

## (Translation)

**Minutes of the Annual General Meeting of Shareholders 2013****Hot Pot Public Company Limited**

**Venue** Sitarom Room, Pranakorn Grand View, Rajaphat Pranakorn, 9 Changwattana Road, Bangkhen District, Bangkok 10220.

**Date and Time** Friday April 5, 2013, at 13.00 hrs.

**Preliminary Proceedings**

Ms. Kanayawee Chuen-ajchariya, Company's secretary, acting as the secretary of the Meeting ("Secretary") informed the Meeting attendees regarding the amount of capital and the number of shares of Hot Pot Public Company Limited (the "Company") as follows:

Registered capital	Baht 101,500,000
Paid-up registered capital	Baht 101,500,000
Sold ordinary shares	406,000,000 shares
Par value	Baht 0.25

The commencement of the Meeting, Secretary informed the Meeting that there were 155 shareholders present in person and by proxy, holding a total of 227,258,550 shares, representing 55.98 percent of the Company's total shares sold. Thus constituting a quorum, pursuant to the Company's Articles of Association which prescribes that there shall be shareholders and proxies present at the Meeting in a number of not less than 25 persons and such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.

At the Meeting, the Secretary informed the requirements and procedures of voting and vote counting in order to comply with the Good Governance Principle and introduced the directors and advisors of the Company who were attending the Meeting, as follows:

**Directors present at the Meeting**

- |                                 |  |
|---------------------------------|--|
| 1. Mr. Metta Charuchinda        | Chairman of the Board /<br>Chairman of the Audit committee |
| 2. Mr. Sompon Roekwibunsi       | Director / Chief Executive Officer                         |
| 3. Ms. Sakuna Baicharoen        | Director / Deputy Chief Executive Officer                  |
| 4. Mr. Preecha Shunhachutchawan | Director / Chief Operation Officer                         |
| 5. Mr. Supakrit Mekpanuwat      | Independent Director/ Audit committees                     |

**Management**

Mr. Wisit Wachiralappaitoon	Chief Financial Officer
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**Auditor**

Ms. Chantra Wongsriudomporn  
 Ms. Duangkaew Sriwongthai  
 Dharmniti Auditing Company Limited

Mr. Metta Charuchinda, Chairman of the Director, acting as the Chairman of the Meeting (the “Chairman”), The Chairman gave the welcome speech to all shareholders and proceeded the in accordance with the sequence of the agenda items.

**Agenda item 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders 2012 on April 29, 2012**

The Chairman informed the Meeting that this agenda item was for the consideration and adoption of the minutes of the Annual General Meeting of Shareholders 2012 held on April 29, 2012. The details were as appear in Enclosure 1.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were no questions or comments from the shareholders in respect of this agenda item. The Chairman proposed the Meeting to consider the adoption of the minutes of the Annual General Meeting of Shareholders 2012, held on April 29, 2012.

**Resolution:** The Meeting considered and resolved to adopt the minutes of Annual General Meeting of Shareholders 2012, held on April 29, 2012, as proposed, with the following votes.

<b>Votes</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Percentage of the number of shares held by the shareholders attending the Meeting and casting their votes</b>
Approved	227,243,550	99.993
Disapproved	-	-
Abstained	15,000	0.007

- Remarks**
- 1) The resolution of this agenda item shall be adopted by a majority vote of the shareholders attending the Meeting and casting their votes.
  - 2) In this agenda item, there were shareholders present in person and by proxy, holding a total of 227,258,550 shares.
  - 3) There were no voided ballots in this agenda item.

**Agenda item 2 To acknowledge the performance results of the Company for the year 2012**

The Chairman invited Ms. Sakuna Baicharoen, Deputy Chief Executive Officer, to inform the Meeting the operating result of the Company for year 2012. The Company had prepared the report of performance results of the Company for the year 2012, the details of which appeared in **Enclosure 2**.

The Chairman gave an opportunity to the shareholders to raise questions and make comments.

There were shareholders raising questions in this agenda item as follows;

- Mr. Chairat Siribavorntham raised questions regarding gross margin in the future, maintaining food quality and plans to renovate Daidomon.
- Ms. Sakuna Baicharoen, Deputy Chief Executive Officer, clarified that the Company will retain gross profit rate according to the Company's policy. To strengthen the Company's competitiveness, product will be improved both quality and variety to the best fit to customers' trend and demand.
- Mr. Sompon Roekwibunsi, Chief Executive Officer, explained that the Daidomon renovation plan has been delayed due to postpone raising fund in MAI and major flooding in 2011. Though, the renovation plan had been rescheduled to be done by 2013.

**Resolution:** This agenda is for acknowledgement and no casting of vote.

**Agenda item 3 To consider and approve the balance sheet and profit and loss statement of the Company for the year ending December 31, 2012**

The Chairman invited Mr. Wisit Wachiralappaitoon, Chief Financial Officer, to inform the Meeting and gave explanation for the Financial Statement.

Mr. Wisit Wachiralappaitoon informed the Meeting that the Company had prepared the balance sheet and profit and loss statement of the Company for the year ending December 31, 2012, with the details of which appeared in **Enclosure 2**. The mentioned balance sheet and profit and loss statement of the Company for the year ending December 31, 2012 have been audited by the Company's Certified Public Accountant, reviewed by the Audit Committee and approved by the Board of Directors.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were shareholders raising questions in this agenda item as follows;

- Shareholders raised questions regarding the detail of the Company's expenses in Annual report.
- Mr. Wisit Wachiralappaitoon explained and clarified such the Company's expense detail.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were no additional questions or comments from the shareholders in this agenda item.

**Resolution:** The Meeting approved the balance sheet and profit and loss statement of the Company for the year ending December 31, 2012. The following are voting results:

<b>Votes</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Percentage of the number of shares held by the shareholders attending the Meeting and casting their votes</b>
Approved	227,248,550	99.996
Disapproved	-	-
Abstained	10,000	0.004

- Remarks**
- 1) The resolution of this agenda item shall be approved by the majority vote of shareholders attending the Meeting and have voting rights.
  - 2) In this agenda item, there were shareholders present in person and by proxy, holding a total of 227,258,550 shares.
  - 3) There were no voided ballots in this agenda item.

**Agenda item 4 To consider and approve to allocate the profit as per performance results of the Company for the year ending December 31, 2012 as legal reserve, and omit to pay a dividend**

The Chairman invited Ms. Sakuna Baicharoen, Deputy Chief Executive Officer, to inform the Meeting the allocation of profit and dividend payment omission.

Pursuant to the Public Company Limited Act B.E. 2535 and Article 45 of the Articles of Association of the Company, the Company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital.

The Company has a policy to pay dividends to shareholders at a rate not less than 40 percent of the net profit after tax, and to deduct Reserve fund amounts. However, such dividends are subject to change based upon investment plan, the liquidity, necessity and other prospects.

In the fiscal year ending December 31, 2012, the Company had paid the interim dividend on October 30, 2012 at a rate at 0.04 Baht per share, totally 16.24 Million baht or 62% of net profit 2012. Thus, it is deemed appropriate to allocate profit for the performance results of the Company for the year ending December 31, 2012 as legal reserve and not to pay dividend to shareholders.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were no questions or comments from the shareholders in this agenda item.

**Resolution:** The Meeting approve to allocate the profit as per performance results of the Company for the year ending December 31, 2012 as legal reserve and not to pay a dividend. The following are voting results:

<b>Votes</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Percentage of the number of shares held by the shareholders attending the Meeting and casting their votes</b>
Approved	227,248,550	99.996
Disapproved	-	-
Abstained	10,000	0.004

**Remarks** 1) The resolution of this agenda item shall be approved by majority vote of shareholders attending the Meeting and have voting rights.  
2) In this agenda item, there were shareholders present in person and by proxy, holding a total of 227,258,550 shares.  
3) There were no voided ballots in this agenda item.

#### **Agenda item 5 To determine the remuneration of directors for the year 2013**

The Chairman informed the Meeting that the determination of the remuneration of directors shall be approved by the Meeting of Shareholders. the Board of Directors had considered and determined the remuneration of directors by considering the responsibilities of the Board of Directors and the Company's size. It is proposed the Meeting of Shareholders to approve the remuneration of directors and audit committees for the year 2013 at the same rate of the year 2012. The remuneration allowance is follows:

Chairman of the Board of Directors Baht 15,000 / Meeting attendance

Director Baht 10,000 / Meeting attendance

And determine the remuneration of the audit committee, as follows:

Chairman of the Board of Audit committee Baht 10,000 / Meeting attendance

Audit committee Baht 5,000 /Meeting attendance

The rate of remuneration for the directors of the Company has not passed on to the Nomination and Remuneration Committee because the Company currently has no Nomination and Remuneration Committee. However, the determination of the mentioned remuneration allowance had been approved by the Board of Directors by comparing with that of the same industry, business growth and growth of the Company's profits. Hence, it is deemed appropriate to fix the remuneration of directors as proposed rates by the Board of Director.

Only independent directors as directors and members of the Audit Committee are entitled to receive such remuneration. Executive committees in position of the Board of Directors of the Company and/or other specialized committees were not entitled to receive the remuneration of directors of the Company and/or other special remuneration.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were no questions or comments from the shareholders in this agenda item.

**Resolution:** The Meeting approved the determination of the remuneration of directors and with the following votes.

<b>Votes</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Percentage of the number of shares held by the shareholders attending the Meeting</b>
Approved	227,248,550	99.996
Disapproved	10,000	0.004
Abstained	-	-

- Remarks**
- 1) The resolution of this agenda item shall be approved by not less than two-thirds of the total number of votes of the shareholders attending the Meeting.
  - 2) In this agenda item, there were shareholders present in person and by proxy, holding 227,258,550 shares.
  - 3) There were no voided ballots in this agenda item.

**Agenda item 6 To consider and approve the appointment of directors to replace the directors who retire by rotation**

The Chairman invited Ms.Kanyawee Chuen-ajchariya to inform the Meeting.

Pursuant to Article 71 of the Public Company Limited Act B.E. 2535 and Article 20 of Articles of Association of the Company, in every annual general Meeting of Shareholders, one-third of directors shall retire. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall retire. The directors retiring by rotation shall be re-elected.

In the Annual General Meeting of Shareholders 2013 of the Company, the directors who will retire by rotation are as follows:

1. Ms. Sakuna Baicharoen Director
2. Mr. Teerawut Pangviroonrug Director
3. Mr. Metta Charuchinda Independent Director

Note: Mr. Teerawut Pangviroonrug, who had been nominated, was absent

The mentioned three directors have knowledge, ability and experience which will be the advantage for the Company's operations. Thus, it is proposed to the Meeting of Shareholders to re-elect such three directors.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were shareholders raising questions in this agenda item as follows;

- Ms. Siriporn Sangobtham (Proxy of Thai Investor Association) required to record into the minute that Mr. Teerawut Pangviroonrug, the nominated director was absent.

There were no additional questions or comments from the shareholders in this agenda item. The Chairman proposed the Meeting of Shareholders to re-elect the directors who will retire by rotation.

**Resolution:** The Meeting approved to re-elect the directors, who will retire by rotation with the following votes.

**1. Ms. Sakuna Baicharoen**

<b>Votes</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Percentage of the number of shares held by the shareholders attending the Meeting and casting their votes</b>
Approved	227,248,550	99.996

<b>Votes</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Percentage of the number of shares held by the shareholders attending the Meeting and casting their votes</b>
Disapproved	10,000	0.004
Abstained	-	-

**2. Mr. Teerawut Panviroonrug**

<b>Votes</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Percentage of the number of shares held by the shareholders attending the Meeting and casting their votes</b>
Approved	227,248,550	99.996
Disapproved	10,000	0.004
Abstained	-	-

**3. Mr. Metta Charuchinda**

<b>Votes</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Percentage of the number of shares held by the shareholders attending the Meeting and casting their votes</b>
Approved	227,248,550	99.996
Disapproved	10,000	0.004
Abstained	-	-

Remarks 1) The resolution of this agenda item shall be approved by the majority vote of shareholders attending the Meeting and have voting right.

2) In this agenda item, there were shareholders present in person and by proxy, holding 227,258,550 shares.

3) There were no voided ballots in this agenda item.

**Agenda item 7 To consider and approve the appointment of the auditor and determination of the auditing fee for the year 2013**

The Chairman informed the Meeting that, the Audit Committee had considered the selection of the auditor for the year 2013, and proposed the Board of Directors to consider



and propose the Meeting of shareholders to appoint the auditor. By the consideration of the Audit Committee with regard to the selection of the auditor, the Audit Committee has selected Dharmniti Auditing Company Limited to be the audit firm of the Company for the year 2013 because it is independent and expertise in auditing, performs duty with responsibility, proposed reasonable auditing fee. It is proposed to appoint any of the following auditors being authorized to review and give opinion on the financial statements of the Company :

- 1) Mr.Pojana Asawasontichai, Certified Public Accountant No. 4891 and/or
- 2) Mr.Thanawut Piboonsawat, Certified Public Accountant No. 6699 and/or
- 3) Miss Sulalit Ardsawang , Certified Public Accountant No. 7517 and/or
- 4) Miss Wannisa Ngambuathong , Certified Public Accountant No. 6838

It is also proposed to approve the auditing fee for the year 2013 of the Company and its subsidiary at 1,200,000 Baht.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were no questions or comments from the shareholders in this agenda item. The Chairman proposed the Meeting of Shareholders to appoint the auditor firm and determine the auditing fee of year 2013.

**Resolution:** The Meeting approved to appoint Dharmniti Auditing Company Limited to be the auditing firm of the Company for the year 2013, and to appoint any of auditor; Mr. Pojana Asawasontichai, Certified Public Accountant No. 4891 and/or Mr. Thanawut Piboonsawat, Certified Public Accountant No. 6699 and/or Miss Sulalit Ardsawang, Certified Public Accountant No. 7517 and/or Miss Wannisa Ngambuathong Certified Public Accountant No. 6838, to be the auditor of the Company and to approve the auditing fee for the year 2013 of the Company and its subsidiary at 1,200,000 Baht, with the following votes.

<b>Votes</b>	<b>Number of votes cast (1 share = 1 vote)</b>	<b>Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote</b>
Approved	227,248,550	99.996
Disapproved	10,000	0.004
Abstained	-	-

**Remarks** 1) The resolution of this agenda item shall be approved by the majority vote of shareholders attending the Meeting and have voting rights.

- 2) In this agenda item, there were shareholders present in person and by proxy, holding 227,258,550 shares.
- 3) There were no voided ballots in this agenda item.

**Agenda item 8 Other business (if any)**

The Chairman informed the Meeting that this agenda item would give an opportunity to the shareholders wishing to propose any matter other than those contained in the Agenda prescribed in the Notice to the Meeting. The proposal of matters shall be subject to the rules and procedures as prescribed in the law.

For the proposal of any matter other than those prescribed in the Notice, pursuant to Paragraph 2, Section 105 of the Public Companies Act B.E. 2535 (as amended), when the consideration following the sequence of the agenda items stipulated in the notice calling for the Meeting is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the Meeting to consider matters other than those prescribed in the Notice to the Meeting.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were shareholders raising questions in this agenda item as follows;

- Mr. Chairat Siribavorntham raised questions regarding expansion project in Home Pro's sites, changing the sales price, employee policy and vision for next 3-5 years.
- Mr. Sompon Roekwibunsi, Chief Executive Officer, confirmed the expansion plans in Home Pro, explained the price increase due to rising of food cost, depicted the training schemes for efficient improvement, and continuous branch expansion in the next 3-5 years.

Since there were no other matters proposed, nor any further questions, the Chairman declared the Meeting adjourned and thanked all shareholders, proxies and attendees who attended the Meeting.

The Meeting adjourned at 16.00 hrs.

-Mr Metta Charuchinda-

Mr. Metta Charuchinda  
Chairman of the Meeting