



**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.