



“ทุกมื้อ จัดเต็มด้วยใจ”

บริษัท ฮอต พอต จำกัด (มหาชน)

เลขประจำตัวผู้เสียภาษี 0107554000160

เลขที่ 18 ซอยสาทร 11 แขวง 9 อาคารทีโอพีดี แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 โทรศัพท์ 0-2286-9959 โทรสาร 0-2286-9960

18 Soi Sathorn 11 Yaek 9, TFD Building, Yannawa Sathorn, Bangkok 10120 Thailand. Tel 0-2286-9959 Fax 0-2286-9960

Criteria for Shareholders to Propose Agenda Items, Nominate Candidates for Directorship and Propose Questions for the Annual General Meeting of Shareholders 2018 in advance

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, nomination of qualified candidates for election as directors and propose questions for the annual general meeting of shareholders 2018 in advance, 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 and matters that are beneficial for specific person or group.
- 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 shareholder
- 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



“ทุกมือ จัดเต็มด้วยใจ”

บริษัท ฮอต พอต จำกัด (มหาชน)

เลขประจำตัวผู้เสียภาษี 0107554000160

เลขที่ 18 ซอยสาทร 11 แขวง 9 อาคารทีโอพีดี แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 โทรศัพท์ 0-2286-9959 โทรสาร 0-2286-9960

18 Soi Sathorn 11 Yaek 9, TFD Building, Yannawa Sathorn, Bangkok 10120 Thailand. Tel 0-2286-9959 Fax 0-2286-9960

- 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 2018” (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 2018” (Form B) with their signatures.
- 2) Candidates must complete “Form for Information of Nominated Director for Election in the Annual General Meetings of Shareholders 2018” (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 under section “Investor Relations / Shareholder Information” .

3.3 Proposal of question concerning the Company’s operation in advance

- 1) Shareholders must complete the form of “Proposal of Question for the 2018 Annual General Meeting of Shareholders in Advance” (Form D) with their signatures as well as the following information:
 - Name, address, telephone number, facsimile number and e-mail (if any) with number of the Company’s shares held.
 - Details of questions.

3.4 Submit the original form, along with complete and accurate supporting documents by registered mail from December 15, 2017 to December 29, 2017 to the following address:

Company Secretary

Hot Pot Public Company Limited

18 Soi Sathorn 11 Yaek 9, TFD Building,
Yannawa, Sathorn, Bangkok 10120

Shareholders may unofficially propose the forms and supporting documents via electronic mail to esudang@hotpot.co.th or facsimile number at 02-286-9960 prior to mailing all original documents.

3.5 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.



“ทุกมือ จัดเต็มด้วยใจ”

บริษัท ฮอท พอต จำกัด (มหาชน)

เลขประจำตัวผู้เสียภาษี 0107554000160

เลขที่ 18 ซอยสาทร 11 แยก 9 อาคารทีโอพีดี แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 โทรศัพท์ 0-2286-9959 โทรสาร 0-2286-9960

18 Soi Sathorn 11 Yaek 9, TFD Building, Yannawa Sathorn, Bangkok 10120 Thailand. Tel 0-2286-9959 Fax 0-2286-9960

4. Required documents to be enclosed with the proposal

- 4.1 Evidence of shares held consists of a certified true copy of share script or the certificate of shares held issued by securities companies or any other certificate from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 4.2 Evidence of shareholders' identification
Ordinary person : a certified true copy of the personal identification card or passport (for foreigners)
Juristic person : a copy of the company's affidavit, certified by authorized directors, together with certified true copies of the personal identification cards or passports (for foreigners) of such directors.
- 4.3 Supporting documents for considering qualification of nominated candidates including a certified true copy of the personal identification card, education and work experience (Curriculum Vitae)
- 4.4 Additional supplementary documents beneficial for consideration (if any)