



**(Translation)**

**Minutes of the Annual General Meeting of Shareholders 2014**

**Hot Pot Public Company Limited**

**Venue** Sitarom Room, Pranakorn Grand View, Phranakorn Grand View, Pranakorn Rajaphat, 9  
Chaengwattana Road, Bangkhen, Bangkok 10220

**Date and Time** Wednesday April 23, 2014, at 14.00 hrs.

**Preliminary Proceedings**

Mr.Thanongsak Rungprasert, acting as the conductor of the Meeting ("the Conductor") informed the Meeting attendees that Hot Pot Public Company Limited ("the Company") fixed the date of determining the names of shareholders who had the right to attend the Annual General Meeting of Shareholders 2014 ("the Meeting") on March 14, 2014 (Record Date) and to gather the names of shareholders under 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. As of booking closing date, the Company had registered capital in amount of Baht 101,500,000 by dividing into 406,000,000 ordinary shares, with par value of Baht 0.25 per share and paid-up registered capital in amount of Baht 101,500,000.

At the commencement of the Meeting, the Conductor informed the Meeting that 103 shareholders and 129 proxies, totaled 232 shareholders and proxies, had attended the Meeting, representing 232,231,397 shares, equivalent to 57.20% of the Company's total shares sold. Thus, a quorum was constituted 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.

The Conductor introduced the directors, executive and auditor 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,<br>Independent Director |
| 2. Mr. Sompon Roekwibunsi  | Director, Chairman of the Executive Committee, Chief Executive<br>Officer       |
| 3. Ms. Sakuna Baicharoen   | Director, Executive Director, Deputy Chief Executive Officer                    |
| 4. Mr. Somchai Roekwibunsi | Director, Executive Director, Chief Administrative Officer                      |



#### **Directors absent at the Meeting**

1. Mr. Supakrit Mekpanuwat Independent Director, Member of Audit Committee
2. Mr. Amornsakdi Ketcharoon Independent Director, Member of Audit Committee

#### **Management present at the Meeting**

Mr. Wisit Wachiralappaitoon Chief Financial Officer

#### **Auditor present at the Meeting**

Mr. Thanawut Piboonsawat Dharmniti Auditing Company Limited

Ms. Duangkaew Sriwongthai

The Conductor explained the voting procedures and the vote counting as follows:

1. Shareholders or proxies shall have a number of votes in equivalent to the number of shares held or granted the proxy. One share equals one vote. Shareholders or proxies may cast votes of approval, disapproval or abstention on each agenda item. The only exception is for foreign shareholders who have appointed custodians in Thailand can split their votes.

2. In vote counting for each agenda item, the number of disapproval or abstention votes shall be deducted from the total number of votes of shareholders attending the Meeting. The remaining portion shall be deemed as approval vote on such agenda.

3. Shareholders or proxies who disapprove or abstain in any item of the agenda shall mark their votes in ballots, with signature and then raise their hands, so that the Company's staff will collect ballots for vote counting. Ballots collected after the vote closing announcement shall be only considered as votes of approval.

Shareholders or proxies who cast vote of approval should keep all ballots and handle to the Company's staff after the Meeting is adjourned in order to check the votes.

However, in agenda item 6 regarding consideration and approval of the election of directors to replace the directors who retire by rotation, to compliance with SET's principles of good governance, all shareholders or proxies should cast their votes of approval, disapproval or abstention by marking their votes accordingly in ballots with their signatures and give them to the Company's staff for vote counting. The votes shall be cast for each nominated director on an individual basis. The Company shall collect disapproval or abstention ballots first in order to be convenient for vote counting. Approval ballots shall be collected after vote casting for all nominated directors.

A proxy whose grantor has stated his/her approval, disapproval or abstention on any agenda in the proxy, will not receive ballots as the vote will be counted by the Company as stated in the proxy.

4. A ballot, which has more than one mark, or is crossed out without signature, shall be deemed void. If the meeting attendance would like to amend his/her vote, then crossing out the previous mark with attaching signatures, otherwise, the ballot shall be null.



5. In pursuant to the Public Company Act B.E. 2535 and the Articles of Association of the Company, the vote counting process can be classified into two categories as follows:

- 5.1 Agenda items, which shall be approved by the majority vote of shareholders attending the Meeting and casting their votes, are agenda items 1, 3, 4, 6 and 7. The votes of abstention will not be counted for the purpose of determining such total number.
- 5.2 An agenda item, which shall be approved by not less than two-thirds of the total number of votes of shareholders attending the Meeting, is agenda item 5 regarding consideration and approval of the determination of remuneration of directors. All votes from shareholders present will be counted for the purpose of determining such total number.

6. Shareholders or proxies who wish to leave early or absent during any agenda item may exercise their rights by submitting their ballots that cast votes in advance of the remaining agenda items to the Company's staff to record their votes on each agenda items. If they do not conform to this before the vote counts for each items are summarized, they will be regarded as expressing approval votes on each given item.

7. After vote counting, the resolution of each agenda item will be announced. The resolution is divided into three categories, comprising approval, disapproval and abstention, which will be presented in percentage based on the total required number of votes respective to each agenda item. The number of votes for each agenda item may vary as some shareholders arrive after the Meeting is declared open or left early.

8. Before casting a vote for each agenda item, the Chairman will provide opportunity to shareholders or proxies attending the Meeting to ask questions relating to such agenda as appropriate. Shareholders or proxies who wish to propose any comments or queries should raise their hands so that the Company's staff will provide a microphone. Once the Chairman has given his permission, they should state their name and surname as well as their positions as either shareholders or proxies to the Meeting before making inquiries so that the Minutes of the Meeting will be recorded correctly and completely.

The queries or opinions, which are irrelevant to the said agenda, shall be brought to last agenda item of the Meeting. The queries or opinions shall be concise and straight to the point in order to share the chance to others and to conduct the Meeting efficiently and in appropriate time. For this purpose, the Company would like to reserve the right to conduct the Meeting as appropriate.

9. To ensure transparency of the vote counting, the representatives from Dharmniti Auditing Company Limited were invited to be witnesses in this vote counting.

Mr. Metta Charuchinda, Chairman of the Director, performing duty as the Chairman of the Meeting ("the Chairman"), gave cordial welcome speech to shareholders and proxies attending the Meeting. In accordance with good corporate governance, the Company provided opportunity to shareholders to propose the agenda in advance from December 26, 2013 until January 31, 2014, announced on SET's website as well as the Company's website. However, on the expiration of the time specified, no other agenda items were proposed to the Company. In addition, the Company notified shareholders to post



questions in advance, but no questions was submitted. Therefore, the agendas would be proceeded in accordance with the sequence of the agenda items, which were considered by the Board of Directors as stated in the notice of the Meeting as follows:

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

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 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](http://www.hotpot.co.th), and sent to shareholders for consideration in advance, attached with the Notice of the Meeting, the details of which appeared 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 2013.

**Resolution:** The Meeting considered and resolved to adopt the minutes of Annual General Meeting of Shareholders 2013, held on April 5, 2013, as proposed, with the following votes.

| Votes       | Number of votes cast | Percentage |
|-------------|----------------------|------------|
| Approved    | 232,442,001          | 100        |
| Disapproved | -                    | -          |
| Abstained   | 53,200               |            |

- Remarks**
- 1) The resolution of this agenda item shall be adopted by a majority vote of the total votes of shareholders attending the Meeting and casting their votes.
  - 2) In this agenda item, the number of votes of shareholders presented in person and by proxy was 232,495,201 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 2013**

The Chairman invited Ms. Sakuna Baicharoen, Deputy Chief Executive Officer, to inform the Meeting the operating result of the Company for year 2013.

Ms. Sakuna Baicharoen presented the operating result of the Company to the Meeting which is summarized as follows:



- At the end of 2013, the Company's branches were totally 153 branches (newly opened 27 branches, closed 15 branches), accounted for 61 branches in Bangkok and its perimeters and 92 branches in upcountry areas.
- The important marketing activities in 2013 were television advertisement, discount promotions such as 20% discount for ladies (Ladies' Day), 20% discount on Wednesday etc., co-promotion with business allies, a new communication channel to customers via LINE application, which more than 5,600,000 persons loaded LINE stickers.
- In 2013 the Company's revenue from sales amounted to Baht 2,320.80 million, increased by 23.92%, number of customers was 8.52 million headcounts, increased by 19.31% and number of employees was 3,664 headcounts, increased by 2.55%, compared to 2012.
- According to revenue structure in 2013, most of revenues from sales were generated by Hot Pot Buffet Value and Hot Pot Inter Buffet, accounted for 40.12% and 39.93% of total revenue from sales, respectively. Sales proportion of Daidomon and Hot Pot with Grill has been increasing.
- Progress of 25 branches of Daidomon acquired since 2011 can be summarized as follows: closed 11 branches, completely renovated 7 branches, renovated and rebranded to Hot Pot with Grill 4 branches and not renovated yet 3 branches. The performance of renovated branches of Daidomon has been significantly improved. Their average revenue from sales has increased more than 100%.
- According to expansion plan in 2014, the Company will open approximately 15-20 branches, which almost of them will be Hot Pot with Grill. Furthermore, all Hot Pot Buffet Value will be renovated and then rebranded to Hot Pot Inter Buffet.
- In next 3-5 years, the Company plans to expand new branches approximately 20-25 outlets per annum in order to achieve the targeted number of outlets of 250. Investment budget for each branch is estimated in amount of Baht 7-9 million, depending on brand and area size. Expansion to AEC countries as well as new brand acquisition is also planned.

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. Vorapoj Limchaofha, a shareholder, asked about source of fund for future expansion.

Mr. Sompon Roekwibunsi, Chief Executive Officer, clarified that source of fund will come from cash flow from operation as well as loans from financial institutions.

- Mrs. Siriwon Ketwiset, a proxy, raised questions about product development and research on consumer's behavior in AEC countries.

Mr. Sompon Roekwibunsi explained that the Company offers more than 100 food menus, which 90% of them will remain unchanged. However, suggested food menus will be introduced every quarter. Food festival planned to be launched from May until the end of year 2014 in order to create newness and colorfulness of food for customers.



The Company has not studied about consumer's behavior in ACE countries yet, whereas location and purchasing power are mainly considered. Some food menus, in addition, may be adjusted to be appropriate for each country.

- Mr. Pholawat Puthanasup, a shareholder, inquired about the number of outlets which have already been opened and planned to be opened in 2014, measurement for reduction of branch closing and progress of new brand acquisition.

Mr. Sompon Roekwibunsi answered that 3 outlets have already been opened in 2014. At least 15-16 outlets are confirmed to be opened in 2014, which all of them have already signed contracts.

In order to lessen branch closing, the Company will more selectively open new branches. However, some outlets that have been operated for 5-10 years will be unavoidably closed due to the impact from opening of new shopping centers.

New brand acquisition is unable disclosed because of its uncertainty.

- Mr. Wichai Chindadhamrongvej, a shareholder, asked about composition of selling and administrative expenses and expense reduction.

Ms. Sakuna Baicharoen, Deputy Chief Executive Officer, clarified that major composition of selling and administrative expenses consisted of wages, marketing, utility, rental and service and depreciation. Wages and compensation have been increased to competitive level due to labor shortage in branch staff.

To control expenses of back office, the Company has utilized technology to support working process, thus new positions of back office are not hired. Marketing expenses also has been reduced by introducing social media, instead of television advertisement, as a main channel to communicate to targeted customers, resulting in efficient communication and lessen expenses. Moreover, the Company has negotiated with owners of shopping centers to decrease their rental.

**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 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, 2013, 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, 2013 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;

- Mr. Tharat Techalet, a shareholder, asked questions regarding asset purchase payable in amount of Baht 65.5 million and bank overdrafts in amount of Baht 30.23 million.

Mr. Wisit Wachiralappaition clarified that asset purchase payable was increased because more than 10 branches were opened in fourth quarter of 2014, which the Company got credit term payment of about 90 days. Bank overdrafts were cheques payable to suppliers that had not been cashed yet.

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, 2013, with the following votes:

| Votes       | Number of votes cast | Percentage |
|-------------|----------------------|------------|
| Approved    | 233,262,935          | 100        |
| Disapproved | -                    | -          |
| Abstained   | 53,401               |            |

- Remarks**
- 1) The resolution of this agenda item shall be approved by the majority vote of the total votes of shareholders attending the Meeting and casting their votes
  - 2) In this agenda item, the number of votes of shareholders presented in person and by proxy was 233,316,336.
  - 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, 2013 and pay dividend**

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

Ms. Sakuna Baicharoen notified that 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.



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      |

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 to allocate the profit as per performance results of the Company for the year ending December 31, 2013 as legal reserve and pay dividend, with the following votes:

| Votes       | Number of votes cast | Percentage |
|-------------|----------------------|------------|
| Approved    | 233,283,035          | 100        |
| Disapproved | -                    | -          |
| Abstained   | 33,401               |            |

- Remarks**
- 1) The resolution of this agenda item shall be approved by the majority vote of the total votes of shareholders attending the Meeting and casting their votes.
  - 2) In this agenda item, the number of votes of shareholders presented in person and by proxy was 233,316,436.
  - 3) There were no voided ballots in this agenda item.





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

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, 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<br>(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  |

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.

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 | Percentage |
|-------------|----------------------|------------|
| Approved    | 229,235,035          | 98.251     |
| Disapproved | 5,000                | 0.002      |
| Abstained   | 4,076,401            | 1.747      |



- Remarks**
- 1) The resolution of this agenda item shall be approved by not less than two-thirds of the total votes of the shareholders attending the Meeting.
  - 2) In this agenda item, the number of votes of shareholders presented in person and by proxy was 233,316,436.
  - 3) There were no voided ballots in this agenda item.

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

Pursuant to good corporate governance, Mr. Somchai Roekwibunsi, who has conflict of interest, left the Meeting room.

The Chairman invited the Conductor to inform the details to the Meeting.

The Conductor notified that 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. 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 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.

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

The Chairman proposed the Meeting of Shareholders to re-elect the directors who will retire by rotation, on individual basis.

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



**1. Mr. Somchai Roekwibunsi**

| Votes       | Number of votes cast | Percentage |
|-------------|----------------------|------------|
| Approved    | 231,286,035          | 100        |
| Disapproved | -                    | -          |
| Abstained   | 2,030,401            |            |

**2. Mr. Supakrit Mekpanuwat**

| Votes       | Number of votes cast | Percentage |
|-------------|----------------------|------------|
| Approved    | 229,216,735          | 100        |
| Disapproved | -                    | -          |
| Abstained   | 4,099,701            |            |

- Remarks**
- 1) The resolution of this agenda item shall be approved by the majority vote of the total votes of shareholders attending the Meeting and casting their votes.
  - 2) In this agenda item, the number of votes of shareholders presented in person and by proxy was 233,316,436.
  - 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 2014**

The Chairman informed the Meeting that 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, Certified Public Accountant no. 6699, who has endorsed the Company's Financial Statements for one year since 2013 and/or
- 2) Mr. Pojana Asawasontichai, Certified Public Accountant no. 4891, who has never endorsed the Company's Financial Statement and/or
- 3) Miss Sulalit Ardsawang, Certified Public Accountant no. 7517, who has never endorsed the Company's Financial Statements and/or
- 4) Miss Wannisa Ngambuathong, Certified Public Accountant 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.

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 2014.

**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. 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, to be the auditor of the Company and to approve the auditing fee for the year 2014 of the Company at 1,200,000 Baht, with the following votes:

| Votes       | Number of votes cast | Percentage |
|-------------|----------------------|------------|
| Approved    | 233,256,035          | 100        |
| Disapproved | -                    | -          |
| Abstained   | 60,401               |            |

- Remarks**
- 1) The resolution of this agenda item shall be approved by the majority vote of total votes of shareholders attending the Meeting and casting their votes
  - 2) In this agenda item, the number of votes of shareholders presented in person and by proxy was 233,316,436.
  - 3) There were no voided ballots in this agenda item.

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

The Chairman informed that there was no additional matter propose and gave an opportunity to the shareholders to raise questions and make comments. There were shareholders raising questions in this agenda item as follows:

- Mrs. Tipaporn Aoonsiri, a proxy of the Association of Thai Investors, inquired about cooperation with Thai Institute of Directors (IDO) regarding anti-corruption.  
  
The Chairman explained that the Company gives precedence to do business with transparency and anti-bribery and corruption. However, the Company will find out more details about participation in IOD's anti-corruption project.
- A shareholder asked about margin of Hot Pot Inter Buffet with Grill, compared with Hot Pot Inter Buffet.



Mr. Sompon Roekwibunsi, Chief Executive Officer, clarified that food cost of two brands are slightly different. More than 60-70% of customers prefer to have both boiling and grilling in the same table, with additional charge of Baht 30 per person, resulting in more revenues for Hot Pot Inter Buffet with Grill.

- A shareholder raised questions about protective system for corruption of branch staff and auditing branches

Ms. Sakuna Baicharoen, Deputy Chief Executive Officer, explained that to monitor corruption of branch staff, the Company has installed close circuit televisions in some branches, Internal Audit unit (IA) performs auditing and deviation of food cost from standard one shall be investigated. Area Managers visit all branches under their responsibilities on monthly basis. Internal Audit (IA) and Quality Audit (QA) perform sampling inspection in some branches.

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 17.15 hrs.

-Mr Metta Charuchinda-

Mr. Metta Charuchinda  
Chairman of the Meeting