



# GRATITUDE I N F I N I T E

Gratitude Infinite Public Company Limited

**GIFT**

INVITATION FOR THE  
2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

on Friday 5 April 2019 at 9.30 a.m. at Pinklao 1 room, 9th floor, Royal city Hotel (Pinklao)

800 Boromrat-Chonnani Rd. Bangbumru Bangplad Bangkok 10700

No. GIFT62/23002

1 March 2019

<b>Subject</b>	<b>Invitation to the Annual General Meeting of Shareholders for the year 2019</b>
Attention	Shareholders Gratitude Infinite Public Company Limited
Attachment	<ol style="list-style-type: none"><li>1. Minutes on the Annual General Meeting of Shareholders for the year 2018</li><li>2. 2018 Annual Report in a QR CODE format</li><li>3. Brief profile and relevant information of nominated directors who are due to retired by rotation and re-electing to be the company directors.</li><li>4. The company's regulation about the Shareholders' Meeting</li><li>5. Condition and procedure of the Annual General Meeting of Shareholders for the year 2018 registration, the proxy and voting process</li><li>6. Information of independent director whom the company proposes as proxies for the absent shareholders.</li><li>7. Proxy Form 3 forms (choose only 1 form)</li><li>8. Map of the meeting location</li></ol>

The Board of Directors of Gratitude Infinite Public Company Limited ("The Company") would like to invite the shareholders to the Annual General Shareholders' Meeting for the year 2019 (AGM) on Friday 5 April 2019 at 9.30 a.m. at Pinklao 1 room, 9<sup>th</sup> floor, Royal city Hotel (Pinklao) 800 Boromrat-Chonnani Rd. Bangbumru Bangplad Bangkok 10700 for the following meeting's agenda.

#### **Agenda 1 Chairman Report**

**Preamble:** Chairman would like to inform to shareholders about the progress on the implementation of the resolutions of the previous shareholders meeting.

**The Board of Directors' Opinion:** The Board of Director agreed that this issue should be presented to the Meeting for acknowledgement.

**Resolution:** This agenda must not be approved.

#### **Agenda 2 To consider and approve the minutes of to the Annual General Shareholders' meeting for the year 2018 held on 30 April 2018**

**Preamble:** The Company held the Annual General Meeting of Shareholder for the year 2018 on 30 April 2018 and prepared the minutes to propose to the shareholders meeting to approve the minutes.

**The Board of Directors' Opinion:** The Meeting should approve to the minutes of 2018 Annual General Meeting of Shareholders of The Company, which was held on 30 April 2018. The Board of Directors has agreed that the report was correctly recorded according to Attachment No.1.

**Resolution:** This agenda item must be approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes.

**Agenda 3 To acknowledge the Board of Director's report of the Company's performance for the year 2018.**

**Preamble:** According to the Public Limited Companies Act B.E. 2535 and the Articles of Association of the Company, The Company must report the company's performance for the year 2018 in the meeting.

**The Board of Directors' Opinion:** The Meeting should acknowledge The Company's performance for the year 2018 and also approve the 2018 annual report according to Attachment 2.

**Key points on financial report at the year ended 31 December 2018**

(unit: million baht)

List	Consolidated financial report				Increase by (decrease) %	Separate financial report			
	31-Dec-18	%	31-Dec-17	%		31-Dec-18	%	31-Dec-17	%
Cash and cash equivalents	393.33	37.24	298.28	31.76	31.87	359.32	34.19	272.67	28.92
Trade account receivable	202.20	19.14	226.07	24.07	(10.56)	203.29	19.35	225.77	23.95
Inventories	178.93	16.94	129.07	13.74	38.63	168.72	16.06	127.20	13.49
Other Assets	281.73	26.68	285.63	30.43	(1.37)	319.47	30.40	317.14	33.64
<b>Total Assets</b>	<b>1,056.19</b>	<b>100.00</b>	<b>939.05</b>	<b>100.00</b>	<b>12.47</b>	<b>1,050.80</b>	<b>100.00</b>	<b>942.78</b>	<b>100.00</b>

(Unit: Million Baht)

List	Consolidated financial report				Increase by (decrease) %	Separate financial report			
	31-Dec-18	%	31-Dec-17	%		31-Dec-18	%	31-Dec-17	%
Short-term loans	183.25	64.79	185.29	71.42	(1.10)	183.25	65.41	185.29	71.30
Trade and other payables	77.09	27.48	54.56	21.03	41.29	76.18	27.19	55.30	21.28
Other liabilities	21.97	7.73	19.58	7.55	12.21	20.72	7.40	19.27	7.42
<b>Total liabilities</b>	<b>282.31</b>	<b>100.00</b>	<b>259.43</b>	<b>100.00</b>	<b>8.82</b>	<b>280.15</b>	<b>100.00</b>	<b>259.86</b>	<b>100.00</b>

(Unit: Million Baht)

List	Consolidated financial report				Increase by %	Separate financial report			
	31-Dec-18	%	31-Dec-17	%		31-Dec-18	%	31-Dec-17	%
Paid ordinary shares	412.81	53.35	341.73	50.29	20.80	412.81	53.56	341.73	50.04
Share premium	151.78	19.61	80.70	11.87	88.08	151.78	19.70	80.70	11.82
Other deficits	(1.16)	(0.15)	(1.16)	(0.17)	-	-	-	-	-
Treasury shares	(53.11)	(6.86)	-	-	-	(53.11)	(6.89)	-	-
Appropriated - statutory reserve	32.90	4.25	28.10	4.13	17.08	32.90	4.27	28.10	4.11
Appropriated - treasury shares reserve	53.11	6.86	-	-	-	53.11	6.89	-	-
Unappropriated retained earnings	196.68	25.41	237.39	34.93	(17.15)	192.58	24.99	239.59	35.08
Other components of shareholder's equity	(19.42)	(2.51)	(7.20)	(1.06)	169.72	(19.42)	(2.52)	(7.20)	(1.05)
Non-controlling interests of owners of the company	0.29	0.04	0.06	0.01	383.33	-	-	-	-
<b>Total equity</b>	<b>773.88</b>	<b>100.00</b>	<b>679.62</b>	<b>100.00</b>	<b>13.87</b>	<b>770.65</b>	<b>100.00</b>	<b>682.92</b>	<b>100.00</b>

### **Total Assets**

The Company's total assets as of 2018 amounted to 1,056.19 Million Baht, which increased 117.14 Million Baht (12.47%) from year to year. The Company's total assets comprised of 73.93% of current assets and 26.07% of non-current assets. The increase in total assets was mainly due to increased cash and bank deposits from the exercise of warrants (GIFT-W1) in the amount of 142 million baht and inventories that increased from 2017, representing 38.63%. Because the product has a reserve for alcohol products for sufficient distribution. *(Refer to the Annual Report 2018, page 138)*

### **Total Liabilities**

The Company's total liabilities as of 2018 amounted to 282.31 Million Baht, increased by 22.88 Million Baht or (8.82%) from previous year. The Company's liabilities consist of current liabilities accounted for 97.63% and 2.37% of non-current liabilities. Current liabilities of the Company are short-term loans from financial institutions, trade payables and other payables. Non-current liabilities of the Company are installment contracts, long-term employees' benefits and deferred income tax. *(Refer to the Annual Report 2018, page 138)*

### **The Shareholders' Equity**

The Company's equity as of 2018 amounted to 773.88 Million Baht, increased from 2017 by 94.26 Million Baht, or increased by 13.87%. The main reason is from the continuous growth of company operating net profit, and the increase in paid capital from the use of conversion right of (GIFT-W1). *(Refer to the Annual Report 2018, page 138)*

**Key point on financial statement at the year ended 31 December 2018 as follows**

(Unit: Million Baht)

List	Consolidated financial report				Increase by (decrease) %	Separate financial report			
	31-Dec-18	%	31-Dec-17	%		31-Dec-18	%	31-Dec-17	%
Sales revenue	783.07	98.67	747.91	97.79	4.70	772.11	98.68	747.85	97.80
Other income	0.93	0.12	10.33	1.35	(91.00)	0.93	0.12	10.33	1.35
Total revenue	793.63	100.00	764.82	100.00	3.77	782.45	100.00	764.68	100.00
Operating profit	188.60	24.08	187.36	25.05	0.66	178.12	23.07	179.58	24.08
Net profit	102.19	12.88	105.66	13.82	(3.28)	95.90	12.26	101.70	13.30
Profit per share	0.26		0.33			0.25		0.32	
ROA	13.19%		15.15%			12.49%		14.61%	
ROE	14.07%		17.05%			13.19%		16.27%	

**Total Revenue**

In 2018, the company had total revenue of 793.63 million baht increase of 3.77 percent from 2017, which increased slightly from the last year. (Refer to the Annual Report 2018, page 136)

**Cost of Goods Sold**

Cost of goods sold in 2018 amounted to 594.47 Million Baht, increased from 2017 around 6.05 % (Refer to the Annual Report 2018, page 136)

**Selling and Administrative Expenses**

Total of expenses relating sales activities in 2018 is more than the amount in 2017 at 7.04%, to show 26.69 million Baht from 24.94 million Baht. This is because of marketing and advertising expenses for marketing for finished products.

Management expenses in 2018 decreases 7.83% from 44.13 million Baht to 40.68 million Baht as a result of the decrease in main expenses such as executive compensation in 2018, equal to 14.45 million baht, decreased from the previous year. 2017 accounted for 16.00% due to changes in management personnel.

Corporate income tax in 2018 was 25.11 million baht, a decrease of 1.83 percent from 2017.

(Refer to the Annual Report 2018, page 136)

### **Net Profit and Profitability**

In 2018, single operating profit accounts for 95.90 million Baht, comparing to 2017 at 101.70 million Baht. This is 5.71% or 5.80 million Baht less. Company's corporate financial budget has net profits 102.19 million Baht, decreasing 3.48 million Baht or 3.29% from previous year. This is because the higher cost of sales due to higher product prices in accordance with the overall market conditions. *(Refer to the Annual Report 2018, page 136)*

### **Key Financial Ratios**

In 2018, the company had a gross profit margin of 24.08 percent, decreased from the year 2017 with a gross profit margin of 25.05 percent, since in 2018, the cost of sales has increased from product prices according to the overall market conditions.

Return on Asset in 2018 amounted to 13.19%, reduced from 2017 by 12.94%.

Return on Equity in 2018 amounted to 14.07%, reduced from 2017 by 17.54%

Both returns decreased from 2017 because the increase in shareholders by 13.87% which resulted from the increase of paid capital from the use of conversion right of (GIFT-W1). *(Refer to the Annual Report 2018, page 136)*

**Cash flows for the year ended 31 December 2018 as follows**

(Unit: Million Baht)

List	Consolidated financial report				Increase by (decrease) %	Separate financial report			
	31-Dec-18	%	31-Dec-17	%		31-Dec-18	%	31-Dec-17	%
Beginning cash flows	298.28	75.84%	299.44	100.38%	(0.39)	272.67	75.89%	289.58	106.20%
Net cash flows from operation	103.58	26.33%	47.83	16.04%	116.56	98.83	27.50%	43.38	15.91%
Net cash flows used in investing	(10.26)	(2.61%)	(76.73)	(25.72%)	(86.63)	(13.68)	(3.81%)	(87.97)	(32.26%)
Net cash flows used in financing	1.74	0.44%	27.74	9.30%	(93.73)	1.50	0.42%	27.68	10.15%
Ending cash flows	393.33	100.00%	298.28	100.00%	31.87	359.32	100.00%	272.67	100.00%

**Cash Flow**

Year 2018, the company had cash flow from operations of 103.58 million baht, increased from 2017, equal to 55.75 million baht, equivalent to 116.56 percent, mainly due to the decrease in trade accounts receivable and inventories which increased both in quantity from reserve products for sale and in terms of price from higher product costs according to overall market conditions

The Company's net cash flows from investing activities in 2018 accounted for 10.26 Million Baht, decrease of 66.47 million baht from the year 2017, mainly due to the decrease in cash received from selling investment in available-for-sale securities and last year. (2017) The Company has invested in land worth 74.54 million baht. Net cash from financing activities was 1.74 million baht, a decrease of 26.00 million baht from 2017, mainly due to the repurchasing the company's own shares is for financial management purposes 53.11 million baht and 84.99 million baht dividend amount.

The aforementioned net cash flows of the Company result in the balance of cash and bank's deposit of 393.33 Million Baht. (Refer to the Annual Report 2018, page139)

**Resolution:** This agenda must not be approved.



**Agenda 4 To consider and approve the Financial Statement for the year 2018 ended as of 31 December, 2018 Preamble:**

**Preamble:** According to the Public Limited Companies Act B.E. 2535 and the Articles of Association of the Company, the Board of Directors has to prepare the financial statement as end of fiscal year to propose to the meeting for approve.

**The Board of Directors' Opinion:** The Meeting should acknowledge The Company's financial position, net income statement as of 31 December 2018, and the auditor's report which has been approved by the audit committee and verified and certified by auditors according to the annual report in the Attachment No.2

**Resolution:** This agenda item must be approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes.

**Agenda 5 To consider and approve the allocation of the net profit for the year 2018 for distribution as a legal reserve**

**Preamble:** Regarding the allocation for the capital reserves as per the Article 116 of the Public Limited Companies Act B.E. 2535, the Company has to set aside a certain amount of the annual net profit as a capital reserve retained earnings for the amount not less than 5 percent of the annual net profit less accumulated loss (if any) until the amount of the capital reserve shall be not less than 10 percent of the registered capital.

**The Board of Directors' Opinion:** the board requested the meeting to consider and approve the allotment of net profit in 2018, 95.90 Million Baht (individually), to legal reserve 4.8 Million Baht or 5.01% of net profit for the year 2018, accumulated to 32.90 million baht or 7.25% of registered capital as of ended 31 December 2018.

**Resolution:** This agenda item must be approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes.

**Agenda 6 To consider and approve the dividend payment for the year 2018**

**Preamble:** Our dividend policy is based on an annual pay-out ratio of 40% of net income. Dividend pay-out may vary as per financial needs of the business but will be on the ground to provide utmost benefits to the shareholders. The dividend payout recommended by Board of Directors must be proposed for approval during shareholder's general meeting. However, Board of Directors is authorized to approve interim dividend and will report to shareholders in the next meeting.

**The Board of Directors' Opinion:** The Board requested the Meeting to consider and approve the allotment of net profit in 2018, 95.90 Million Baht (individually), to pay dividend at 0.20 baht per share. Total dividends of 80,162,345 Baht would be equivalent to the dividend rate at 88.00% of the net profit of money after reducing reserved money. This is incorporate with dividend payout policy. The set date of shareholder selection for dividend payout is on the 19<sup>th</sup> April 2019 and the payout date is on 30<sup>th</sup> April 2019.

**Comparison of dividend payment between years**

	2016	2017	2018
Earnings Per Share	0.35	0.33	0.26
Dividend Per Share	0.1350	0.2059	0.2000
Dividend payout per margin (%)	40.13	87.98	88.00

The right to receive the dividend is still uncertain until it has been approved by the General Meeting of Shareholders for the year 2018, Such cash dividend payment pay from net profit which a shareholder can credit the dividend tax at the rate of 80 to 20 according to section 47 bis of the Revenue Code

**Resolution:** This agenda item must be approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes.

**Agenda 7 To consider and appoint auditor and set the audit fee for the year 2019**

**Preamble:** According to the Public Limited Companies Act B.E. 2535 and the Articles of Association of the Company, Auditor and the Auditor's remuneration must be appointed by the meeting.

**The Board of Directors' Opinion:** The Meeting should consider and approve the appointment of Auditor and fix the Auditor's remuneration as proposed by the Board of Directors

Approved to appoint Miss Thanyaporn Tangthanopajai, the auditor who holds license no.9169 and/or Mr.Suwat Maneekanoksakul the auditor who holds license no.8134, and/or Miss Arisa Chumwisut, the auditor who holds license no.9393 of Dharmniti Auditing Co.,Ltd. , being the auditor of the company and its subsidiaries for the year 2019, which is the change of the auditor because when considering the comparison with the amount of work and the audit fee of the auditor from other companies, then the Dharmniti Auditing Co.,Ltd. has appropriate audit fees is independent and neutral and also being an auditor approved by the Securities and Exchange Commission to audit the financial statements of companies listed on the stock exchange.

Audition principle: one of auditor is authorized to certified financial statement of year 2019. This persons being independent there is no relationship or interest with the company / subsidiary / associated company / director / executive / major shareholder or any person related to such person. With the remuneration of the company in the amount of 900,000 baht per year and the remuneration of the subsidiary which the auditor and the same audit office a total of 384,000 baht per year.

**List of consideration as accounting auditor**

Name of accounting auditor	License number	Number of years being the company's auditor
MISS THANYAPORN TANGTHANOPAJAI	9169	-
MR. SUWAT MANEESAKUL	8134	-
Miss ARISA CHUMWISUT	9393	-

**2 previous years of accounting auditors' fee for the mother company**

	2016	2017	2018 (Consideration)
Year-ended auditing fee	550,000	750,000	480,000
1 <sup>st</sup> quarter auditing fee	170,000	200,000	140,000
2 <sup>nd</sup> quarter auditing fee	170,000	200,000	140,000
3 <sup>rd</sup> quarter auditing fee	170,000	200,000	140,000
	1,060,000	1,350,000	900,000

Remark Other fee : n/a

**2 previous years of accounting auditors' fee for subsidiaries**

	Lavish Laboratory Co.Ltd.			Ligit Co.Ltd.			Natural Gift Society Co.Ltd.		
	2017	2018	2019 (Consideration)	2017	2018	2019 (Consideration)	2017	2018	2019 (Consideration)
Year-ended auditing fee	170,000	220,000	200,000	40,000	40,000	30,000	5,000	70,000	40,000
1st quarter auditing fee	60,000	60,000	30,000	-	-	-	-	10,000	8,000
2nd quarter auditing fee	60,000	60,000	30,000	-	-	-	-	10,000	8,000
3rd quarter auditing fee	60,000	60,000	30,000	-	-	-	-	10,000	8,000
Total	350,000	400,000	290,000	40,000	40,000	30,000	5,000	100,000	64,000

Remark Other fee : n/a

**Resolution:** This agenda item must be approved by the majority of the shareholder's voting who are present at the meeting and cast their votes.

**Agenda 8 To consider and approve the re-election of Directors who retired by rotation for the year 2019.**

**Preamble:** According to the Public Limited Companies Act B.E. 2535 and the Articles of Association of the Company, one third of the directors shall resign at every Annual General Shareholders' Meeting. If the number of directors cannot be split into three equal proportions, the number nearest to one third shall prevail. A retiring director is also eligible for reappointment. In the Annual General Shareholders' meeting for the year 2019, 4 directors shall be scheduled to retire by the Act and the Article of Association, namely 1) Asst. Prof. Dr. Dhollakanis Thengammnuay 2) Miss.Siruswadi Suthiworapunchai 3) Mr.Virat Suwannapasri 4) Mr.Perapol Suwannapasri

The Company posted an announcement on the Company's website and made a notification via the electronic information system of The Stock Exchange of Thailand giving rights and inviting shareholders to nominate qualified person to be elected as a members of the Company's Board of Directors and propose any agenda in advance for the Annual General Shareholders' Meeting.

**The Board of Directors' Opinion:** The Board of Director, excluding the nominated directors, proposed that the retiring 4 directors be reappointed as members of the Board of Directors for another term for the year 2019, 2 of which are also independent directors. They are Asst. Prof. Dr. Dhollakanis Thengammnuay and Miss.Siruswadi Suthiworapunchai based on the period of taking the roles till the end of the term, it accounts for over 9 years of qualified experience. With all qualification, experiences from various areas of professions, list of the directors below are well selected:

List of directors who are due to retire	Position	Years of taking position	Meeting attendance history of year 2018	Number of Shares owned
Asst. Prof. Dr. Dhollakanis Thengammnuay	Audit Committee And Independent Director	8	4/4	-
Miss Siruswadi Suthiworapunchai	Audit Committee And Independent Director	8	4/4	-
Mr. Virat Suwannapasri	Director	8	5/5	-
Mr. Perapol Suwannapasri	Director	8	4/5	3,490

These Directors has been considered to be fully qualified by the Public Limited Companies Act B.E. 2535. The brief profile and relevant information is presented in Attachment No.2.

**Resolution:** This agenda item must be approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes.

#### **Agenda 9 To consider and approve remuneration to the Board of Directors for the year 2019**

**Preamble:** According to The Public Limited Companies Act B.E. 2535, the Company is not allowed to pay any sum of money or property to the directors apart from the remuneration which is in accordance with the Articles of Association of the Company and pay according to the attendance. The director's remuneration of the Company are only in form of attendance remuneration, no other form of compensation and benefits.

The rules and procedures for the proposed remuneration.

Company to comply with the rules and policies of the Board of Directors. Considering linked to the performance of the company. The operations and responsibilities of directors. And the Company's remuneration policy. Directors clearly and transparently. The remuneration levels are appropriate and consistent with industry. Including a level sufficient to attract and retain qualified directors want. And must be approved by the shareholders' meeting by a vote of not less than two third of the total votes of the shareholders present at the meeting.

The policy is to pay attendance fees to the directors. The company will pay the allowances. Chairman of the board Chairman of Audit Committee Member of the Audit Committee each month end of the month.

**The Board of Directors' Opinion:** The Board of Director consider the remuneration of Director, Audit Committee and independent director for the year 2019 due to the responsibility and duty of the director

**2 years past directors' remuneration**

Position	Attendance Remuneration (Baht/Year)		
	2017	2018	2019 (Consideration)
Chairman of Board of director	43,000	43,000	43,000
Chairman of audit committee	23,000	23,000	23,000
Audit committee	18,000	18,000	18,000
Director	10,000	10,000	10,000

The above remuneration rates will be effective from 1 January 2019. Total directors' remuneration shall not be exceed 2,100,000 baht per year.

**Resolution:** This agenda item must be approved by two-third of the shareholders that are presence at the meeting.

**Agenda 10 Others (If any)**

**Preamble** This agenda is for the shareholders to query (if any) and/or for the Board of Directors to give answers or clarification (if any) to the shareholders.

**The Board of Directors' Opinion:** The Board of Director proposes that this agenda should has in every shareholder meeting.

**Resolution:** This agenda must not be approved.

The record date for AGM meeting right will be on March 14, 2019 and the book closing date for collecting the name of shareholders, according to Securities.

The Company has posted the Invitation of Annual General Meeting of Shareholders for the year 2019 with an attachments and Form of Proxy to the Company's website. [www.gratitudeinfinite.co.th](http://www.gratitudeinfinite.co.th) in the Investor Relations section.

If shareholders have any questions to the company, please forward your questions in advance to E-mail address: [orraphin\\_p@gratitudeinfinite.co.th](mailto:orraphin_p@gratitudeinfinite.co.th). or by fax at 0-2888-7200

Shareholder, who cannot attend the meeting, can give a proxy to others to attend the meeting and vote on your behalf shall fill in one of the proxy forms (Proxy form A or Proxy form B in attachment no.8) attached with this invitation completely

Shareholders who would like to give a proxy to the Company's independent director can be done so by authorizing the independent director namely Mr. Khan Akaworawit. Address: 9/8 Moo 5, Baromratchonnani Rd., Salathammasop, Taweewattana, Bangkok, 10170 (brief profile of independent director whom the company proposes as proxies for the absent Shareholders is on attachment no.6). However, duty stamp are provided to facilitate to the shareholder at the registration. Shareholders or their proxies may register to attend the meeting at 07.30 a.m. onwards.

Yours sincerely

Gratitude Infinite Public Company Limited.



(Mr.Jesadavat Priebjrivat)

Chairman of Board of Director

Company Secretary

Ms. Orraphin Phothisit

T. 0-2888-6800 # 411

Email : orraphin\_p@gratitudeinfinite.co.th

**Attachment**

- Attachment 1. Minutes on the Annual General Meeting of Shareholders for the year 2018
- Attachment 2. Brief profile and relevant information of nominated directors who are due to retired by rotation and re- electing to be the company directors.
- Attachment 3. Qualification of independent directors
- Attachment 4. The company's regulation about the Shareholders' Meeting
- Attachment 5. Condition and procedure of the Annual General Meeting of Shareholders for the year 2019 registration, the proxy and voting process
- Attachment 6. Information of independent director whom the company proposes as proxies for the absent shareholders.
- Attachment 7. Proxy Form 3 forms (choose only 1 form)
- Attachment 8. Map of the meeting location