ Mr. Chet Chetchotisak assumed this position on September 1, 2023.
- 4/ Mr. Chot Chetchotisak assumed this position on January 2, 2024 (he was formerly appointed Head of Business Development Department on May 1, 2023).

6. Basis for determination of consideration value

The Company and the Subsidiary will jointly determine the consideration value on a conservative basis and with due care. Details of the basis used for determining value of consideration for the Asset Purchase Transaction of not exceeding 35.66 million baht are as follows:

- (1) Basis for determining value of consideration for the purchase of assets for business operation of three OKONOMI branches, consisting of equipment, tools, utensils, decorations, furniture, etc., of not exceeding 20.00 million baht is determined from mutual negotiation and agreement by the Company and the Subsidiary with OKONOMI, based on property fair value appraisal by the independent valuers approved by the Valuers Association of Thailand and the principal appraisers approved by the SEC, T.A. Management Corporation (1999) Co., Ltd. (“TA”). The fair value appraised on February 19, 2024 is equal to 26.56 million baht.

- (2) For the acceptance of a transfer of the space lease agreement for the location of three OKONOMI branches from OKONOMI, free of charge, the Subsidiary, as the transferee, must pay the remaining rent under such agreement to the original lessor, with which OKONOMI entered into the lease agreement and which is not a connected person of the Company, at a value of not exceeding 15.66 million baht, which is based on the original rent rate paid by OKONOMI to the lessor under the lease agreement.

7. Sources of funds

The Subsidiary will pay the consideration for the purchase of assets for business operation of 3 OKOMOMI branches consisting of equipment, tools, utensils, decorations, furniture, etc., at a value of not exceeding 20.00 million baht and the remaining rent under such agreement payable by the Subsidiary to the original lessor, with which OKONOMI entered into the lease agreement and which is not a connected person of the Company, amounts to not exceeding 15.66 million baht. Transaction at a total value of not exceeding 35.66 million baht to OKONOMI. Source of funds will come from the Company's working capital.

8. Reasons and Necessity for the Transaction

The Company views that the Asset Purchase Transaction will be beneficial to the Company and its shareholders based on the following reasons:

- (1) The Company will have the opportunity to expand its investment to a new promising business as the Subsidiary will acquire the assets used in the operation of Food & Beverage Business, which exhibits strong growth after riding out the COVID-19 crisis. Moreover, the Company will be able to lessen its reliance on the communication technology business, which currently is its only core activity.
- (2) The Company will have the teams of management and staff members from OKONOMI, who have knowledge, capability and experience in food & beverage business, to undertake business administration so as to ensure its Food & Beverage Business can be carried on uninterruptedly.
- (3) The Subsidiary will purchase the assets and brands for operation of food & beverage business from OKONOMI at a total value of not exceeding 20.00 million baht, which has been determined from their mutual negotiation. When compared with a fair value appraised by TA being the independent valuers approved by the Valuers Association of Thailand and the principal appraisers approved by the SEC, which was appraised on February 19, 2024 at 26.56 million baht, the purchase price for the assets is lower than such fair value appraised by the valuer by (6.59) million baht, demonstrating that the transaction is a worthwhile investment, the details of which are as follows:

9. Opinion of the Board of Directors on the transaction

The Board of Directors' Meeting of the Company No. 5/2024 on June 26, 2024 considered details of the Asset Purchase Transaction with integrity and carefulness and in the interest of the Company, and then resolved to grant approval for the Company to enter into such transaction. The Board of Directors was of the opinion that the Asset Purchase Transaction is appropriate, reasonable and in the best interests of the Company and all its shareholders in the long term, as described in Item 8 above. In view of the benefit receivable by the Company and reasonableness of the transaction compared with the transaction executed with other non-connected persons, the Board of Directors deemed that the Asset Purchase Transaction will be executed with the connected persons on an arm's-length basis, without any transfer of benefit between the Company and the persons who may have a conflict of interest, and that the conditions are set out in the same manner as those of the usual sale and purchase transactions.

In this regard, the Company, as a listed company on the SET, will have to abide by the rules and regulations for connected transactions as if the transaction would be entered into with the non-connected persons, taking into account the best interest of the Company, so as to ensure that the minority shareholders will not be affected by the connected transaction.

In addition, Mr. Surachai Chetchotisak, being an interested director, did not attend and cast a vote in the agenda to approve this Asset Purchase transaction.

10. Opinion of the Audit Committee and/or the directors that is different from opinion of the Board of Directors

- None -