

No Souvenir



“ทุกมื้อ จัดเต็มด้วยใจ”

## Annual General Meeting of Shareholders 2016

Hot Pot Public Company Limited

on Thursday April 21, 2016, at 14.00 hrs.,

at Sitarom Room, 2nd Floor

Phranakorn Grand View Hotel

Phranakhon Rajabhat University

9 Changwattana Road,

Bangkhon, Bangkok 10220





“ทุกมื้อ จัดเต็มด้วยใจ”

**HOT POT PLC** Registration No. 0107554000160

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- Translation -

March 18, 2016

Re: Invitation to the Annual General Meeting of Shareholders 2016

To: Shareholders of Hot Pot Public Company Limited

- Enclosures
1. Copy of the Minutes of Annual General Meeting of Shareholders 2015 held on April 23, 2015
  2. Annual Report 2015 and Balance Sheet and Profit and Loss Statements for the year ending December 31, 2015 in CD-ROM format
  3. Details of nominated persons for election to replace directors retiring by rotation and a new director as well as Definition of Independent Director
  4. Registration Form
  5. Proxy Form B.
  6. Details of an 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 – Phranakorn Grand View Hotel

With this letter, Hot Pot Public Company Limited (the "Company") would like to inform that the Board of Directors Meeting No. 2/2016 resolved to convene the Annual General Meeting of Shareholders 2016 on Thursday April 21, 2016, at 14.00 hrs., at Sitarom Room, 2<sup>nd</sup> Floor, Phranakorn Grand View Hotel, Phranakhon Rajabhat University, 9 Chaengwattana Road, Anusawari, Bangkok, Bangkok 10220.

For the determination of an agenda for Annual General Meeting of Shareholders for the Year 2016, the Company has announced on the Company's website that shareholders were invited to propose the agenda in advance from October 1 until December 31, 2015. 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:



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**Agenda Item 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders 2015**

Objective and Rationale: The Company had prepared the Minutes of Annual General Meeting of Shareholders 2015 held on April 23, 2015 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), 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 2015.

Opinion of the Board of Directors: The Board of Directors considered that the Minutes of Annual General Meeting of Shareholders 2015 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 2015**

Objective and Rationale: The Company had prepared the report of performance results of the Company for the year 2015, the details of which appeared in Annual Report 2015 as per **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 2015 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, 2015**

Objective and Rationale: The Company had prepared the balance sheet and profit and loss statement of the Company for the year ending December 31, 2015, the details of which appeared in Annual Report as per **Enclosure 2**. The mentioned balance sheet and profit and loss statement of the Company for the year ending December 31, 2015 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, 2015 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.



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**Agenda Item 4 To consider and approve omission of allocation of net profit as legal reserve fund and no dividend payment from operating results for the year 2015**

Objective and Rationale: 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 loss for the year 2015 amounts to Baht 94,992,526. Therefore, it is deemed appropriate to propose the Meeting of Shareholders to omit allocation of profit from the Company’s operating results for the year 2015 as legal reserve and not pay dividend.

Table of comparison of dividend payment in 2015 with that of the previous year

Detail of Dividend Payment	2015	2014
Net Profit/(Loss) (Baht)	(94,992,526)	(54,019,184)
Dividend (Baht per share)	0	0
• First half interim dividend (Baht per share) share)	0	0
• Second half dividend (Baht per share)	0	0
Total Dividend (Baht)	0	0
Payout Ratio (%)	0	0

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 2016**

Objective and Rationale: According to Article 30 of the Articles of Association of the Company, Directors shall be entitled to remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms pursuant to the Company’s Articles of Association or the approval of 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



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Shareholders to approve the remuneration of directors and audit committees for the year 2016 at the same rate of the year 2015 by determining the meeting allowance as follows:

Remuneration	2016	2015
1) Meeting Allowance (Baht per Meeting Attendance)		
Board of Directors		
• Chairman of the Board of Directors	15,000	15,000
• Directors	10,000	10,000
Audit Committee		
• Chairman of the Audit Committee	10,000	10,000
• Members of the Audit Committee	5,000	5,000
2) Other Benefits (Baht)	None	None

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 members of the Audit Committees for the year 2016 by determining the meeting allowance for Chairman of the Board of Directors in amount of Baht 15,000 per meeting attendance, directors in amount of Baht 10,000 per meeting attendance, Chairman of the Audit Committee in amount of Baht 10,000 per meeting attendance and members of the 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 2016 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 attending the meeting.

**Agenda Item 6 To consider and approve the election of 2 directors to replace the directors who retire by rotation and the election of 1 new director**

Objective and Rationale: Pursuant to the Public Company Act B.E. 2535 and Article 17 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 2016 of the Company, the directors who will retire by rotation are as follows:



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1. Mr. Metta Charuchinda Chairman of the Board of Director, Chairman of the Audit Committee and Independent Director
2. Ms. Sakuna Baicharoen Director

In addition, according to Article 14 of Association of the Company, the Company shall have the Board of Directors which consists of at least 5 directors and not less than one-half of total number directors shall have residence within the Kingdom. The Board of Directors currently consists of 6 directors.

The Company has announced on the Company's website to invite shareholder to nominate qualified candidates to be elected as directors for the Annual General Meeting of Shareholders 2016 from October 1 to December 31, 2015. 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, with the exception of the members who had conflicts of interest, considered that those two directors, who will retire by rotation, namely (1) Mr. Metta Charuchinda and (2) Ms. Sakuna Baicharoen, have knowledge, ability, special skill, and experience which is the advantage for the Company's operation. During their directorship, they have performed their duties with good performance. Furthermore, Mr. Metta Charuchinda, nominated as an independent director, is capable of giving opinions independently and in compliance with relevant rules and regulations. 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 Board of Directors also suggested an increase of additional director so that the Board of Directors will consist of 7 directors. Mr. Kan Suthirat is proposed as the new director since he has knowledge, competency, and experience that will be beneficial to the Company as well as has qualifications required by the Public Limited Company Act B.E. 2535 and relevant notifications of Securities and Exchange Commission. It is, therefore, deemed appropriate to elect Mr. Kan Suthirat as a new director. Profile of the nominated candidate is 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 2016

Objective and Rationale: 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 2016 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



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Company Limited to be the auditing firm of the Company for the year 2016 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 three years 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 2016 of the Company at the rate of Baht 1,240,000, increased Baht 40,000 or 3.33% from that for the year 2015 since the auditing fee has not been changed since 2013 and there are more auditing works to be proceeded. The detail of the auditing fee is as follows:

Fee	2015	2014
Auditing Fee (Baht)	1,240,000	1,200,000
Other Fee (Baht)	None	None

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 2016 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 1,240,000 as proposed.

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 shareholders are cordially invited to attend the Annual General Meeting of Shareholders 2016 at the date, time and venue stated above. In order to allow the registration for the attendance of the meeting to be carried out smoothly and efficiently, it is kindly recommended that the shareholders and/or proxy holders present the registration form with the shareholder’s name and barcode appeared thereon per details in **Enclosure 4** and proxy



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form (if any) 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 12.00 hrs. onwards.

Please be informed accordingly.

Sincerely yours,

*-Metta Charuchinda-*

(Mr. Metta Charuchinda)  
Chairman

#### Remark

1. The Company fixed the date of determining the names of shareholder who shall have the right to attend the Annual General Meeting of Shareholders 2016 on March 14, 2016 (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 15, 2016.
2. In the case that the shareholders are unable to attend the meeting and would like to appoint proxy or the Independent Director of the Company whose name and profile is appeared as in **Enclosure 6** to be their proxy to attend the meeting and cast votes on their behalf, only one form of Proxy Form shall be completely filled in and signed by the grantor and the proxy and submitted together with the supporting documents as per the details in **Enclosure 7**. Proxy Form B is appeared in **Enclosure 5** and Proxy Form A or Form B or Form C can be downloaded from the Company's website at [www.hotpot.or.th](http://www.hotpot.or.th).

If the shareholders choose to appoint the independent director of the Company to be their proxies, please deliver the proxy form with the supporting documents to the Company no later than April 12, 2016.

3. 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**.
4. The Company prepared and distributed to the shareholders the Annual Report 2015 and Balance Sheet and Profit and Loss Statements for the year ending December 31, 2015 in CD-ROM format. If any shareholders would like to request for the Annual Report 2015 and Balance Sheet and Profit and Loss Statements for the year ending December 31, 2015 in booklet, please contact investor relations via call telephone number 02-943-8448, Ext. 1114 or fax at facsimile number 02-943-7492 or email to [ir@hotpot.co.th](mailto:ir@hotpot.co.th).
5. 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](mailto:ir@hotpot.co.th) or by fax to number 02-943-7492 from now until April 8, 2016.





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**Enclosure 1**

(Translation)

**Minutes of the Annual General Meeting of Shareholders 2015  
Hot Pot Public Company Limited**

**Venue** Majic 2 Room, 2nd Floor, Miracle Grand Convention Hotel, 99 Vibhavadi Rangsit Road, Lak Si, Don Mueang, Bangkok 10210

**Date and Time** Thursday April 23, 2015, at 14.00 hrs.

**Preliminary Proceedings**

Miss Wanida Sirichan, 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 2015 (“the Meeting”) on March 26, 2015 (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 27, 2015. 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 90 shareholders and 95 proxies, totaled 185 shareholders and proxies, had attended the Meeting, representing 284,553,588 shares, equivalent to 70.0871% 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, Independent Director |
| (2) Mr. Sompon Roekwibunsi    | Director, Chairman of the Executive Committee, Chief Executive Officer       |
| (3) Ms. Sakuna Baicharoen     | Director, Executive Director, Deputy Chief Executive Officer                 |
| (4) Mr. Somchai Roekwibunsi   | Director, Executive Director, Chief Administrative Officer                   |
| (5) Mr. Amornsakdi Ketcharoon | Independent Director and Member of the Audit Committee                       |
| (6) Mr. Sutee Ratananakin     | Independent Director and Member of the Audit Committee                       |



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**Directors absent at the Meeting**

-None-

**Management present at the Meeting**

Mr. Wisit Wachiralappaicon                      Chief Financial Officer

**Auditor present at the Meeting**

Dharmniti Auditing Company Limited

Mr. Thanawut Piboonsawat

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 Company used barcode system which the number of disapproval or abstention votes or voided ballots 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 without signature, 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.



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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 three categories as follows:

- 5.1 In case of agenda items approved by the majority vote of shareholders attending the Meeting and casting their votes, the Company shall calculate votes by counting only the vote from shareholders attending the Meeting and casting their votes but not counting the votes of abstention.
- 5.2 In case of an agenda item approved by not less than two-thirds of the total number of votes of shareholders attending the Meeting, the Company shall calculate votes by counting all votes of shareholders attending the Meeting and casting their votes of approval, disapproval or abstention.
- 5.3 In case of an agenda item approved by not less than three-fourths of the total number of votes of shareholders attending the Meeting and having the right to vote, the Company shall calculate votes by counting all votes of shareholders attending the Meeting and having the right to vote and casting their votes of approval, disapproval or abstention.

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, abstention and voided ballots, 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.



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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 October 1 to December 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 2014**

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 2014. The Company had prepared the Minutes of Annual General Meeting of Shareholders 2014 held on April 23, 2014 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 2014.

**Resolution:** The Meeting considered and resolved to adopt the minutes of Annual General Meeting of Shareholders 2014, held on April 23, 2014, as proposed, with the following votes.

Votes	Number of votes cast	Percentage
Approved	285,302,807	99.9988
Disapproved	3,500	-
Abstained	0	
Voided Ballots	0	0.0000

- 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 285,306,307 shares.

**Agenda item 2 To acknowledge the performance results of the Company for the year 2014**

The Chairman invited Ms. Sakuna Baicharoen, Deputy Chief Executive Officer, to inform the Meeting the operating result of the Company for year 2014.



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

- Opened 18 new branches comprising 15 stores of Hot Pot Inter Buffet with Grill, 1 store of Hot Pot Inter Buffet and 2 stores of Hot Pot Suki Shabu and closed 27 branches which most of them had net loss from their operation.
- Rebranded all stores of Hot Pot Buffet Value to Hot Pot Inter Buffet, completed in the third quarter of 2014
- Developed new brand “Signature Steak Loft”. The first store has been launched since December 25, 2014 at Central Plaza Rama 2 which formerly was the store of Hot Pot Ramen Buffet.
- Provided a new channel for distribution of Suki sauce under brand of Hot Pot in Tesco Lotus, commencing in November 2014 onwards
- At the end of 2014, the Company's branches were totally 144 branches, decreased from 153 branches at the end of previous year, accounted for 62 branches in Bangkok and its perimeters and 82 branches in upcountry areas in the proportion of 43:57.
- In 2014 the Company's revenue from sales amounted to Baht 2,294.72 million, declined Baht 26.08 million or by 1.2%, number of customers was 7.85 million headcounts, dropped by 7.9% and number of employees was 3,420 headcounts, decreased by 6.7%, compared to 2013.
- According to revenue structure in 2014, most of revenues from sales were generated by Hot Pot Inter Buffet, accounted for 54.80% of total revenue from sales, followed by Hot Pot Inter Buffet with Grill, Hot Pot Buffet Value and Daidomon with portion of revenues from sales of 19.40%, 12.20% and 10.80%, respectively.
- Same Store Sales Growth (SSSG) in Bangkok Metropolitan Region dropped by 11.7% and upcountry area declined by 15.8%, resulting in overall SSSG down by 13.9%.
- Most of expenses increased, excluding marketing expenses reduced approximately Baht 30 million to Baht 43.91 million. Loss from branch closing was increased significantly, in amount of Baht 36.78 million to Baht 40.45 million. EBITDA, therefore, dropped from Baht 223.54 million to Baht 118.03 million. However, EBITDA excluding non-cash items of loss from branch closing was Baht 153.16 million.
- The Company's business plan for 2015 are as follows:
  - Build the existing brands to be stronger, create differentiation of product and provide standard service
  - Diversify business operation by developing new restaurant brands as well as adding new channels for Suki sauce distribution
  - Expand new branches with careful selection
  - Develop and create new food menu with identity to fulfill customer's satisfaction
  - Arrange ongoing sales promotion and marketing activities directly to target customers
  - Manage costs and expenses
  - Improve human resource management and personnel potential development



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- Develop information technology system to provide data easily, quickly, accurately and can be analyzed for management purposes timely

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:

- Miss. Ratchanee Boonthum, a proxy the Association of Thai Investors appreciated that the Company has already participated in the Project of “Private Sector Collective Action Coalition against Anti-Bribery and Corruption” and asked the question about the process for granting certificate, the number of stores expected to be closed in 2015 and estimated loss from branch closing and business plans for handling continuous slowdown economic situation, especially in upcountry area where 57% of the Company’s branches are located.

Regarding anti-bribery and corruption, the Chairman clarified that the Company was in process of finding more detail of self-evaluation certification process which had quite a lot of criteria. The Company, then, will proceed in accordance with the guideline, including verification process. The company secretary is assigned to perform such duties. The progress will be announced on the Company’s website.

Mr. Sompon Roekwibunsi, Chief Executive Officer, answered the question about branch closing. In 2014, 27 stores were closed and there were several factors involving for branch closing. For example, competition from new large shopping centers that have been opened in the same area as the Company’s branches located in local department stores which were unable to compete with the large shopping centers. However, the Company also has opened new stores in such large shopping centers. As a result, it was unavoidable to close the Company’s stores located in local department stores. In addition, there were 11 branches which were located in unsuitable area. Most of such branches were included in the package offered by the Company’s shopping center alliance, which combined shopping centers in various locations. There were 4 stores which were closed due to the expiration of rental contracts.

As a result of ongoing economic downturn, the Company inevitably has to close additional branches in 2015. From the beginning of 2015 until now, 5 stores were closed and 2 of them were small sized Hot Pot Suki Shabu, serving a la carte, with investment of Baht 1-2 million, opened in Big C Cha-am and Thepkasattri. Those two stores were opened during year end of 2014 as trial sites, but their sales volume were quite below target. The Company also expects to close additional 2 branches in May and June. Moreover, starting from May, the Company may consider closing 3-4 stores located in upcountry area, where there was more than one store in the same province because in the situation of less purchasing power, these stores will compete with each other to get customers. In 2014, the Company had closed a store in Mark Four Plaza Phrae, resulting in improving operating results of Tesco Lotus Phrae.

For new branch opening, the Company carefully selects only potential sites and new stores will be opened in the Company’s shopping center alliance which are Central (2 stores) and Robinson (3-4 stores). Furthermore, the new expansion will be focused on Signature Steak Loft, which 3 stores has been



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launched and provide good return. Since the purchasing power has not been recovered yet, average food price of Baht 200 per head of Signature Steak Loft will meet the need of customers who have purchasing power at this level and the number of such customer are quite moderate.

- Mr. Anucha Auksornmakakul, a shareholder, raised questions about higher same store sales in 2014 compared to 2013, despite lower sales volume and number of customer in 2014 and trend of same store sale growth in 2015.

Mr. Sompon Roekwibunsi explained that same store sales in 2014 did not increase, but decreased by 13.9 due to the higher competition from restaurant entrepreneurs as well as shopping centers opening in the same location as the Company's stores and low purchasing power. The increased sales mentioned by the shareholder was sales volume per branch in 2014, which rose from 2013 by 5.1% since in 2014 the Company had closed branches which had net loss from their operation. From the beginning of the year 2015 until now, same volume was less than that in the same period of last year. The Company, thus, has a plan to spend approximately Baht 70 million for marketing budget in order to continually stimulate customers' recognition. Starting from the beginning of this year, the Company has launched new menu "Pot Jung Guem" or Korea spicy soup and advertised thru several media such as television and online, resulting in lessen negative value of same store sale growth.

The Chairman convinced that the Company has monitored the problems that may raise and prepare to solve such problems so that the Company's operation will generate profit in the future.

**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, 2014**

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, 2014, 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, 2014 have been audited by the Company's Certified Public Accountant, reviewed by the Audit Committee and approved by the Board of Directors. The balance sheet, profit and loss statement and statement of cash flows were presented.

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, therefore, proposed the Meeting of Shareholders to approve the balance sheet and profit and loss statement of the Company for the year ending December 31, 2014.



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**Resolution:** The Meeting approved the balance sheet and profit and loss statement of the Company for the year ending December 31, 2014, with the following votes:

Votes	Number of votes cast	Percentage
Approved	285,360,099	99.9968
Disapproved	9,000	0.0032
Abstained	3,000	
Voided Ballots	0	0.0000

- 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 285,372,099.

**Agenda item 4 To consider and approve omission of allocation of net profit as legal reserve fund and no dividend payment from operating results for the year 2014**

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 loss for the year 2014 amounted to Baht 54,019,184. Therefore, it is deemed appropriate to propose the Meeting of Shareholders to omit allocation of profit from the Company's operating results for the year 2014 as legal reserve and not pay dividend.

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, therefore, proposed the Meeting of Shareholders to approve omission of allocation of net profit as legal reserve fund and no dividend payment from operating results for the year 2014.





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**Resolution:** The Meeting approved to omit allocation of profit from the Company’s operating results for the year 2014 as legal reserve and not pay dividend, with the following votes:

Votes	Number of votes cast	Percentage
Approved	285,321,099	99.9832
Disapproved	48,000	0.0168
Abstained	3,000	
Voided Ballots	0	0.0000

- 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 285,372,099.

**Agenda item 5 To consider and approve the determination of remuneration of directors for the year 2015**

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 2015 at the same rate of the year 2014 by determining the meeting allowance as follows:

Position	Meeting Allowance (Baht per Meeting Attendance)	Other Benefits
Board of Directors		
• Chairman of the Board of Directors	15,000	None
• Directors	10,000	None
Audit Committee		
• Chairman of the Audit Committee	10,000	None
• Members of the Audit Committee	5,000	None

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 2015 as the proposed rates.



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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. The Chairman, therefore, proposed the Meeting of Shareholders to approve the determination of remuneration of directors for the year 2015.

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

Votes	Number of votes cast	Percentage
Approved	285,304,099	99.9762
Disapproved	19,000	0.0067
Abstained	49,000	0.0172
Voided Ballots	0	0.0000

- 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 285,372,099.

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

The Chairman informed the Meeting that pursuant to good corporate governance, Mr. Sompon Roekwibunsi and Mr. Amornsakdi Ketcharoon, who have conflict of interest, were invited to leave the Meeting room.

In compliance with the Public Company Act B.E. 2535 and Article 17 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 2015 of the Company, the directors who will retire by rotation are as follows:

1. Mr. Sompon Roekwibunsi Director
2. Mr. Amornsakdi Ketcharoon 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 2015 from October 1 to December 31, 2014. However, during the period provided, no shareholder nominated any persons to be elected as directors.



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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, therefore, 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. Sompon Roekwibunsi**

Votes	Number of votes cast	Percentage
Approved	285,284,199	99.9988
Disapproved	3,500	0.0012
Abstained	84,500	
Voided Ballots	0	0.0000

- 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 285,372,199.

**2. Mr. Amornsakdi Ketcharoon**

Votes	Number of votes cast	Percentage
Approved	285,311,894	99.9988
Disapproved	3,500	0.0012
Abstained	57,000	
Voided Ballots	0	0.0000

- 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 285,372,894.



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**Agenda item 7 To consider and approve the appointment of the auditor and determination of the auditing fee for the year 2015**

The Chairman informed the Meeting that the Audit Committee had considered the selection of the auditors for the year 2015 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 2015 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 two 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 2015 of the Company at the rate of Baht 1,200,000, which is the same amount as approved for the year 2014.

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, therefore, proposed the Meeting of Shareholders to appoint the auditor firm and determine the auditing fee of year 2015.

**Resolution:** The Meeting approved to appoint Dharmniti Auditing Company Limited to be the auditing firm of the Company for the year 2015, 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 2015 of the Company at 1,200,000 Baht, with the following votes:

Votes	Number of votes cast	Percentage
Approved	285,320,394	99.9988
Disapproved	3,500	0.0012
Abstained	49,000	
Voided Ballots	0	0.0000



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- 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 285,372,894.

**Agenda item 8 To consider and approve the increase of the Company’s registered capital under General Mandate in amount of Baht 10,150,000 and the amendment of the clause 4 of the Memorandum of Association of the Company in order to consistent with the increase of the Company’s registered capital**

The Chairman informed the Meeting that the objectives of the increase of the Company’s registered capital under General Mandate are to utilize as working capital of the Company and/or to invest in the Company’s future business expansion and/or to repay loan of the Company. The Company will increase its capital in amount of Baht 10,150,000 from the current registered capital of Baht 101,500,000 to the new registered capital of Baht 111,650,000 by issuing ordinary shares in amount of 40,600,000 shares at par value of Baht 0.25 per share and the amendment of clause 4 of the Memorandum of Association of the Company in order to be consistent with the increase of the Company’s registered capital, by substituting the following content, and the Meeting shall empower a person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to amend or add content to the amended content as directed by the Registrar.

Clause 4	Registered Capital	111,650,000 Baht (one hundred eleven million six hundred fifty thousand Baht)
	Divided into	446,600,000 Shares (four hundred forty-six million six hundred thousand shares)
	Par value per share	0.25 Baht (Twenty-five Satang)
	Divided into	
	Ordinary shares	446,600,000 Shares (four hundred forty-six million six hundred thousand shares)
	Preferred shares	-None- Shares

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, therefore, proposed the Meeting of Shareholders to approve the increase of the Company’s registered capital under General Mandate in amount of Baht 10,150,000 and the amendment of the clause 4 of the Memorandum of Association of the Company in order to consistent with the increase of the Company’s registered capital.



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**Resolution:** The Meeting approved to approve the increase of the Company’s registered capital under General Mandate in amount of Baht 10,150,000 and the amendment of the clause 4 of the Memorandum of Association of the Company in order to consistent with the increase of the Company’s registered capital as proposed, with the following votes:

Votes	Number of votes cast	Percentage
Approved	285,337,294	99.9875
Disapproved	6,500	0.0023
Abstained	29,100	0.0102
Voided Ballots	0	0.0000

- Remarks**
- 1) The resolution of this agenda item shall be approved by votes of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote.
  - 2) In this agenda item, the number of votes of shareholders presented in person and by proxy was 285,372,894.

**Agenda item 9 To consider and approve the allocation of newly issued ordinary shares under General Mandate in amount of not exceeding 40,600,000 shares at par value of Baht 0.25 per share**

The Chairman informed the Meeting that The allocation of newly issued ordinary shares under General Mandate in amount of not exceeding 40,600,000 shares at par value of Baht 0.25 per share to offer for sale to specific persons (Private Placement). The offering price shall not be lower than the market price pursuant to the Notification of the Capital Market Supervisory Board regarding the application and permission for offering for sale of newly issued shares and the Notification of the Office of the Securities and Exchange Commission regarding calculation of the securities offering price and determination of market price for consideration of offering of newly issued shares at low price. In addition, the investor(s) who will be allocated for newly issued ordinary shares shall not be a connected person(s) under the Notification of the Capital Market Supervisory Board concerning rules on connected transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and operations of listed companies involving related transactions B.E. 2546.

In this regard, the Board of Directors shall be authorized to be empowered to do the followings:

- Consider and determine whether share allocation shall be made once or several times later and shall be offered to any group of persons or all groups of persons at the same time. Furthermore, the Board of Directors has authority to determine offering price, offering period, and other details and conditions relating to the allotment of newly issued shares
- Negotiate and execute any relevant documents and agreements, as well as take actions in connection with the allocation of such newly issued ordinary shares



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- Execute applications for permission and necessary evidence in connection with the allocation of such newly issued ordinary shares, arrange and submit applications for such permission, documents and evidence to relevant authorities or agencies and list such newly issued ordinary shares on the Market for Alternative Investment (mai)

After the allocation of newly-issued shares to private placement, the total increase in paid-up capital shall not be more than 10% of paid-up capital as of the date that the Company's Board of Directors approved the increase of capital or not exceeding 40,600,000 shares.

In this regard, the Company shall completely allocate the newly issued shares either by the date of the next annual general meeting or by the date required by law to fix the date of the next annual general meeting, whichever is the earlier.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There was a proxy raising questions in this agenda item as follows:

- Miss. Ratchanee Boonthum, a proxy of the Association of Thai Investors, inquired about the criteria for the allocation of newly issued ordinary shares under General Mandate to specific persons (Private Placement).

Mr. Amornsakdi Ketcharoon, an Independent Director, clarified that the purpose of the increase of the Company's registered capital under General Mandate Company was contingency plan for raising fund which was not required to arrange additional Shareholders' Meeting to approve such newly issued ordinary shares, normally taking time for about 45-60 days to proceed. In this regards, to protect benefits of existing shareholders, the criteria for allocation of newly issued ordinary shares under General Mandate to specific persons (Private Placement) was clearly established by SET as follows:

- Offering price shall not below 90% of the market price.
- The investor(s) who will be allocated for newly issued ordinary shares shall not be a connected person(s).
- The allocation of newly-issued shares to private placement shall not be more than 10% of paid-up capital.

There were no additional questions or comments from the shareholders in this agenda item. The Chairman, therefore, proposed the Meeting of Shareholders to approve the allocation of newly issued ordinary shares under General Mandate in amount of not exceeding 40,600,000 shares at par value of Baht 0.25 per share to specific persons (Private Placement).

**Resolution:** The Meeting approved the allocation of newly issued ordinary shares under General Mandate in amount of not exceeding 40,600,000 shares at par value of Baht 0.25 per share to specific persons (Private Placement) as proposed, with the following votes:



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Votes	Number of votes cast	Percentage
Approved	285,344,294	99.9970
Disapproved	8,500	0.0030
Abstained	20,100	
Voided Ballots	0	0.0000

- 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 285,372,894.

**Agenda item 10 Other business (if any)**

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. In addition, the Chairman as the representative of the Company's employees thanked all shareholders to invest in the Company's shares and all employees will give their best affords to manage and operate the Company's business and resolve any problems may occur in 2015 so that the Company's operating performance will regain profitability in the following year.

The Meeting adjourned at 16.00 hrs.

-Metta Charuchinda-

Mr. Metta Charuchinda  
Chairman of the Meeting





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**Enclosure 3**

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

<b>Name-Surname</b>	:	Mr. Metta Charuchinda
<b>Age</b>	:	60 years old
<b>Current Position</b>	:	Chairman of the Board of Director and Chairman of the Audit Committee
<b>Type of Nominated Position</b>	:	Independent Director
<b>Educational Background</b>	:	- Master degree, Management Science University of Connecticut, USA - Master degree, Political Science (Public Administration) Ramkhamhaeng University - Bachelor degree, Faculty of Science (Statistics) Ramkhamhaeng University
<b>Director Training Program</b>	:	- Director Certificate Program Refresher (DCP Refresher 4/2007) - Director Certificate Program (DCP35/2003)
<b>Starting Date of Directorship</b>	:	28 February 2011 (Year of Directorship : 5 Years)
<b>Working Experience</b>	:	
28 February 2011 - present		Chairman of the Board of Director, Chairman of the Audit Committee and Independent Director
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 the Audit Committee Advance Information Technology Plc.
<b>Position in other companies</b>		
Other listed companies	:	None
Other non-listed companies	:	None
Other Legal Entity that may have a conflict of interests with the Company	:	None
<b>Meeting Attendance in 2015</b>	:	Board of Directors Meeting : 5 / 5 times Audit Committee Meeting : 4 / 4 times
<b>Shareholding in the Company</b>	:	None
(as of November 19, 2015)		
<b>Family Relation of other Directors</b>	:	None
<b>Stakeholder with the Company, parent company, subsidiaries, affiliates or any legal entities with conflict of interests at present or in the past 2 year</b>	:	
		- 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



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

<b>Name-Surname</b>	:	Ms. Sakuna Baicharoen
<b>Age</b>	:	48 years old
<b>Current Position</b>	:	Director, Executive Director and Deputy Chief Executive Officer
<b>Type of Nominated Position</b>	:	Director
<b>Educational Background</b>	:	- Master degree, Business Administration (Marketing) National Institute of Development Administration - Bachelor degree, Faculty of Science (Chemistry) Prince of Songkla University
<b>Director Training Program</b>	:	Director Accreditation Program (DAP86/ 2010)
<b>Starting Date of Directorship</b>	:	28 January 2004 (Year of Directorship : 12 Years)
<b>Working Experience</b>	:	
28 January 2004 – Present		Director and Deputy Chief Executive Officer
2011 - Present		Executive Director
<b>Position in other companies</b>		
Other listed companies	:	None
Other non-listed companies	:	None
Other Legal Entity that may have a conflict of interests with the Company	:	None
<b>Meeting Attendance in 2015</b>	:	Board of Directors Meeting : 5 / 5 times
<b>Shareholding in the Company</b> (as of November 19, 2015)	:	102,022,000 shares or 25.13% of total shares entitled to votes
<b>Family Relation of other Directors</b>	:	Wife of Mr. Sompon Roekwibunsi, Director, Chairman of Executive Committee and Chief Executive Officer

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#### Details of Nominated Person for Election to be a New Director

<b>Name-Surname</b>	:	Mr. Kan Suthirat
<b>Age</b>	:	55 years old
<b>Type of Nominated Position</b>	:	Director
<b>Educational Background</b>	:	Bachelor degree, Faculty of Education (Art Education), Major Commercial Design, Chulalongkorn University
<b>Director Training Program</b>	:	- None -
<b>Working Experience</b>	:	
1997 – Present		Managing Director / Client Service Director Identity Advertising Ltd.
Performance		
2012 - Present		Eridan Ltd. (France) : Asian Grocery Products Image & Packaging Design
2005 – Present		Duck King Co., Ltd. : Brand Building Dynamic
2009 – 2014		Nestle' : All Breakfast Cereals Promotions
2012 – 2013		The Sirindhorn International Environmental Park : Exhibition
2011 – 2014		Johnson & Johnson Vision Care : Advertising Campaign
2001 - 2011		Hot Pot Plc. : Corporate Identity
<b>Position in other companies</b>		
Other listed companies	:	None
Other non-listed companies	:	None
Other Legal Entity that may have a conflict of interests with the Company	:	None
<b>Shareholding in the Company</b>	:	None
(as of November 19, 2015)		
<b>Family Relation of other Directors</b>	:	None



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### 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.)

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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.



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**Enclosure 5**

(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) having voting rights equivalent to \_\_\_\_\_ vote(s)

(3) hereby authorize either one of the following persons

Mr. Sutee Ratananakin, Independent Director and member of the Audit Committee, Age 67 Years, Residing at No. 454/101 Soi Ladprao 87, Khlong Chaokhun Sing, Wang Thonglang, 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 2016 on Thursday April 21, 2016, at 14.00 hrs., at Sitarom Room, 2<sup>nd</sup> Floor, Phranakorn Grand View Hotel, Phranakhon Rajabhat University, 9 Chaengwattana Road, Anusawari, Bangkhen, 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 2015**

(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 2015**

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



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**Agenda item 3 To consider and approve the balance sheet and profit and loss statements of the Company for the year ended December 31, 2015**

- (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 omission of allocation of net profit as legal reserve fund and no dividend payment from operating results for the year 2015**

- (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 for the year 2016**

- (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 2 directors to replace the directors who retire by rotation and the election of 1 new director**

- (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. Metta Charuchinda (the director who retires by rotation)
  - Approve       Disapprove       Abstain
  2. Ms. Sakuna Baicharoen (the director who retires by rotation)
  - Approve       Disapprove       Abstain
  3. Mr. Kan Suthirat (the new director)
  - Approve       Disapprove       Abstain



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**Agenda item 7 To consider and approve the appointment of the auditor and determination of the auditing fee for the year 2016**

- (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.



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### 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 2016 on Thursday April 21, 2016, at 14.00 hrs., at Sitarom Room, 2<sup>nd</sup> Floor, Phranakorn Grand View Hotel, Phranakhon Rajabhat University, 9 Chaengwattana Road, Anusawari, 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





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**Enclosure 6**

## Details of Independent Directors for Proxy Appointment

<b>Name-Surname</b>	: <b>Mr. Sutee Ratananakin</b>
<b>Position</b>	: Independent Director and member of the Audit Committee
<b>Age</b>	: 67 years old
<b>Address</b>	: 454/101 Soi Ladprao 87, Khlong Chaokhun Sing, Wang Thonglang, Bangkok 10310
<b>Educational Background</b>	: - Master degree, Science of Marketing Communications, Roosevelt University, Chicago, USA - Bachelor degree, Communication Arts, Chulalongkorn University
<b>Director Training Program</b>	: Director Certificate Program (DCP35/2003)
<b>Working Experience</b>	:
13 August 2014 – Present	Independent Director and member of the Audit Committee Hot Pot Plc.
2014 – Present	Chairman of Executive Committee, Supreme Agritech Co., Ltd.
2009 – Present	Specialized Committee Member, Academic Council, Rajamangala University of Technology Krungthep
2007 – Present	Executive Director, Chulalongkorn University Broadcasting Station
2012 – 2015	Chairman of the Executive Committee, Asia Supreme Co., Ltd.
2010 - 2015	Senior Vice President & CEO, Asia Supreme Co., Ltd.
2008 - 2014	Director, Managing Director, Pharma Cosmet Plc.
2011 – 2012	Managing Director, BD Trading Co., Ltd.
2011 - 2012	Director, VMV (Thailand) Co., Ltd.
2007 – 2012	Managing Director, British Dispensary (L.P) Co., Ltd.
<b>Position in other companies</b>	
Other listed companies	: None
Other non-listed companies	: 3 companies
- Chairman of Executive Committee, Supreme Agritech Co., Ltd.	
- Specialized Committee Member, Academic Council, Rajamangala University of Technology Krungthep	
- Executive Director, Chulalongkorn University Broadcasting Station	
Other Legal Entity that may have a conflict of interests with the Company	: None
<b>Meeting Attendance in 2015</b>	: Board of Directors Meeting : 5 / 5 times Audit Committee Meeting : 4 / 4 times
<b>Shareholding in the Company</b>	: None
(as of November 19, 2015)	
<b>Family Relation of other Directors</b>	: No
<b>Conflict of Interest in meeting agenda</b>	: The determination of remuneration of directors of the year 2016



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## Enclosure 7

### **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 12.00 hrs. on Thursday April 21, 2016, at Sitarom Room, 2<sup>nd</sup> Floor, Phranakorn Grand View Hotel, Phranakhon Rajabhat University, 9 Chaengwattana Road, Anusawari, 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 Proxy Form B, determined by the Department of Business Development, Ministry of Commerce, which is a Specific Proxy Form with details in each agenda in **Enclosure 5**.

Proxy Form A which is a general proxy form (simple form) and Form C which is a specific proxy form for foreign investors who appoint a custodian in Thailand to be a share depository and keeper can be downloaded from the Company website at [www.hotpot.co.th](http://www.hotpot.co.th).

The appointment of proxy can be conducted as follows:

1. The shareholders shall choose to use only one type of the proxy form.
  - 1) General shareholders shall choose to use either Proxy Form A or Form B. The Company recommends the shareholders to use Proxy Form B and specify the voting for each agenda item.
  - 2) Foreign investors who appoint a custodian in Thailand to be a share depository and keeper shall choose either one of three Proxy Forms, which are Proxy Form A or Form B or Form C.
2. The shareholder shall authorize any person to attend and vote at the Meeting on your behalf. Appointing many proxies to split votes is not allowed. The shareholder shall also authorize the proxy to cast the votes by all the shares held by him/her. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the foreign investor pursuant to Proxy Form C.

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 proxy. 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 item, 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 12, 2016.



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3. 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.
4. The proxy must present the proxy form and supporting documents as specified in **documents to be presented on the meeting date** at registration desk before attending the meeting.

#### **Documents to be presented on the meeting date**

##### **Individual**

1. In case the shareholder attend the meeting in person:
  - 1) A registration form as appears in **Enclosure 4**; and,
  - 2) The shareholder shall present a 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).
2. In case the shareholders appoint proxy:
  - 1) A registration form as appears in **Enclosure 4**;
  - 2) A proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty;
  - 3) A 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; and
  - 4) A 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 proxy.

##### **Juristic persons registered in Thailand**

1. In the case the authorized representative of the shareholders attend the meeting in person:
  - 1) A registration form as appears in **Enclosure 4**;
  - 2) A copy of the shareholder's Certificate of Incorporation, issued by the Department of Business Development, Ministry of Commerce, 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; and
  - 3) The authorized representative shall present a valid identification card or government officer card or driving license or passport (in case of foreign shareholders).
2. In the case the shareholders appoint the proxy to attend the meeting:
  - 1) A registration form as appears in **Enclosure 4**;
  - 2) A proxy form, correctly and completely filled in and signed by the authorized representative and the proxy, and affixed with a stamp duty;



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- 3) A copy of the shareholder’s Certificate of Incorporation, issued by the Department of Business Development, Ministry of Commerce, 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;
- 4) A 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; and,
- 5) A 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 proxy.

**Juristic persons registered outside of Thailand**

- 1) Registration Form as appears in **Enclosure 4**;
- 2) A proxy form, correctly and completely filled in and signed by the authorized representative and the proxy, and affixed with a stamp duty;
- 3) A copy of the affidavit of juristic person, issued by the government authority of the country where juristic person situated, and certified as true and correct copy by the authorized representative. Such affidavit must contain the name of the juristic person, authorized signatory, conditions and limitations of authorized signatory and the location of the head office;
- 4) For foreign documentation, English translation is required for the Non-English with certification of correctness of the translation by authorized representative;
- 5) A 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; and,
- 6) A 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 proxy.

**Foreign shareholders appointing a custodian in Thailand to be a share depository and keeper**

- 1) The documents are similar to the case of juristic persons.
- 2) A Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
- 3) A letter confirming that the person who signs the proxy form is permitted to operate the custodian business.



**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 shareholders not less than seven days before the meeting date, the meeting on later occasion is not compulsory to have a quorum constituted.



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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.

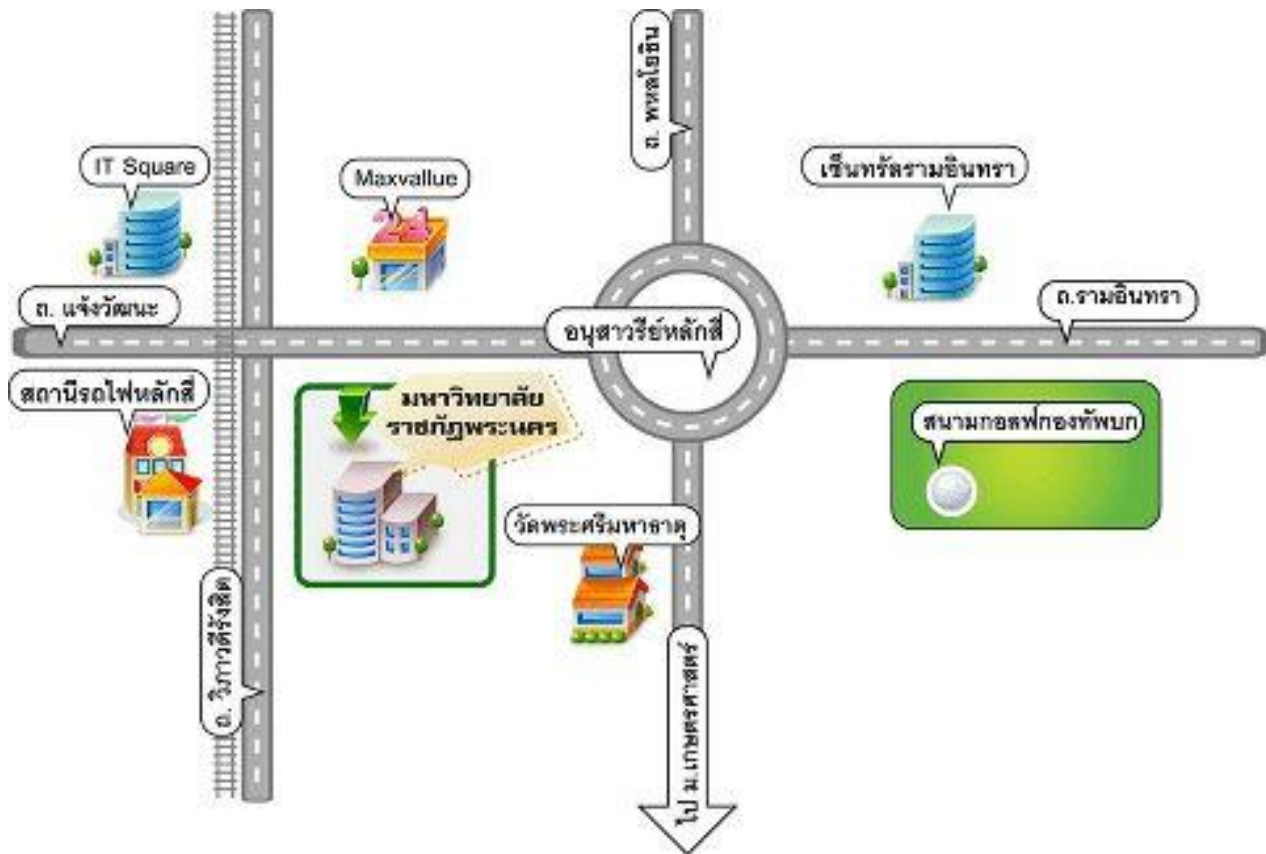
Section 38 Any vote or approval of any entity in the Meeting of Shareholders must be approved by a majority vote of the shareholders attending the meeting and casting their votes, otherwise in this regulation or other cases defined by law.



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Enclosure 9

**Location Map – Phranakorn Grand View Hotel, Phranakhon Rajabhat University  
9 Chaengwattana Road, Anusawari, Bangkhen, Bangkok 10220**



“ทุกมื้อ จัดเต็มด้วยใจ”



**HOT POT PUBLIC COMPANY LIMITED**

350 Rarm Inthra Road, Tha Raeng, Bang Khen, Bangkok, 10230  
TEL : 02-943-8448 FAX : 02-943-8458

  / **HOTPOTBUFFET**