



## **Hot Pot Public Company Limited**

### **Criteria for Shareholders to Propose Agenda Items and Nominate Candidates for Directorship for the Annual General Meeting of Shareholder 2016**

Hot Pot Public Company Limited (“The Company”) recognizes the important of operation under good corporate governance and treating all shareholders equitably. The Company, therefore, facilitates shareholders to propose agenda items which are deemed to significant and beneficial to the Company and nomination of qualified candidates for election as directors in advance prior to the annual general meeting of shareholders 2016, with the criteria as described below:

#### **1. Qualification of shareholders who wish to propose agenda items and/or nominate candidates for directorship**

- 1.1 Be the shareholder of the Company, as an individual or group
- 1.2 Hold the Company’s shares at least 2,000,000 shares
- 1.3 Hold shares in amount as specified in clause 1.2 for at least 1 consecutive year by the date of proposing agenda items and/or nominating candidates for directorship

#### **2. Criteria for proposal**

##### **2.1 Proposing agenda items**

The following matters will not be include as the meeting agenda

- 1) Matters that are not benefit to the business operation of the Company
- 2) Matters that violates the law, announcements, regulations, and rules issued by government agencies or regulators, or matters that do not comply with the Company’s objectives, article of association, shareholders’ resolutions and good corporate governance
- 3) Matters that are relevant to normal business operation of the Company and allegation made by shareholders does not indicate any reasonable cause to suspect the irregularity of such matters
- 4) Matters that shareholders do not deliver complete and correct information and evidence, or the Company cannot contact shareholders for additional information
- 5) Matters that shareholders proposed to the shareholders’ meeting for consideration within the previous twelve months and received the supporting votes of less than ten percent of the Company’s total voting rights, unless relevant facts have significantly changed
- 6) Matters that the Company has already implemented



- 7) Matters that are beyond the Company's power to produce the purposed results
- 8) Matters that were previously proposed
- 9) Other matters that the Board of Directors considers that there is not necessary to place in an agenda, with reasonable explanation for the shareholders
- 10) Any other matters that are specified in the notifications of Capital Market Supervisory Board

## 2.2 Proposing nominated candidates for directorship

Candidates nominated for directorship must satisfy the following conditions:

- 1) Have qualifications without any prohibited characteristics under the Public Companies Act, the Securities and Exchange Act, the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, the Company's regulation and criteria of Corporate Governance
- 2) Have knowledge, capability and experience in various profession to be beneficial and creating value added to the Company
- 3) Have characteristics to support and promote business conduction under good corporate governance to create value of the Company and perform their duties with accountability, care and loyalty as well as devote sufficient time to the Company
- 4) Take positions in listed companies not more than 3 companies

## 3. Procedure

### 3.1 Proposing agenda items

Shareholders eligible under item 1 must complete "Proposal of Agenda Items Form for the Annual General Meeting of Shareholders 2016" (Form A) with their signatures.

### 3.2 Proposing nominated candidates for directorship

- 1) Shareholders eligible under item 1 must complete "Nominating Directors for Election Form for the Annual General Meeting of Shareholders 2016" (Form B) with their signatures.
- 2) Candidates must complete "Form for Information of Nominated Director for Election in the Annual General Meetings of Shareholders 2016" (Form C), with their signatures.
- 3) In case of there are many shareholders who have unified to propose meeting agenda items and/or nominate candidates for directorship, each one must fill in his/her information in the Forms and sign his/her signature as evidence separately and together send into one set.

The forms are available to download at the Company's website [www.hotpot.co.th](http://www.hotpot.co.th) under section "Investor Relations / Shareholder Information" .



3.3 Submit the original form, along with complete and accurate supporting documents by registered mail from October 1, 2015 to December 31, 2015 to the following address:

Company Secretary  
Hot Pot Public Company Limited  
6<sup>th</sup> Floor, Thanapat Building  
350 Ramintra Road, Tharang  
Bangkaen, Bangkok 10230

Shareholders may unofficially propose the forms and supporting documents via electronic mail to [ir@hotpot.co.th](mailto:ir@hotpot.co.th) or facsimile number at 02-943-7492 prior to mailing all original documents.

3.4 The Company Secretary will check for completeness and accuracy of document and then propose to the Independent Directors Committee to consider before further submission to Board of Directors for consideration and comment. The Board's judgment is final.

Agenda items and/or nominated candidates approved by the Board of Directors will be included in the agenda items of the notice of shareholders' meeting, remarked as proposed by shareholders.

Agenda items and/or nominated candidates denied by the Board of Directors will be informed as the matter for acknowledgement in the shareholders' meeting together with the reasons of such refusal.

#### **4. Required documents to be enclosed with the proposal**

4.1 Evidence of shareholding

4.2 Evidence of shareholders' identification

4.3 Supporting documents for considering qualification of nominated candidates including education and work experience (Curriculum Vitae)

4.4 Additional supplementary documents beneficial for consideration (if any)