



HOT POT PLC.

NOTICE OF THE

2014

ANNUAL GENERAL MEETING OF SHAREHOLDERS

*On Wednesday, 23rd April 2014, at 14.00 p.m.
at Sitarom Room, Phranakhon Grand View, Phranakhon Rajabhat University
9 Changwattana Rd., Bangkok, Bangkok 10220*



Hot Pot Public Company Limited

350 Ram Inthra Rd., Tha Raeng, Bangkhen, Bangkok 10230

Tel : 0-2943-8448 Fax : 0-2943-7492

- Translation -

March 18, 2014

Re: Invitation to the Annual General Meeting of Shareholders 2014

To: Shareholders of Hot Pot Public Company Limited

- Enclosures
1. Copy of the Minutes of Annual General Meeting of Shareholders 2013 held on April 5, 2013
 2. Annual Report 2013 and Balance Sheet and Profit and Loss Statements for the year ending December 31, 2013 in CD-ROM format
 3. Details of nominated persons for election to replace directors retiring by rotation and Definition of Independent Director
 4. Registration Form
 5. Proxy Form A., Form B. and Form C.
 6. Details of independent director for proxy appointment
 7. Guideline for the registration, the appointment of proxy, documents and evidences required to be presented on the meeting date
 8. Articles of Association of the Company relating to the Meeting of Shareholders
 9. Location Map – Pranakorn Grand View , Rajaphat Pranakorn, Bangkok

With this letter, Hot Pot Public Company Limited (the "Company") would like to inform that the Board of Directors Meeting No.1/2014 resolved to convene the Annual General Meeting of Shareholders 2014 on Wednesday April 23, 2014, at 14.00 hrs., at Sitarom Room, Phranakorn Grand View, Phranakhon Rajabhat University, 9 Chaengwattana Road, Bangkhen, Bangkok 10220.

For the determination of an agenda for Annual General Meeting of Shareholders for the Year 2014, the Company has announced on the Company's website that shareholders were invited to propose the agenda in advance from December 26, 2013 until January 31, 2014. However, on the expiration of the time specified, no other agenda items were proposed to the Company. Therefore, the agendas pursuant to the Board's resolution are given as follows:

Agenda Item 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders 2013

The Company had prepared the Minutes of Annual General Meeting of Shareholders 2013 held on April 5, 2013 within 14 days from the meeting date, submitted the copy of the mentioned minutes to the Stock Exchange of Thailand and Ministry of Commerce within the period as prescribed by law, and also posted on the Company's website at www.hotpot.co.th, the details of which appeared in **Enclosure 1**. Thus, the Meeting of Shareholders is proposed to consider and adopt the Minutes of Annual General Meeting of Shareholders 2013.

Opinion of the Board of Directors : The Board of Directors considered that the Minutes of Annual General Meeting of Shareholders 2013 were correctly and completely recorded and deemed it appropriate to propose the Meeting of Shareholders to consider and adopt the minutes.

Resolution : It shall be adopted by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 2 To acknowledge the performance results of the Company for the year 2013

The Company had prepared the report of performance results of the Company for the year 2013, the details of which appeared in **Enclosure 2**.

Opinion of the Board of Directors : The Board of Directors considered and deemed it appropriate to report the performance results of the Company for the year 2013 to the Meeting of Shareholders for acknowledgement.

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, 2013

The Company had prepared the balance sheet and profit and loss statement of the Company for the year ending December 31, 2013, 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, 2013 have been audited by the Company's Certified Public Accountant, reviewed by the Audit Committee and approved by the Board of Directors.

Opinion of the Board of Directors : The Board of Directors considered and deemed it appropriate to propose the Meeting of Shareholders to consider and approve the balance sheet and profit and loss statement of the Company for the year ending December 31, 2013 which have been audited by the Company's Certified Public Accountant, reviewed by the Audit Committee and approved by the Board of Directors.

Resolution : It shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 4 To consider and approve to allocate the profit as per performance results of the Company for the year ending December 31, 2013 and pay dividend

Pursuant to the Public Company 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 dividend to shareholders at the rate not less than 40 percent of the net profit after deduction of tax and reserve fund amounts as stipulated by law. Notwithstanding, the dividend payment of each year also depends on investment plan, liquidity, necessities and other factors of suitability in the future. The Board's resolution to pay dividend shall be proposed to the Meeting of Shareholders for approval. For an interim dividend, the Board may resolve to pay the interim dividend without shareholders' approval but must inform the shareholders at the next meeting.

Opinion of the Board of Directors : According to the operation results and financial standing, the Company's net profit for 2013 amounts to Baht 42,776,418. Therefore, it is deemed appropriate to propose the Meeting of Shareholders to allocate profit for the performance results of the Company for the year ending December 31, 2013 as legal reserve and pay dividend for 2013 at the rate of Baht 0.06 per share to the shareholders. Since the Board of Directors passed a resolution on August 9, 2013 to pay an interim dividend for first half year operation at the rate of Baht 0.04 per share, paid on September 9, 2013, it is deemed appropriate for the Meeting of Shareholders to acknowledge the payment of the interim dividend. The balance is the dividend currently payable at the rate of Baht 0.02 per share for 406,000,000 shares, thereby amounting Baht 8,120,000. The dividend will be paid to the shareholders whose names appear as of the Record Date, on May 6, 2014, the share register book closing date for preparing a list of the eligible shareholders under Section 225 of the Securities and Exchange Act shall be on May 7, 2014 and the dividend is scheduled to be paid on May 22, 2014. However, the grant of this right remains uncertain until it has been approved by the Meeting of Shareholders.

Table of comparison of dividend payment in 2013 with that of the previous year

Detail of Dividend Payment	2013	2012
Net Profit (Baht)	42,776,418	24,769,246
Dividend (Baht per share)	0.06	0.04
- First half interim dividend (Baht per share)	0.04	0.04
- Second half dividend (Baht per share)	0.02	0.00
Total Dividend (Baht)	24,360,000	16,240,000
Payout Ratio (%)	56.95	65.57

Resolution : It shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 5 To consider and approve the determination of remuneration of directors for the year 2014

The determination of the remuneration of directors shall be approved by the Meeting of Shareholders. The Board of Directors, thus, had considered and determined the remuneration of directors by considering the directors' duties and responsibilities, the comparison with that of other firms in similar industry and of comparable size, as well as the Company's operating results and business growth. It is proposed to the Meeting of Shareholders to approve the remuneration of directors and audit committees for the year 2014 at the same rate of the year 2013 by determining the meeting allowance as follows :

Position	Meeting Allowance (Baht per Meeting Attendance)
Board of Directors	
- Chairman of the Board of Directors	15,000
- Directors	10,000
Audit Committee	
- Chairman of the Audit committee	10,000
- Members of the Audit committee	5,000

Opinion of the Board of Directors : The Board of Directors deemed it appropriate to propose the Meeting of Shareholders to approve the remuneration of directors and audit committees for the year 2014 by determining the meeting allowance for the Chairman of the Board of Directors in amount of Baht 15,000 per meeting attendance, the director in amount of Baht 10,000 per meeting attendance, the Chairman of audit committee in amount of Baht 10,000 per meeting attendance and member of audit committee in amount of Baht 5,000 per meeting attendance. The rates of remuneration for the directors of the company are not passed by the Remuneration Committee because the Company currently has no the Remuneration Committee. However, the determination of the mentioned meeting allowance had been approved by the Board of Directors by comparing with that of companies being in the same industry group and of comparable size, including the Company's operation results and business growth. It is, therefore, deemed appropriate to fix the remuneration of directors for the year 2014 as the proposed rates.

Resolution : The resolution of this agenda shall be approved by votes of not less than two-thirds of the total votes of shareholders present.

Agenda Item 6 To consider and approve the election of directors to replace the directors who retire by rotation

Pursuant to the Public Company Act B.E. 2535 and Article 20 of Articles of Association of the Company, in every annual general Meeting of Shareholders, one-third of the 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 may be re-elected.

In the Annual General Meeting of Shareholders 2014 of the Company, the directors who will retire by rotation are as follows:

1. Mr. Somchai Roekwibunsi Director
2. Mr. Supakrit Mekpanuwat Independent Director and member of Audit Committee

The Company has announced on the Company's website to invite shareholder to nominate qualified candidates to be elected as directors for Annual General Meeting of Shareholders for the year 2014 from December 26, 2013 to January 31, 2014. However, during the period provided, no shareholder nominated any persons to be elected as directors.

Opinion of the Board of Directors : The process for nominating directors is not passed by the Nomination Committee because the Company currently does not set up the Nomination Committee. However, the Board of Directors considered that those two directors, who will retire by rotation, namely (1) Mr. Somchai Roekwibunsi and (2) Mr. Supakrit Mekpanuwat, have knowledge, ability and experience which will be the advantage for the Company's operation. Thus, The Board of Directors deemed it appropriate to propose the Meeting of Shareholders to re-elect such two directors. Profiles of the mentioned directors are appeared in **Enclosure 3**.

Resolution : It shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 7 To consider and approve the appointment of the auditors and determination of the auditing fee for the year 2014

Pursuant to the Public Company Act B.E. 2535, the appointment of an auditor and determination of its remuneration shall be approved in every Annual General Meeting of Shareholders. The Audit Committee had considered the selection of the auditors for the year 2014 and proposed the Board of Directors to consider and propose the Meeting of Shareholders to appoint the auditors. By the consideration of the Audit Committee with regard to the selection of the auditors, the Audit Committee has selected Dharmniti Auditing Company Limited to be the auditing firm of the Company for the year 2014 because it is independent, experts in auditing, performs its duty with responsibility and proposes reasonable audit fee. In addition, it is proposed

to appoint any one of the following auditors being authorized to review and give opinion on the financial statements of the Company :

- 1) Mr.Thanawut Piboonsawat, CPA no. 6699, who has endorsed the Company's Financial Statements for one year since 2013 and/or
- 2) Mr.Pojana Asawasontichai, CPA no. 4891, who has never endorsed the Company's Financial Statement and/or
- 3) Miss Sulalit Ardsawang , CPA no. 7517, who has never endorsed the Company's Financial Statements and/or
- 4) Miss Wannisa Ngambuathong , CPA no. 6838, who has never endorsed the Company's Financial Statements

The proposed auditors have no relation or any interest in/with the Company / subsidiaries / management / major shareholders or other connected persons to the former mentioned persons.

It is also proposed to approve the auditing fee for the year 2014 of the Company at the rate of Baht 1,200,000, which is the same amount as approved for the year 2013.

Opinion of the Board of Directors : The Board of Directors deemed it appropriate to propose the Meeting of Shareholders for consideration and approval for appointment of Dharmniti Auditing Company Limited to be the auditing firm of the Company for the year 2014 and Mr.Thanawut Piboonsawat, CPA no. 6699 and/or Mr.Pojana Asawasontichai, CPA no. 4891 and/or Miss Sulalit Ardsawang, CPA no. 7517 and/or Miss Wannisa Ngambuathong CPA no. 6838 as the auditors of the Company with the auditing fee of Baht 1,200,000, which is the same amount as previous year.

Resolution : It shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 8 Other business (if any)

The Company fixed the date of determining the names of shareholder who shall have the right to attend the Annual General Meeting of Shareholders 2014 on March 14, 2014 (Record Date) and to gather the names of shareholder under section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book and suspension of share transfer on March 17, 2014.

The shareholders are cordially invited to attend the Annual General Meeting of Shareholders 2014 at the date, time and venue stated above. In the case that the shareholders are unable to attend the meeting and would like to appoint proxy, the shareholders shall apply either Proxy Form A. or Proxy Form B. and in the case of foreign shareholders appointing

custodian, the shareholders shall apply Proxy Form C. The Proxy Forms are as appeared in **Enclosure 5** or can be downloaded from the Company's website at www.hotpot.or.th. To protect the right and benefit of shareholders in the case that the shareholders are unable to attend the meeting and would like to appoint the Independent Director of the Company as their proxy to attend the meeting and cast votes on their behalf by appointing the Independent Director as per the details in **Enclosure 6**.

The shareholders are recommended to study the Guideline for the registration, the appointment of proxy, documents and evidences required to be presented on the meeting date as per the details in **Enclosure 7**. The Company will conduct the meeting in accordance with the Articles of Association of the Company, Chapter 5, the Meeting of Shareholders, as per details in **Enclosure 8**.

In order to allow the registration for the attendance of the Annual General Meeting of Shareholders 2014 to be carried out smoothly and efficiently, it is kindly recommended that the shareholders and proxy holders present the registration form with the shareholder's name and barcode appeared thereon per details in **Enclosure 4** and/or proxy form per the details in **Enclosure 5** as well as the required documents and evidences as per the details in **Enclosure 7** to registration staffs on the meeting day from 13.00 hrs. onwards.

The Company prepared and distributed to the shareholders the Annual Report 2013 and Balance Sheet and Profit and Loss Statements for the year ending December 31, 2013 in CD-ROM format. If any shareholders would like to request for the Annual Report 2013 and Balance Sheet and Profit and Loss Statements for the year ending December 31, 2013 in booklet, please contact investor relations via call telephone number 02-943-8448, Ext. 1114 or fax at facsimile number 02-943-7492.

To ensure that shareholders' rights are preserved, it is advised that any queries requiring clarification by the Company at the Annual General Meeting be sent in advance either by email to ir@hotpot.co.th or by fax to number 02-943-7492.

Please be informed accordingly.

Sincerely yours,

-Metta Charuchinda-

(Mr. Metta Charuchinda)

Chairman

(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 /
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. Chantira 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.

Votes	Number of votes cast (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and casting their votes
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:

Votes	Number of votes cast (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and casting their votes
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:

Votes	Number of votes cast (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and casting their votes
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.

Votes	Number of votes cast (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting
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

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

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

2. Mr. Teerawut Panviroonrug

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

3. Mr. Metta Charuchinda

Votes	Number of votes cast (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and casting their votes
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.

Votes	Number of votes cast (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
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

Details of Nominated Persons for Election to Replace Directors Retiring by Rotation

Name-Surname	:	Mr. Somchai Roekwibunsi
Age	:	50 years old
Type of Nominated Position	:	Director
Educational Background	:	Bachelor Degree, Science Program in Statistics Chulalongkorn University
Director Training Program	:	Director Accreditation Program (DAP 107/2014)
Position in the Company	:	
26 April 2013 - present		Director and Executive Director (Year of Directorship :1 Year)
2011 - present		Chief Administrative Officer
Position in other listed companies	:	None
Position in other non-listed companies	:	None
Other Legal Entity that may have a conflict of interests with the Company	:	None
Working Experience	:	
2005 - 2011		Manager responsible for major clients in financial and banking sector, Hewlett-Packard (Thailand) Co., Ltd.
Meeting Attendance in 2013	:	Board of Directors Meeting 3 / 3 times
Shareholding in the Company	:	2,000,000 shares or 0.49% of total shares entitled to votes
(as of August 28, 2013)		
Family Relation of other Directors	:	a brother of Mr.Sompon Roekwibunsi, Chief Executive Director, Chairman of the Executive Committee and Director

Details of Nominated Persons for Election to Replace Directors Retiring by Rotation

Name-Surname	:	Mr. Supakrit Mekpanuwat
Age	:	53 years old
Type of Nominated Position	:	Independent Director
Educational Background	:	- Master Degree, Business Administration (Finance) National Institute of Development Administration - Bachelor Degree, Business Administration (Accounting) Chiangmai University
Director Training Program	:	Director Certificate Program (DAP 90/2011)
Position in the Company	:	
28 February 2011 - Present		Independent Director, Member of Audit Committee (Year of Directorship : 3 Years)
Position in other listed companies	:	None
Position in other non-listed companies	:	2
2010 - Present		Director, Alpha Absolute Co., Ltd.,
2010 - Present		Director, Vibharam-Pakkred Hospital Co., Ltd
Other Legal Entity that may have a conflict of interests with the Company	:	None
Working Experience	:	
2009 - 2010		Managing Director Equities Group, SCB Securities Co., Ltd.
2008 - 2009		Managing Director Investment Banking Group, SCB Securities Co., Ltd.
2004 - 2008		Deputy Managing Director Investment Department, Phatra Securites PLC.
Meeting Attendance in 2013	:	Board of Directors Meeting : 5 / 5 times Audit Committee Meeting : 5 / 5 times
Shareholding in the Company	:	4,020,000 shares or 0.99% of total shares entitled to votes (as of August 28, 2013)
Family Relation of other Directors	:	No
Stakeholder with the Company, parent company, subsidiaries, affiliates or any legal entities with conflict of interests at present or in the past 2 year	:	
		- Not being Director participating in management, staff, employee or consultant who get regular salary - Not being professional service provider (such as auditor, legal consultant) - Not having significant business relationship that may affect the ability to perform independently

Definition of Independent Directors

(Definition of Independent Directors of the Company is equal to the minimal requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.)

1. Holding not more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each member of the Audit Committee shall also be included.
2. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, staff, an advisor who receives regular salary, nor the controlling person of the Company, parent company, subsidiaries, associated companies, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years.
3. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of the executives, major shareholders, controlling persons or the persons who will be nominated as the executive or controlling person of the Company or subsidiaries.
4. Neither having, nor used to have any business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in the manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, a member of the Audit Committee must neither being, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, unless such director has resigned from such position for at least two years.
5. Neither being, nor used to be the auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, controlling persons of the Company, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, as a member, unless such director has resigned from such position for at least two years.
6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than Baht 2 million per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, nor being shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least two years.
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiaries.
9. Having no other conditions that may obstruct the independent expression of comment on the Company's operation.

(Please attach stamp duty of Baht 20)

Proxy Form A

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____

Address _____

(2) as a shareholder **of Hot Pot Public Company Limited,**

holding a total number of _____ shares and having voting rights equivalent to _____ vote(s), as follows:

☐ Ordinary share _____ share(s) having voting rights equivalent to _____ vote(s)☐ Preferred share _____ share (s) voting rights equivalent to _____ vote(s)

(3) hereby authorize either one of the following persons

☐ Mr. Metta Charuchinda, Independent Director, Age 58 Years, Residing at No. 36 Soi Wattananivej 1, Samsennok, Huaykwang, Bangkok 10310 or☐ Name _____ Age _____ Years

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____ or

☐ Name _____ Age _____ Years

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders 2014 on Wednesday April 23, 2014, at 14.00 hrs., at Sitarom Room, Phranakorn Grand View, Phranakhon Rajabhat University, 9 Chaengwattana Road, Bangkok, Bangkok 10220 or at any adjournment thereof to any other date, time and venue.

Any business carried out by the proxy holder in the said meeting shall be deemed as if having performed by myself.

Signed.....Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Note The shareholder appointing the Proxy must authorize only one proxy to attend the meeting and voting and shall not allocate the number of shares to several proxies to vote separately

(Please attach stamp duty of Baht 20)

Proxy Form B.

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____

Address _____

(2) as a shareholder **of Hot Pot Public Company Limited,**

holding a total number of _____ shares and having voting rights equivalent to _____ vote(s), as follows:

☐ Ordinary share _____ share(s) having voting rights equivalent to _____ vote(s)☐ Preferred share _____ share (s) voting rights equivalent to _____ vote(s)

(3) hereby authorize either one of the following persons

☐ Mr. Metta Charuchinda, Independent Director, Age 58 Years, Residing at No. 36 Soi Wattananivej 1, Samsennok, Huaykwang, Bangkok 10310 or☐ Name _____ Age _____ Years

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____ or

☐ Name _____ Age _____ Years

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders 2014 on Wednesday April 23, 2014, at 14.00 hrs., at Sitarom Room, Phranakom Grand View, Phranakorn Rajabhat University, 9 Chaengwattana Road, Bangkok, Bangkok 10220 or at any adjournment thereof to any other date, time and venue.

(4) I/ We hereby authorize the proxy to vote on my behalf at this meeting as follows:

Agenda item 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2013☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.☐ (b) The proxy holder shall vote in accordance with my intention as follows:☐ Approve ☐ Disapprove ☐ Abstain**Agenda item 2 To acknowledge the performance results of the Company for the year 2013**

- This agenda item is for acknowledgement and no casting of vote –

Agenda item 3 To consider and approve the balance sheet and profit and loss statements of the Company for the year ended December 31, 2013☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.☐ (b) The proxy holder shall vote in accordance with my intention as follows:☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 4 To consider and approve to allocate the profit as performance results of the Company for the year ending December 31, 2013 and pay dividend

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 5 To consider and approve the determination of remuneration of directors

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

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

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ The election of all directors
☐ Approve ☐ Disapprove ☐ Abstain
- ☐ The election of each director
1. Mr. Somchai Roekwibunsi
☐ Approve ☐ Disapprove ☐ Abstain
2. Mr. Supakrit Mekpanuwat
☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 7 To consider and approve the appointment of the auditor and determination of the auditing fee for the year 2014

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 8 Other matters (if any)

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

- (5) Voting of the proxy holder in any agenda that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.
- (6) In the case that I/we have not declared a voting intention in any agenda or my/our determination is not clearly specified or that the meeting considers or ratifies resolutions in any matters apart from the agendas specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself as he/ she sees appropriate.

Any act(s) undertaken by the proxy holder at such meeting except the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respects.

Signed.....Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Note:

1. A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
2. In the case that there is any other agenda(s) to consider other than the specified agendas mentioned above, the proxy may use the Annex to the Proxy Form B.

Annex to the Proxy Form B.

Grant of proxy as a shareholder of Hot Pot Public Company Limited

At the Annual General Meeting of Shareholders 2014 on Wednesday April 23, 2014, at 14.00 hrs., at Sitarom Room, Phranakom Grand View , Phranakorn Rajabhat University, 9 Chaengwattana Road, Bangkok, Bangkok 10220 or at any adjournment thereof to any other date, time and venue.

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

(Please attach stamp duty of Baht 20)

Proxy Form C.

(For Foreign Shareholder Appointing Custodian in Thailand)

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____

Address _____

as a custodian for _____

who is a shareholder of **Hot Pot Public Company Limited**,

holding a total number of _____ shares and having voting rights equivalent to _____ vote(s), as follows:

☐ Ordinary share _____ share(s) having voting rights equivalent to _____ vote(s)☐ Preferred share _____ share (s) voting rights equivalent to _____ vote(s)

(2) hereby authorize either one of the following persons

☐ Mr. Metta Charuchinda, Independent Director, Age 58 Years, Residing at No. 36 Soi Wattananivej 1, Samsennok, Huaykwang, Bangkok 10310 or☐ Name _____ Age _____ Years

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____ or

☐ Name _____ Age _____ Years

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders 2014 on Wednesday April 23, 2014, at 14.00 hrs., at Sitarom Room, Phranakorn Grand View, Phranakhon Rajabhat University, 9 Chaengwattana Road, Bangkhen, Bangkok 10220 or at any adjournment thereof to any other date, time and venue.

(3) I/ We hereby authorize the proxy to vote on my behalf at this meeting as follows:

☐ The proxy holder is authorized for all shares held and entitled to vote.☐ The proxy holder is authorized for certain shares as follows:☐ Ordinary share for.....shares and having voting right forvotes☐ Preferred share for.....shares and having voting right for..... votes

Total entitled votesvotes

(4) In this meeting, I/we hereby grant my/our proxy to vote on my/our behalf as follows:

Agenda item 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2013

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 2 To acknowledge the performance results of the Company for the year 2013

- This agenda item is for acknowledgement and no casting of vote -

Agenda item 3 To consider and approve the balance sheet and profit and loss statements of the Company for the year ended December 31, 2013

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 4 To consider and approve to allocate the profit as performance results of the Company for the year ending December 31, 2013 and pay dividend

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 5 To consider and approve the determination of remuneration of directors

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

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

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ The election of all directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ The election of each director
1. Mr. Somchai Roekwibunsi
- ☐ Approve ☐ Disapprove ☐ Abstain
2. Mr. Supakrit Mekpanuwat
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 7 To consider and approve the appointment of the auditor and determination of the auditing fee for the year 2014

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 8 Other matters (if any)

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

- (5) Voting of the proxy holder in any agenda that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.
- (6) In the case that I/we have not declared a voting intention in any agenda or my/our determination is not clearly specified or that the meeting considers or ratifies resolutions in any matters apart from the agendas specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself as he/ she sees appropriate.

Any act(s) undertaken by the proxy holder at such meeting except the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respects.

Signed.....Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Note:

1. A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
2. In the case that there is any other agenda(s) to consider other than the specified agendas mentioned above, the proxy may use the Annex to the Proxy Form C.

Annex to the Proxy Form C.

Grant of proxy as a shareholder of Hot Pot Public Company Limited

At the Annual General Meeting of Shareholders 2014 on Wednesday April 23, 2014, at 14.00 hrs., at Sitarom Room, Phranakom Grand View, Phranakhon Rajabhat University, 9 Chaengwattana Road, Bangkhen, Bangkok 10220 or at any adjournment thereof to any other date, time and venue.

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Details of Independent Directors for Proxy Appointment

Name-Surname : **Mr. Metta Charuchinda**

Age : 58 years old

Address : 36 Soi Wattananivej 1, Samsennok, Huaykwang, Bangkok 10310

Educational Background : - Master degree, Management Science
University of Connecticut, USA
- Master degree, Political Science (Public Administration)
Ramkhamhaeng University
- Bachelor degree, Faculty of Science (Statistics)
Ramkhamhaeng University

Director Training Program : - Director Certificate Program Refresher (DCP Refresher
4/2007)
- Director Certificate Program (DCP35/2003)

Position in the Company :
28 February 2011 - Present Chairman of the Board of Director, Chairman of Audit
Committee and Independent Director

Position in other listed companies : None

Position in other non-listed companies : None

Other Legal Entity that may have a conflict of interests with the Company : None

Working Experience :
2010 – 2013 Advisor of President
Advance Information Technology Plc.
1999 - 2010 Senior Vice President
President Office, Advance Information Technology Plc.
2003 - 2009 Company Secretary and Secretary of Audit Committee
Advance Information Technology Plc.

Meeting Attendance in 2013 : Board of Directors Meeting : 5 / 5 times
Audit Committee Meeting : 5 / 5 times

Shareholding in the Company : None
(as of August 28, 2013)

Family Relation of other Directors : No

Conflict of Interest in meeting agenda : The determination of remuneration of directors of the year 2014

Stakeholder with the Company, parent company, subsidiaries, affiliates or any legal entities with conflict of interests at present or in the past 2 year :

- Not being Director participating in management, staff, employee or consultant who get regular salary
- Not being professional service provider (such as auditor, legal consultant)
- Not having significant business relationship that may affect the ability to perform independently

**Guideline for the registration, appointment of proxy, documents and evidences
to be presented on the meeting date**

The registration

The Company will commence the registration for the meeting attendance for the shareholders and/or the proxies at 13.00 hrs. on Wednesday April 23, 2014, at Sitarom Room, Phranakorn Grand View, Phranakhon Rajabhat University, 9 Chaengwattana Road, Bangkok, Bangkok 10220, location map is as appeared in **Enclosure 9**.

The appointment of proxy

In the case that the shareholders are unable to attend the meeting, the shareholders can appoint other persons as their proxy to attend the meeting and vote on their behalf. The Company has provided 3 Proxy Forms, which are Proxy Form A., Proxy Form B. and Proxy Form C. in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The Proxy Forms are as appeared in **Enclosure 5**.

The appointment of proxy can be conducted as follows:

1. The shareholders may choose to use either Proxy Form A. or Proxy Form B. in any case, only one type of the proxy form can be chosen. The Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda.
2. The shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper shall choose to use Proxy Form C.
3. The shareholders can appoint any person to be their proxies as they wish, or appoint the independent director of the Company whose name and profile is as appears in **Enclosure 6** to be their proxies. If the shareholders choose to appoint the independent director of the Company to be their proxies, the Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda, and deliver the proxy form with the supporting documents to Hot Pot Public Company Limited, 350 Ram Inthra Rd., Tha Raeng, Bangkok, Bangkok 10230 in which the documents shall arrive at the Company no later than April 18, 2014.
4. The proxy form must be completely filled in, signed by the grantor and the proxy and affixed with Baht 20 stamp duty which is crossed and specified the date such proxy is made.
5. The proxy must present the proxy form and supporting documents at registration desk for proxies on the meeting date.

Documents to be presented on the meeting date

Individual

1. In case the shareholders attend the meeting in person, it is required to present valid identification card or government officer card or driving license or passport (in case of foreign shareholders), including evidence of name or surname change (if any). Please also present Registration Form as appears in **Enclosure 4**.
2. In case the shareholders appoint proxy, it is required to present the following documents:
 - 1) Registration Form as appears in **Enclosure 4**
 - 2) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
 - 3) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the grantor, certified as true and correct copy by the grantor.
 - 4) Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy.

Juristic Persons

1. In the case the authorized representative of the shareholders attend the meeting in person, it is required to present the following documents:
 - 1) Registration Form as appears in **Enclosure 4**
 - 2) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.
 - 3) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is empowered to act on behalf of such juristic shareholder.
2. In the case the shareholders appoint the proxy to attend the meeting, it is required to present the following documents:
 - 1) Registration Form as appears in **Enclosure 4**
 - 2) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
 - 3) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.
 - 4) Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy.

- 5) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the proxy form is empowered to act on behalf of such juristic shareholder.
3. In the case the shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy by using Proxy Form C., it is required to present the following documents:

3.1 Documents from custodian

- 1) The Proxy Form C., correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.
- 2) A letter confirming that the person who signs the proxy form is permitted to operate the custodian business.
- 3) Copy of an affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with the statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.
- 4) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative of the custodian, certified as true and correct copy by the representative.

3.2 Documents from shareholder

- 1) Registration Form as appears in **Enclosure 4**
- 2) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
- 3) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
- 4) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.

3.3 Documents from proxy

It is required to presented Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy, certified as true and correct copy by the representative.

Article of Association
Hot Pot Public Company Limited

Chapter 5
Meeting of Shareholders

Section 32 The Board of directors shall arrange for the Annual General Meeting of Shareholders to be held within four months after the ending of the Company's fiscal year.

Other Meeting of Shareholders, apart from the aforementioned meeting shall be called Extraordinary General Meetings. The Board of Directors may call an Extraordinary General Meeting anytime deem appropriate or shareholders holding not less than one-fifth of the total number of shares sold, or not less than twenty-five shareholders, holding in aggregate of not less than one-tenth of all the total number of shares sold, may request the Board of Directors in writing to the Board of Directors to call an Extraordinary General Meeting of Shareholders, with clear reasons and objectives specified therein. The Board of Directors shall arrange the Meeting of Shareholders within one month from the date of receiving such request from the shareholders.

Section 33 In calling a Meeting of Shareholders, the Board of Directors shall prepare a notice of meeting, specifying venue, date, time, meeting agenda, and proposed matters with appropriate details, of which for acknowledgement, approval or consideration, together with the Board of Directors' opinion. The notice of the meeting shall be sent to the shareholders and registrar not less than 7 days prior to the date of the meeting and published in a newspaper for not less than three consecutive days, three days before the date of the meeting.

The place for the Meeting of Shareholders shall be located at the same area of its head office or branch office or the nearby province of the head office.

Section 34 In the Meeting of Shareholders, there shall be at least twenty-five present shareholders and proxies from shareholders (if any), the total present shares accounted not less than one-third of the total sold or the present shareholders and proxies from shareholders (if any) are not less half of total shareholders, and the total present shares accounted not less than one-third of the total sold shares, then a quorum is formed.

At any particular Meeting of Shareholders, after one hour from the time fixed for the meeting, the number of the present shareholders is insufficient to constitute a quorum, if such meeting is requested by shareholders, the meeting will be cancelled. If such meeting is not requested by shareholders to re-organize and sending notice to shareholder not less than seven

days before the meeting date, the meeting on later occasion is not compulsory to have a quorum constituted.

Section 35 In a Meeting of Shareholders, shareholders may appoint another person to attend and vote on their behalf in the meeting. Proxy must be dated and signed by the shareholders and must be in the form specified by the Registrar. This proxy shall be submitted to the Chairman or the persons assigned by Chairman at the meeting before the proxy holders attend the meeting, with at least the following items.

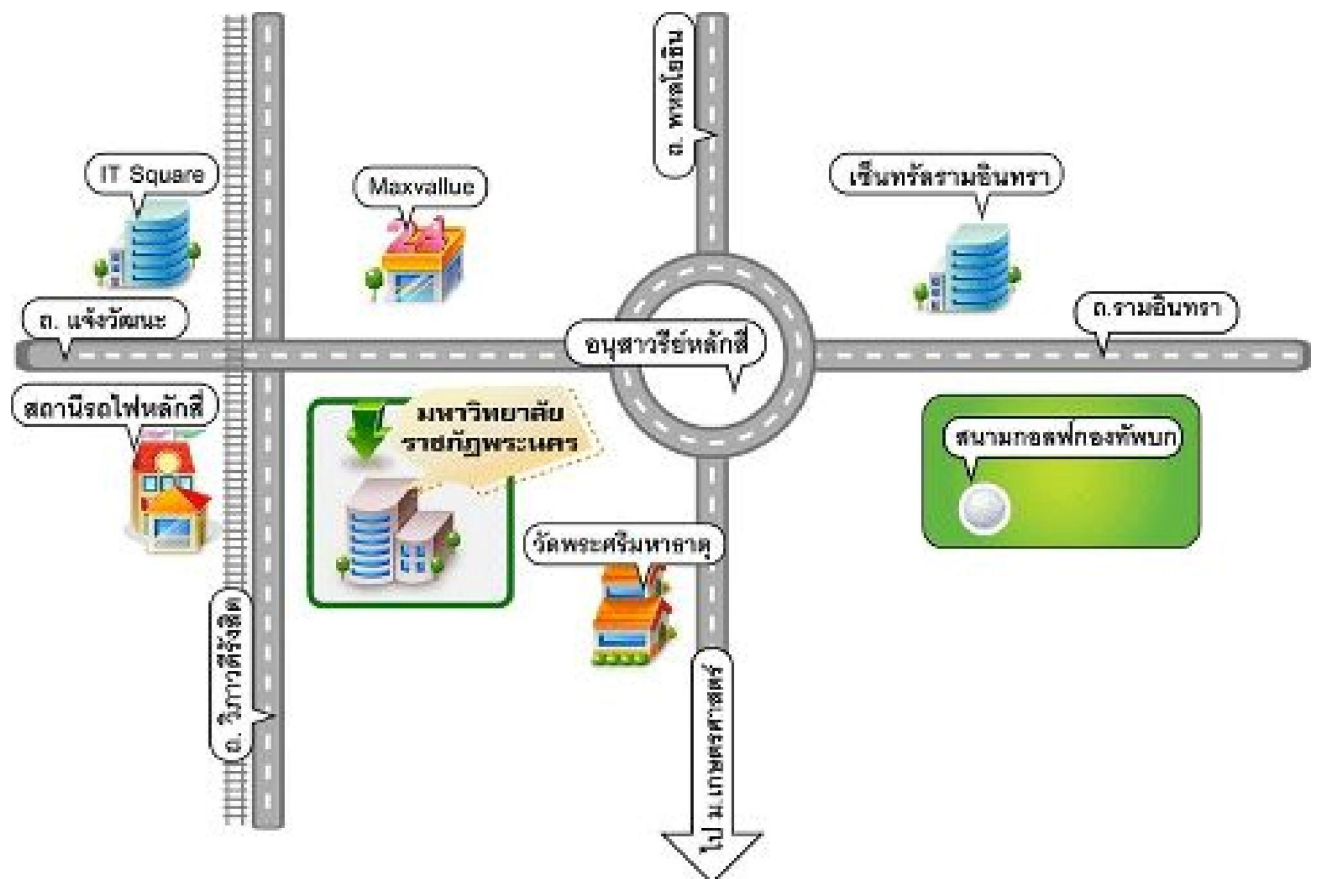
- A. Number of shares held by such shareholders
- B. Name of the proxy.
- C. The meeting which the proxy is appointed to attend and vote.

Section 36 The Chairman of the Board of Director shall preside at the Meeting of Shareholders. In case that the Chairman is absent or unable to perform the duties, the Vice-Chairman shall act as the meeting Chairman. If a Vice-Chairman does not exist or exists but is unable to perform the duties, the shareholders present shall elect one shareholder to act as the meeting Chairman.

Section 37 In a Meeting of Shareholders, each shareholder shall have one vote for one share. Any shareholder who has special interest in any matter shall have no right to vote on such matter, except for the vote on election of directors.

Section 38 Any vote or approval of any entity in the Meeting of Shareholders must be approved by a majority vote of the shareholders attending the meeting and casting their votes, otherwise in this regulation or other cases defined by law.

Location Map – Phranakorn Grand View , Phranakhon Rajabhat University



OUR BRANDS



350 Ram Inthra Rd., Tha Raeng, Bangkhen, Bangkok 10230
Tel. 0-2943-8448 Fax. 0-2943-8458
www.hotpot.co.th