



"ทุกมื้อ จัดเต็มด้วยใจ"

## บริษัท ฮอท พอต จำกัด (มหาชน)

เลขประจำตัวผู้เสียภาษี 0107554000160

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

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- Translation -

March 22, 2018

Re: Invitation to the Annual General Meeting of Shareholders 2018

To: Shareholders of Hot Pot Public Company Limited

Enclosure:

1. Copy of the Minutes of Annual General Meeting of Shareholders 2017 held on April 27, 2017
2. Annual Report 2017 and Financial Statements for the year ending of December 31, 2017 in CD-ROM format
3. Profiles of Directors who retired on rotation and was nominated to be reappointed and definition of independent directors
4. Profiles of the Auditors nominated as the Auditors of the Company in 2018
5. Capital Increase Report Form (F53-4)
6. Information Memorandum on Allocation of the Newly Issued Ordinary Shares of the Company
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 Shareholders' meeting
9. Details of the Independent Directors for proxy appointment
10. Proxy Form B.
11. Location Map – Anantara Bangkok Sathorn
12. Registration Form

With this letter, Hot Pot Public Company Limited (the "Company") would like to inform that the Board of Directors Meeting No.1/2018 resolved to convene the Annual General Meeting of Shareholders 2018 on Monday, April 23, 2018, at 14.00 hrs., Sathorn 1 Room, Mezzanine floor, Anantara Bangkok Sathorn, 36 Narathiwat-Rachanakarin Road, Yannawa, Sathorn, Bangkok 10120.

For the determination of the agendas for Annual General Meeting of Shareholders 2018, the Company has announced onto the Company's website that shareholders were invited to propose the agenda in advance from December 15 until December 29, 2017. However, no other agendas were proposed to the Company until the specified date. Therefore, the agendas pursuant to the Board's resolution are given as follows;

**Agenda Item 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders 2017**

Objective and Rationale: The Company had prepared the Minutes of Annual General Meeting of Shareholders 2017 held on April 27, 2017 within 14 days from the meeting date, submitted the copy of the mentioned



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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 as appeared in **Enclosure 1**. Thus, the Meeting of Shareholders is proposed to consider and adopt the Minutes of Annual General Meeting of Shareholders 2017.

Opinion of the Board of Directors: The Board of Directors considered that the Minutes of Annual General Meeting of Shareholders 2017 were correctly and completely recorded and deemed it as appropriate to propose to Shareholders' meeting for consideration and adoption.

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 Company's business performance in year 2017**

Objective and Rationale: The Company had prepared the operating performance report for year 2017, the details of which appeared in Annual Report 2017 as referred in **Enclosure 2**.

Opinion of the Board of Directors: The Board of Directors considered and deemed it as appropriate to report the operating performance report for year 2017 to the Meeting of Shareholders for acknowledgement.

Resolution: This agenda is for acknowledgement and no casting of vote is required.

**Agenda Item 3 To consider and approve the financial statements of the Company for the year ending as of December 31, 2017**

Objective and Rationale: The Company had prepared financial statements for the year ending as of December 31, 2017, whereas the details are shared in Annual Report as referred to **Enclosure 2**. The mentioned financial statements of the Company for the year ending as of December 31, 2017 had been audited by the Company's Certified Public Accountant, reviewed by the Audit Committee and endorsed by the Board of Directors.

Opinion of the Board of Directors: The Board of Directors considered and deemed it as appropriate to propose to the Shareholder's Meeting to consider and approve on the financial statements of the Company for the year ending as of December 31, 2017 which have been audited by the Company's Certified Public Accountant, reviewed by the Audit Committee and endorsed by the Board of Directors.

Resolution: It shall be approved by the majority votes of the shareholders whom attend the meeting and casting their votes.

**Agenda Item 4 To consider and approve the omission of the allocation of net profit from business result year 2017 in accordance with the legal statement to reserve fund and not distribution of the dividend payment**

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 to reserve as a 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 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 reserved fund amounts as stipulated by law. Notwithstanding, the dividend payment of each year also depends on investment plan, liquidity, necessities and other factors which may suit for 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 operational results and financial positioning, the Company’s net loss for the year 2017 was Baht 222,304,114, the comprehensive expenses was Baht 218,459,354; and Unappropriated Retained Earnings was Bath 422,256,583. Therefore, it is deemed as appropriate to propose the Meeting of Shareholders to omit allocation of profit from the Company’s operating results for the year 2017 as the reserved fund and not to pay dividend.

Table of comparison of dividend payment in 2017 with that of the previous year

| <b>Detail of Dividend Payment</b>                     | <b>2017</b>   | <b>2016</b>   |
|---|---------------|---------------|
| Net Profit/(Loss) (Baht)                              | (222,304,114) | (148,226,976) |
| 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 whom attend the meeting and casting their votes.



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**Agenda Item 5 To consider and approve the determination of remuneration of Directors for year 2018**

Objective and Rationale: According to Article no. 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 which 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 the Directors by considering from the Directors’ duties and responsibilities, the comparison with that of other companies which operate the similar industry and 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 2018 in amount not exceeding Baht 1,000,000, which are equal to the remuneration of the year 2017 as follows;

| Remuneration  | 2018   | 2017   |
|---|--|--|
| 1) Meeting Allowance<br>(Baht per meeting attendance) |  |  |
| Board of Directors                                    |  |  |
| - Chairman  | 30,000   | 30,000   |
| - Director  | 15,000   | 15,000   |
| Audit Committee                                       |  |  |
| - Chairman  | 15,000   | 15,000   |
| - Member  | 10,000   | 10,000   |
| 2) Other Benefit (Baht)                               | Including meeting allowance not exceeding Baht 1,000,000 | Including meeting allowance not exceeding Baht 1,000,000 |

The Directors who hold the positions in the Board of Directors and/or other specialized committees are not entitled to receive such a remuneration.

Opinion of the Board of Directors: The Board of Directors deemed it as appropriate to propose the Meeting of Shareholders to approve the remuneration of Directors and members of the Audit Committees for the year 2018 in amount not exceeding Baht 1,000,000 by determining the meeting allowance for Chairman of the Board of Directors in amount of Baht 30,000 per meeting attendance, Directors in amount of Baht 15,000 per meeting attendance, Chairman of the Audit Committee in amount of Baht 15,000 per meeting attendance and members of the Audit Committee in amount of to Baht 10,000 per meeting attendance. In addition, other benefits including meeting allowance shall not exceed Baht 1,000,000. In this regard, the Directors who hold the positions under the Board of Directors and/or



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other specialized committees are not entitled to receive such a remuneration. The rates of remuneration for the Directors are not considered by the Remuneration Committee due to the Company currently has no the Remuneration Committee. However, the determination of the mentioned meeting allowance above had been approved by the Board of Directors by comparing with the companies which operate in the same industry and have similar size, including the Company’s operation results and business growth. It is, therefore, deemed as appropriate to identify the remuneration of Directors for the year 2018 as the proposed rates.

Resolution: The resolution of this agenda shall be approved by votes of not less than two-third of the total votes of shareholders who attend the meeting.

**Agenda Item 6 To consider and approve the election of the directors to replace the directors whom shall retire by rotation and the appointment of a new director to replace the resigned director**

Objective and Rationale: According to the Public Company Act B.E. 2535 and Article no. 17 of Articles of Association of the Company, in every Annual General Meeting of Shareholders, one-third of the Directors shall retire from the position. If the number of Directors cannot be divided exactly into three parts, Directors in a number with the closest to one-third shall retire. The Directors who retire by rotation may be re-elected.

In the Annual General Meeting of Shareholders 2018 of the Company, two Directors who will retire by rotation are as follows;

1. Mr. Sompon Roekwibunsi Director
2. Mr. Amornsakdi Ketcharoon Independent Director/Audit Committee Member

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 2018 from December 15 to December 29, 2017. However, during the period provided, no shareholder nominated any persons to be elected as directors.

In accordance with Article no. 20 of the Company’s Article of Association stated that “In case of the vacancy of a director due to other reason other than due to the retirement by rotation, the Board of Director may elect a qualified person without characteristic prohibit from Public Company Limited Act and the Securities and Exchange Act to be a director in replace of the resigned director at the next meeting of the Board of Directors except the duration of directorship is less than two (2) months. The appointed person to be director in replace will hold duration of directorship equal to the remain term of the director being replaced” The Board of Director has considered and deemed it appropriated to propose the Annual General Meeting of Shareholders 2018 to consider and approve the election of the Directors to replace the Directors whom shall retire by rotation and appoint a new director to replace the director who has resigned when his term was less than two (2) months as per the following.



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- 6.1 To consider and approve to re-election Mr. Sompon Roekwibunsi, the Director whom shall retire by rotation as the Company’s Director for another term because he has knowledge, ability, specific skills, and experiences which is the advantage to the Company’s operations.
- 6.2 To consider and approve the appointment of Mrs. Siriporn Pinprayong as the Company’s Independent Director/Audit Committee Member in replace of the Director who has resigned when his term was less than two (2) months. Furthermore, Mrs. Siriporn Pinprayong, who was nominated as an Independent Director, is capable to give the opinions independently and in compliance with relevant rules and regulations.

Opinion of the Board of Directors: The process of the Directors Nomination was not considered by the Nomination Committee due to the Company currently does not establish the Nomination Committee. However, the Board of Directors, with the exception of the members who had conflicts of interest, considered that the Shareholders shall re-elect Mr. Sompon Roekwibunsi, the Director whom shall retire by rotation as the Company’s Director for another term because he has knowledge, ability, specific skills, and experience which is the advantage to the Company’s operations and appoint Mrs. Siriporn Pinprayong as the Company’s Independent Director/Audit Committee Member in replace of the Director who has resigned when his term was less than two (2) months. Furthermore, Mrs. Siriporn Pinprayong, who was nominated as an Independent Director, is capable to give the opinions independently and in compliance with relevant rules and regulations. Profiles of the mentioned directors are 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 auditing fee for year 2018**

Objective and Rationale: According to the Public Company Act B.E. 2535, the appointment of an auditor and determination of remuneration shall be approved in every Annual General Meeting of Shareholders. The Audit Committee had considered the selection of the auditors for year 2018 and proposed the Board of Directors to consider and propose further to the Meeting of Shareholders in order to appoint the auditors officially. The Audit Committee has selected the Dharmniti Auditing Company Limited to be the auditing firm of the Company for year 2018 due to it is independent, experts in auditing, performs its duty with responsibilities and proposes the reasonable audit fee. In addition, it shall appoint any one among the following auditors name list below or any other authorized auditors assigned by Dharmniti Auditing Company Limited to review and give opinion on the financial statements of the Company;

1. Mr. Peradate Pongsathiansak, CPA No. 4752, who has never endorsed the Company financial statements and/or
2. Mr. Pojana Asavasontichai, Certified Public Accountant No. 4891, who has never endorsed the Company financial statements and/or
3. Mr. Suwat Maneekanoksakul, Certified Public Accountant No.8134, who has never endorsed the Company financial statements and/or
4. Miss Potjanarat Siripipat, Certified Public Accountant No.9012, who has never endorsed the Company financial statements

The proposed auditors have no relation or any interest in/with the Company/ subsidiaries /management /major shareholders or other related persons to these mentioned personnel.

The auditing fee for year 2018 of the Company was proposed to approve at the rate of Baht 1,240,000 which was the same amount as year 2017. The details of the auditing fee are as follows;

| Fee                 | 2018      | 2017      |
|---------------------|-----------|-----------|
| Auditing Fee (Baht) | 1,240,000 | 1,240,000 |
| Other Fee (Baht)    | None      | None      |

Opinion of the Board of Directors: The Board of Directors deemed it as appropriate to propose the Meeting of Shareholders to consider and approval the appointment of Dharmniti Auditing Company Limited to be the auditing firm of the Company for year 2018 and assigning Mr. Peradate Pongsathiansak, CPA No. 4752 and/or Mr. Pojana Asavasontichai, Certified Public Accountant No. 4891 and/or Mr. Suwat Maneekanoksakul, Certified Public Accountant No.8134 and/or Miss Potjanarat Siripipat, Certified Public Accountant No.9012 or any other authorized auditors assigned by Dharmniti Auditing Company Limited 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 who attend the meeting and casting their votes.

**Agenda Item 8 To consider and approve the amendment of the Article no. 32 of the Company’s Articles of Associations**

Objective and Rationale: With the compliance of section no. 100 of the Public Limited Companies Act. B.E. 2535, which is amended according to the Order of the Head of National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation, Article 32 of the Company’s Articles of Associations shall be amended as follows:



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From

Article 32 : The Board of Directors shall convene and Annual General Meeting of Shareholders within four (4) months from the end of the fiscal year of the Company.

All other Shareholder's meeting apart from the above shall be called as "Extraordinary Meeting of Shareholders".The Board of Directors may convene such a meeting at any time it deems as appropriate. Shareholders who hold the shares in aggregate amount which not less than one-fifth (1/5) of the total number of issued shares or number of shareholders which is not less than twenty-five (25) persons who hold the shares of not less than one-tenth (1/10) of the total number of issued shares may submit their names in a request to the Board of Directors to convene a meeting of shareholders at any time, but the reasons for convening such a meeting shall be clearly stated in the request. In such a event, the Board of Directors shall convene a meeting of shareholders within one (1) month of the date after receives such a request from the those shareholders.

Change to

Article 32 : The Board of Directors shall convene and Annual General Meeting of Shareholders within four (4) months from the last day of the fiscal year of the Company.

All other Shareholder's meeting apart from the above shall be called as "Extraordinary Meeting of Shareholders".The Board of Directors may convene such a meeting at any time it deems as appropriate.

One or more shareholders holding shares in aggregate of at least ten (10) percent of the total number of issued shares may together join the name list in written to request to the Board of Directors to call for an extraordinary meeting at any time. However, it is necessary to specify the subject and the reasons for the meeting request to be precise in such a case. The Board of Directors must arrange a meeting of shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders.

In case the Board does not arrange a meeting within the period specified in the third paragraph. The shareholders, who have been nominated or the other shareholders collectively have the required number of shares, may convene such meeting within forty (45) days from the date of the expiration of the period under the third paragraph. In such cases, is considered as Shareholders's Meeting which is called by the Board of Directors. The Company is responsible expenditures and convenient incurred in the meeting as appropriate.





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In case the meeting of shareholders has been convened by the shareholders under the fourth paragraph, the number of shareholders attending the meeting not reach constitute a quorum as stipulated in Article 34 of this Articles of Association, the shareholders under the fourth paragraph shall be jointly and severally liable for the costs incurred by such meetings.

The designated persons assigned by the Board of Directors to proceed the registration of the amendment to the Company's Article of Association to be aligned with Section no. 100 of the Public Limited Companies Act. B.E. 2535, which is amended according to the Order of the Head of National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation, with the Department of Business Development, Ministry of Commerce, shall be authorized to carry out any necessary acts to comply with the order of the registrar and duly effect the registration.

Opinion of the Board of Directors: The Board of Directors considered and deemed it as appropriate to propose the Shareholders' meeting to consider and approve the amendment to Article 32 of the Company's Articles of Associations to be in line with Section no. 100 of the Public Limited Companies Act. B.E. 2535, which is amended according to the Order of the Head of National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business facilitation.

Resolution: It shall be approved by votes of not less than three-fourth of the total votes of shareholders who attend the meeting and entitled to vote.

Since the contents for Shareholder's consideration and approval in Agenda 9 to Agenda 10 are relate to the issuing and offering of the newly ordinary shares to the existing shareholders (the First Right Offering) in proportion to the number of shares held by each shareholder (Right Offering : RO) and private placement (PP). Therefore, in case one of these agendas may not be approved, the other related agendas shall be cancelled even that related agenda has been already granted for approval, and no further consideration for any other agendas that are related and conditional to each other with agendas that will not approved by the shareholders' meeting.



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**Agenda Item 9** To consider and approve the increase of the Company's registered capital in amount of Baht 73,080,000.- from the current registered capital of Baht 121,800,000.- to the newly registered capital of Baht 194,880,000.- by issuing newly ordinary shares in amount of 292,320,000 shares at par value of Baht 0.25 per share and the amendment of Clause no. 4. of the Memorandum of Association of the Company to be consistent with the increase of the Company's registered capital

Objective and Rationale: The Company needs to raise funds for working capital, repaying for both short term and long term loans, including improving the existing branches and expanding the branches in the future. Therefore, the Company intends to increase the registered capital of the Company in amount of Baht 73,080,000 from the current registered capital valued of Baht 121,800,000 to the new registered capital of Baht 194,880,000 by issuing ordinary shares in amount of Baht 292,320,000 shares at par value with the amount of Baht 0.25 per share and the amendment of Clause No. 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 the persons authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to amend or add content to the amended content as directed by the Registrar

**Clause no. 4**

Registered Capital 194,880,000 Baht (one hundred ninety-four million eight hundred and eighty thousand Baht)  
Divided into 779,520,000 Shares (seven hundred seventy-nine million five hundred and twenty thousand shares)  
Par value of 0.25 Baht (twenty-five satang)

Divided as follows;

Ordinary shares 779,520,000 Shares (seven hundred seventy-nine million five hundred and twenty thousand shares)  
Preferred shares -None- Shares

Opinion of the Board of Directors: The Board of Directors considered and deemed it as appropriate to propose to the Meeting of Shareholders to consider and approve to increase the registered capital of the Company in amount of Baht 73,080,000 from the current registered capital of Baht 121,800,000 to the new registered capital of Baht 194,880,000 by issuing ordinary shares in amount of 292,320,000 shares at par value of Baht 0.25 per share and the amendment of Clause no. 4 of the Memorandum of Association of the Company in order to be consistent with the increase of the Company's registered capital. The details of this content is referred in the Capital Increase Report (F 53-4)

**(Enclosure 5).**

Resolution: It shall be approved by votes of not less than three-fourth of the total votes of shareholders who attend the meeting and entitled to vote.

**Agenda Item 10 To consider and approve the allotment of the newly issued ordinary shares with amount not exceeding 243,600,000 newly issued ordinary shares to be offered to existing shareholders under Specific Objective and amount which not exceeding 48,720,000 newly issued ordinary shares to be offered to Private Placement under General Mandate**

Objective and Rationale: According to Agenda 9 related to the fund-raising plan, the Company has continued to suffer from operations loss which effect to the severe liquidity problem. The Company has obligations to pay short-term loans at Baht 59.23 million, other payables at Baht 129.99 million including the repayment of long-term loans from the financial institutions which has due within one year at Baht 18 million, with total payment of Baht 207.22 million. In addition, some outstanding amount were used as reserved fund for the renovation of existing branches and for newly expanding branch in the future. Therefore, the Company will review the feasibility of investing in finance, investment in value for money before developing existing branches and expanding the new branches in order to generate more profit for the Company.

As mentioned above, the Company intends to increase the registered capital which comply with law, the Meeting of Shareholders shall consider and approve the allocation of newly issued ordinary shares in amount which not exceeding 292,320,000 shares at par value of Baht 0.25 per share as follows;

10.1 Amount which not exceeding 243,600,000 newly issued ordinary shares or equal 50.00% of the current paid-up capital of the Company to be offered to existing shareholders (the First Right Offering) in proportion to the number of shares held by each shareholder (Right Offering) under Specific Objective by offering to sell to existing shareholders of the Company whose names appear on the date to determine the names of the shareholders who are entitled to have right to offer the newly issued ordinary shares (Record Date) on May 18, 2018 at the ratio of 2 existing ordinary shares to 1 newly issued ordinary share (any fraction of shares will be rounded down). The offering price is Baht 1.30 per share (or 92.86% of the weighted-average price of the Company's ordinary shares traded on the Stock Exchange of Thailand between February 19 - 27, 2018 within the totaling 7 consecutive business days before the date on which the Board of Directors' Meeting No. 1/2018 held on February 28, 2018 has approved the capital increase of the Company that equal to Baht 1.40 per share). The subscription and payment period for the purchase of the newly issued ordinary shares will be during June 18 - 22, 2018 at 9.00 am. - 3.30 pm.

The allotment of newly issued ordinary shares to the existing shareholders as mentioned above has details as follows:



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In case there is remaining unsubscribed ordinary shares from the subscription by the existing shareholders on a prorated basis or any remaining shares for any reasons, the existing shareholders shall be entitled to subscribe for the additional shares exceeding their rights at the same offering price of Right Offering. Whereby the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer shall be authorized to consider the allocation of the remaining unsubscribed shares to the existing shareholders who intend to subscribe and purchase the additional shares exceeding their rights according to the below conditions;

(a) In case the remaining unsubscribed shares are less than the shares expressed to be subscribed by existing shareholders, they shall be allocated to each existing shareholder, who intends to subscribe additional shares which exceeding their rights. The allocation for each shareholder is equal to the proportion of the ordinary shares of the existing shareholders who intend to subscribe the additional shares exceeding their rights. In this regards, the above allocation procedure shall be repeated until there is no remain unallocated rights, which deems as appropriate by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer. Within 14 days from the last day of the subscription period, the Company shall refund the subscribed amount for the ordinary shares that have not been additionally allocated to the existing shareholders as mentioned above without interest.

(b) In case the numbers of remaining unsubscribed shares are greater than the shares expressed to be subscribed by existing shareholders, they shall be allocated to all existing shareholders who intend to subscribe for additional shares which exceeding their rights and have fully paid the subscribed amount.

The allocation of oversubscribed newly issued ordinary shares as referred to the details (a) and (b) above in any case shall not enable any oversubscription shareholders to hold the Company's shares in an increasing nature reaching or crossing the point where a tender offer must be made, as prescribed in the Notification of the Capital Market Supervisory Board No. Tor Chor 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign limit as specified in the Company's Articles of Association.

Nonetheless, the existing shareholders of the Company whose names appear on the date to determine the names of the shareholders who are entitled to have right to offer the newly issued ordinary shares (Record Date) on May 18, 2018 shall receive the rights to subscribe the newly issued ordinary shares only after the Annual General Meeting of Shareholders 2018 has approved the capital increase of the Company.



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10.2 In the case of the newly issued ordinary shares remain from the allocation to the existing shareholders in proportion to the number of shares held by each shareholder under Clause no. 10.1, the Company may allocate full or partially amount of the remaining newly issued ordinary shares to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) again. For the other Right Offering, the Company will determine all details relating to the offering, for example, allocation ratio, offering price, subscription date, Record Date, etc. in accordance with the details and conditions which shall be further determined by the Board of Directors whereas the shareholders shall be informed in advance. However, the offering price shall be determined by the Board of Directors or any authorized person appointed by the Board of Directors which shall not lower than the offering price to the existing shareholders in proportion to the number of shares held by each shareholder in the first offering under Clause no. 10.1.

In order to provide the flexibility in the allocation and offering of the newly issued ordinary shares to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) under Clause no. 10.1 and 10.2 as mentioned above, the assigned Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer shall be authorized or have the authority to take any necessary actions as appropriate regarding with the offering of the increased newly issued ordinary shares, which include changing the subscription period and payment date, determining an offering price and other conditions including the details in issuing and offering of such increased shares deemed as appropriate, including the authority to correct wording or contents for Minutes of Shareholders' Meeting or Memorandum of Association and/or the various necessary actions in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of Business Development, Ministry of Commerce, as well as listing the increased shares in the Market for Alternative Investment ("the MAI"), Ministry of Commerce or other relevant agencies.

10.3 Amount not exceeding 48,720,000 newly issued ordinary shares or equal 10 of the current paid-up capital of the Company to be offered in same time or to separate into partial for offering in lots from time to time to Private Placement under General Mandate. Therefore, the offering and allocation of the newly issued ordinary shares to Private Placement under the General Mandate will be subject to the following conditions;

10.3.1 The investor(s) who will be allocated with the newly issued ordinary shares by way of Private Placement under the General Mandate must have the qualification as follows:

(a) Being institutional investors in accordance with the definition prescribed in the Notification of the Securities and Exchange Commission No. Kor Jor. 17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities, or



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(b) Being individual investors or juristic persons who have stable financial positions with capability to make medium to long term investment in the Company, and/or must be the strategic partners or have the capability to seek for the strategic partners or have capability to provide the advice or business opportunity which will enhance the Company’s operations.

10.3.2 The investor(s) who will be allocated with the newly issued ordinary shares of the Company by way of Private Placement under the General Mandate will not be related persons of the Company, which in turn makes this offering and allocating of newly issued ordinary shares considered as the related transactions, under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning Connected Transactions B.E. 2546 (2003). The Company will further disclose the list of investors who will be allocated with the newly issued ordinary shares.

Therefore, the assigned Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer shall be authorized or have the authority to determine the offering price of the shares at the best market price in accordance with the market condition during the offering period to the investor(s) which shall not lower than Baht 1.30 per share and shall not lower than one of the following price;

(a) The weighted average of shared price trading on the Stock Exchange of Thailand (“SET”) for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the determination date of the offering price of such a share in each time (“Market Price”), whereby such a weighted average of shared price is required to use as the average price of shares trading in each day. Therefore, the determination date of offering price is required to backward not exceeding 3 trading days prior to the first date of offering shares to the investor(s). However, the assigned Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer may determine the discount on the offering price but shall not exceed 10% of such a Market Price.

(b) The price which is determined by the book building method surveyed by the securities company.

In this regards, the assigned Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer shall offer the entire shares within the period not exceeding 12 months from the

date of the Shareholders' Meeting of the Company has resolved for the approval of such an offering share to the Private Placement.

For the allotment and offering of capital increase ordinary shares of the Company above, the assigned Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer and/or person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or Deputy Chief Executive Officer shall have the authorities to consider the fixing of other details regarding the allotment and offering of capital increase ordinary shares, such as searching of investors in Private Placement, fixing of the terms and conditions including the details regarding to the allotment and the offering of capital increase ordinary shares and/or allot newly issued ordinary shares as consideration for the acquisition, negotiation, entry into agreement and execution of relevant documents and agreements regarding the allotment and offering of capital increase ordinary shares, and execution of applications for permission and necessary and relevant evidences regarding such a allotment and offering of capital increase ordinary shares, including determining other conditions and details of issuing and offering which increased shares deemed as appropriate, as well as the authority to correct wording or contents for minutes of Shareholders' Meeting or Memorandum of Association and/or other application and/or the various necessary actions in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of Business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber(s) in each time, including listing the increased shares in the MAI and submission of information and documents to the Securities and Exchange Commission, the MAI, Ministry of Commerce or other relevant authorities.

The allocation of newly issued ordinary shares to investors in Private Placement above in any case shall not enable any investors to hold the Company's shares in an increasing nature reaching or crossing the point where a tender offer must be made, as prescribed in the Notification of the Capital Market Supervisory Board No.Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign limit as specified in the Company's Articles of Association.

The offering of newly issued ordinary shares will be offered to Private Placement after the Company has offered the newly issued ordinary shares to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) under Specific Objective successfully.

Moreover, in compliance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 73/2558 Re: List of Information Disclosed in the Notice of the Meeting of Shareholders of Listed Company to Ask for Approval of Issuance and Offering of Securities, the Company would like to further clarify information regarding the allocation of newly issued ordinary shares as details are shown in Information Memorandum on Allocation of the Newly Issued Ordinary Shares of the Company as referred in **(Enclosure 6)**.



"ทุกมือ จัดเต็มด้วยใจ"

Opinion of the Board of Directors: The Board of Directors considered and deemed as appropriate to propose the Meeting of Shareholders to consider and approve the allotment of the newly issued ordinary shares amount not exceeding 243,600,000 newly issued ordinary shares to be offered to existing shareholders under Specific Objective and amount not exceeding 48,720,000 newly issued ordinary shares to be offered to Private Placement under General Mandate, including the authorization as detailed as presented above.

Resolution: It shall be approved by the majority votes of the shareholders who attend the meeting and casting their votes.

**Agenda Item 11 To consider and approve to change the name and the security symbol of the Company**

Objective and Rationale: The Company has been operating the Suki and Shabu restaurant business under the named as Hot Pot over 15 years. Later, the Company has acquired and operated new restaurants under the brand named as "Daidomon" and expand the other brands with different restaurant concepts. Recently, the Company operates the restaurants under the various brands as such Hot Pot Inter Buffet, Hot Pot Suki Shabu, Daidomon, Signature, Toomato Italian Kitchen and Soupper Pot.

Regarding with the association of the new-entry major shareholders during the beginning of 2017, the Company aims to launch the different restaurant categories which not only limit to Suki Shabu Restaurant concept in order to attract the potential different targeted customers. In accordance with the Company's present and future business direction. It is appropriate to propose the shareholders to consider and approve to the change of the Company's name and the security symbol which has details as follows;

**The Company's Name**

From

"HOT POT PUBLIC COMPANY LIMITED"

Changed to

"JCK HOSPITALITY PUBLIC COMPANY LIMITED"

**The Company's Symbol**

From

"HOTPOT"

Changed to

"JCKH"





"ทุกมือ จัดเต็มด้วยใจ"

Opinion of the Board of Directors: The Board of Directors considered and deemed as appropriate to propose the Meeting of Shareholders to consider and approve to the change of the Company's name to be in line with its business direction and approve the change of security symbol to be in line with the new company name.

Resolution: It shall be approved by votes of not less than three-fourth of the total votes of shareholders who attend the meeting and entitled to vote.

**Agenda Item 12 To consider and approve to adjust Clause no. 1 of the Company's Memorandum of Association to be aligned with the change of the company's name**

Objective and Rationale: According to the change of the Company's name in the Agenda item 11, Clause no. 1 of the Company's Memorandum of Association requires to amend as per the following details;

From

Clause no. 1      Name of the Company (in Thai):  
บริษัท ฮอท พอต จำกัด (มหาชน)  
Name of the Company (in English):  
HOT POT PUBLIC COMPANY LIMITED

Changed to

Clause no. 1      Name of the Company (in Thai):  
เจซีเค ฮอสพิทอลลิตี จำกัด (มหาชน)  
Name of the Company (in English):  
JCK HOSPITALITY PUBLIC COMPANY LIMITED

The designated persons assigned by the Board of Directors to proceed the registration of the amendment to the Company's Memorandum of Articles of Association to be aligned with the change of the Company's name with the Department of Business Development, Ministry of Commerce, shall be authorized to carry out any necessary acts in order to comply with the order of the registrar and duly effect the registration.

Opinion of the Board of Directors: The Board of Directors considered and deemed as appropriate to propose the Meeting of Shareholders for considering and approve the amendment to Clause no. 1 of the Company's Memorandum of Association to be aligned with the change of the company's name .

Resolution: It shall be approved by votes of not less than three-fourth of the total votes of shareholders who attend the meeting and entitled to vote.



“ทุกมื้อ จัดเต็มด้วยใจ”

**Agenda Item 13 To consider and approve to adjust Article no.1, no. 2 and no. 55 of the Company’s Articles of Association to be aligned with the change of the company’s name**

Objective and Rationale: According to the change of the Company’s name in the agenda item 11, Article no.1, no. 2 and no. 55 of the Company’s Articles of Association of the Company require to amend as per the following details;

From

- Article no. 1      These articles are called as the Articles of Association of  
HOT POT PUBLIC COMPANY LIMITED
- Article no. 2      The word “Company” in this Articles means  
HOT POT PUBLIC COMPANY LIMITED
- Article no. 55      The Company’s Seal shall be as follows:



Changed to

- Article no. 1      These articles are called as the Articles of Association of  
JCK HOSPITALITY PUBLIC COMPANY LIMITED
- Article no. 2      The word “Company” in this Articles means  
JCK HOSPITALITY PUBLIC COMPANY LIMITED
- Article no. 55      The Company’s Seal shall be as follows:



The designated persons assigned by the Board of Directors to proceed the registration of the amendment to the Company’s Article of Association to be aligned with the change of the company’s name with the Department of Business Development, Ministry of Commerce, shall be authorized to carry out any necessary acts in order to comply with the order of the registrar and duly effect the registration.

Opinion of the Board of Directors: The Board of Directors considered and deemed as appropriate to propose the Meeting of Shareholders for consideration and approve the amendment to Article no.1, no. 2 and no. 55 of the Company’s Articles of Association to be aligned with the change of the company’s name

**Resolution:** It shall be approved by votes of not less than three-fourth of the total votes of shareholders who attend the meeting and entitled to vote.

**Agenda Item 14 Other business (if any)**

The shareholders are cordially invited to attend the Annual General Meeting of Shareholders 2018 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 shall present the registration form with the shareholder’s name and barcode appeared thereon as referred in **Enclosure 12** and proxy form (if any) per the details as referred in **Enclosure 10** as well as the required documents and evidences as per the details as referred in **Enclosure 7** to registration staffs on the meeting day starts from 12.00 hrs. onwards.

For the sake of transparency, shareholders are also cordially invited to cast the votes and to witness on the vote counting process of the meeting.

Sincerely yours,

*-Apichai Taechaubol-*

(Mr. ApichaiTaechaubol)

The Chairman of the Board of Directors

CC: Registrar of Public Company Limited  
The Stock Exchange of Thailand  
The Securities and Exchange Commission

**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 2018 on March 16, 2018 (Record Date).
2. In the case that the shareholders may unable to attend the meeting and would like to appoint their proxy or the Independent Director of the Company whose name and profile is appeared as referred in **Enclosure 9** to be their proxy to attend the meeting and cast the votes on their behalf, only one form of Proxy Form shall be required to fill completely and sign by the grantor and the proxy as well as submit all together with the supporting documents as referred in **Enclosure 7**. The Proxy Form B is appeared as referred in **Enclosure 10** and Proxy Form A or Form B or Form C can be downloaded from the Company’s website at [www.hotpot.co.th](http://www.hotpot.co.th).

If the shareholders choose to appoint the Independent Director of the Company to be their proxy, please complete and submit the proxy form attach with the supporting documents to the Company within April 12, 2018.



"ทุกมื้อ จัดเต็มด้วยใจ"

3. The shareholders are recommended to study the Guidelines of the registration, the appointment of proxy, the related documents and evidences required to be presented on the meeting date as referred in **Enclosure 7**. The Company will conduct the meeting in accordance with the Articles of Association of the Company under the Meeting of Shareholders mentioned in Chapter 5, as referred in **Enclosure 8**.
4. The Company prepared and distributed to the shareholders the Annual Report 2017 and Financial Statements for the year ending as of December 31, 2017 in CD-ROM format. If any shareholders would like to request for the Annual Report 2017 and Financial Statements for the year ending as of December 31, 2017 in booklet format, please contact investor relations via telephone number 02-286-9959, Ext.2105 or facsimile number 02-286-9960 or e-mail to [ir@hotpot.co.th](mailto:ir@hotpot.co.th).
5. To ensure that the shareholders' rights are preserved, it is recommended that any queries requiring for clarification by the Company at the Annual General Meeting should be submitted in advance either by e-mail to [ir@hotpot.co.th](mailto:ir@hotpot.co.th) or by facsimile number 02-286-9960 starts from now until April 12, 2018.