



"ทุกมื้อ จัดเต็มด้วยใจ"

## บริษัท ฮอต พอต จำกัด (มหาชน)

เลขประจำตัวผู้เสียภาษี 0107554000160

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

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#### Minutes of the Annual General Meeting of Shareholders 2018

##### Hot Pot Public Company Limited

**Venue** Sathorn 1 Room, Mezzanine floor, Anantara Bangkok Sathorn, 36 Narathiwas-Ratchanakarin Road, Yannawa, Sathorn, Bangkok 10120

**Date and Time** Monday April 23, 2018, at 14.00 hrs.

#### Preliminary Proceedings

Mr. Apichai Taechaubol, Chairman of the Board of Directors, performed his duty as the Chairman of the Meeting ("the Chairman") and gave cordial welcome speech to all shareholders and proxies whom attended the Meeting. The Chairman assigned Miss Vipavadee Vanamethin, Chief People Officer and Corporate Secretary to conduct the Meeting ("the Conductor").

The Conductor informed the number of shareholders in details to all shareholders and proxies whom attended the meeting as follow;

- 41 shareholders attending the meeting in person which representing total 3,284,373 shares
- 27 proxies attending on behalf of shareholders to attend the meeting which representing total 165,785,107 shares
- Total number of shareholders including the proxies attending the meeting are 68 which representing total of 169,069,480 shares or equivalent to 34.7023% of the Company's paid-up capital of 487,200,000 shares as at the date of determining the name of shareholders who had the right to attend the Annual General Meeting of Shareholders 2018 at Record date on March 16, 2018. Thus, a quorum was constituted pursuant to the Company's Article 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 in the amount not less than one-third (1/3) of the total number of shares sold of the Company.

The Conductor introduced Directors, Executives and Auditor of the Company who attended the Meeting as follows;

#### Directors who present at the Meeting

There were 5 Directors out of 5 Directors attended the Meeting, which account for 100% of total number of Directors. The name list of Directors as follow;

- |                                |  |
|--------------------------------|--|
| (1) Mr. Apichai Taechaubol     | Chairman of the Board of Directors/<br>Chairman of Executive Committee |
| (2) Mr. Prasong Vara-ratanakul | Independent Director/Chairman of Audit Committee                       |
| (3) Mr. Chetawan Anuntasomboon | Independent Director/Audit Committee Member                            |
| (4) Mr. Chotiwit Taechaubol    | Director/Executive Committee Member/<br>Chief Executive Officer/       |
| (5) Mrs. Rachanee Siwawej      | Director/Executive Committee Member                                    |

Therefore, both of Company's sub-committee group presents at the meeting such as Executive Committee and Audit Committee.

#### Executives who present at the Meeting

- |                               |  |
|-------------------------------|--|
| (1) Mr. Chotiwit Taechaubol   | Chief Executive Officer/<br>Acting Chief Financial Officer/<br>Acting Chief Administrative Officer |
| (2) Miss Vipavadee Vanamethin | Chief People Officer and Corporate Secretary   |

**Auditors who present at the Meeting**

- |                                |                                    |
|--------------------------------|------------------------------------|
| (1) Mr. Thanawut Piboonsawat   | Dharmniti Auditing Company Limited |
| (2) Miss Duangkaew Sriwongthai | Dharmniti Auditing Company Limited |

**Financial Advisors present at the Meeting**

- |                                 |  |
|---------------------------------|--|
| (1) Mr. Vichit Charoensakkajorn | DS Prudential Management Company Limited |
| (2) Miss Poontarika Chayaputi   | DS Prudential Management Company Limited |

**Legal Advisor presents at the Meeting**

- |                            |  |
|----------------------------|--|
| (1) Mr. Terapun Petchsuwan | The Far East Law Office (Thailand) Company Limited |
|----------------------------|--|

The Conductor informed all participants regarding with the voting procedures and the vote counting process as follows;

- (1) Shareholders or proxies shall have the number of votes equivalent to the number of shares hold or granted by the proxy. One share equals to one vote. Shareholders or proxies may cast their votes of approval, disapproval or abstention on each agenda item. The only exception is applied for the foreign shareholders whom have appointed the custodians in Thailand shall allow to split their votes.
- (2) The vote counting for each agenda item, the Company used the 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 an 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 the ballots for the vote counting. Ballots collected after the announcement of closing vote shall be only considered as votes for approval.

Shareholders or proxies who cast their vote for approval should keep all ballots and handle to the Company’s staff after the Meeting at the meeting room’s exit in order to use as the vote checking reference.

However, in agenda item no. 6 which regarding to the consideration and approval of the election of Directors to replace the Directors whom retired by rotation and the election of new director, to compliance with SET’s principles of good corporate governance, all shareholders or proxies should cast their votes of approval, disapproval or abstention by marking their votes accordingly in the ballots with their signatures and return to the Company’s staff for vote counting. The votes shall be cast for each nominated Director individually. The Company shall collect the disapproval or abstention ballots first in order to be convenient for vote counting. The 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 no granted signature, or is crossed out without granted signature, shall be deemed as void. If the meeting attendees would like to amend their vote, then they require to cross the previous mark with granted signatures, otherwise, the ballot shall be null.

- (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 require the approval of the majority votes 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 items require the approved of not less than two-third (2/3) 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 for approval, disapproval or abstention.
- 5.3 In case of an agenda items require the approved of not less than three-fourth (3/4) of the total number of votes of shareholders attending the Meeting and having the right to vote, the Company shall calculate the votes by counting all votes of shareholders attending the Meeting and having the right to vote and casting their votes for approval, disapproval or abstention.
- (6) Shareholders or proxies who wish to leave early or absent from the meeting while the rest of agenda items still proceed, they may exercise their rights by submitting their ballots of the remaining agenda items to cast their votes in advance to the Company’s staff to record their votes on the rest of agenda items.
- (7) In case the shareholders or proxies fail to return the ballots to the Company’s staff, the Company shall consider that the shareholders or proxies intend to express their vote for approval in that agenda items.
- (8) After completing the vote counting summary, the resolution of each agenda item will be announced to all participants. The resolution shall be divided into categories, comprising of 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.
- (9) Before casting the vote for each agenda item, the Chairman will provide an opportunity to shareholders or proxies attending the Meeting to ask questions relating to such an 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, surname as well as their positions either they represent themselves as shareholders or proxies to the Meeting before raising their inquiries or comment 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 mention in the last agenda item of the Meeting. The queries or opinions should be precise and straight to the point in order to give the chance to others to make a comment or inquiries and in order to control the Meeting process efficiently under the appropriate time. Therefore, the Company reserves the right to conduct the Meeting as appropriate.
- (10) In accordance with good corporate governance policy, the Company provided the opportunity to the shareholders to propose the agenda in advance from December 15-29, 2017, by announcing onto the SET’s website as well as the Company’s website. However, there’s no one propose the other agenda items to the Company until the expired date. In addition, the Company notified the shareholders to notify their inquiries in advance, as well no one submitted any inquiries.
- (11) To ensure the transparency of the vote counting, the representative from Dharmniti Auditing Company Limited was invited to be witnesses during the vote counting.

(12) Under agenda item no. 6, there are 2 Directors retired by rotation at this meeting who consists of Mr. Sompon Roekwibunsi and Mr. Amornsakdi Ketcharoon. Due to the resignation of Director; Mr. Sompon Roekwibunsi with effective as of April 9, 2018 onwards, thus the Board of Directors resolved to nominate Mr. Varnadharna Kanchanasuvarna as an independent director under agenda item no. 6.1. In addition, the resignation of Director; Mr. Amornsakdi Ketcharoon with effective as of March 29, 2018 onwards, the Board of Director resolved to nominate Mrs. Siriporn Pinprayong as an Independent Director/Audit Committee Member under agenda item no. 6.2.

The Conductor invited the Chairman to process the Meeting as per the following agenda accordingly.

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

The Chairman informed the Meeting that 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 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**.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were no question 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 2017.

**Resolution** The Meeting considered and resolved to adopt the Minutes of Annual General Meeting of Shareholder 2017 which held on April 27, 2017, with the following votes;

Approved	175,012,016	Votes	Equivalent to	100.0000 %
Disapproved	0	Votes	Equivalent to	0 %
Abstained	0	Votes	Equivalent to	- %
Voided Ballot	0	Votes	Equivalent to	0 %

**Remark**

- 1) The resolution of this agenda item shall be adopted by the majority vote of the total votes of shareholders attending the Meeting and casting their votes
- 2) In this agenda item, there are additional 7 shareholders which holding in total 5,942,536 shares present during this agenda, therefore the total number of votes of shareholders presented in person and by proxy was 175,012,016.

**Agenda Item 2 To acknowledge the Company’s business performance in year 2017**

The Chairman presented the operating result of the Company in year 2017 to the Meeting which referred to the details appeared in the Annual Report 2017 which includes in the **Enclosure 2**.

The summary as follow;

<b>Unit: Million Baht</b>	<b>31 Dec 2017</b>
Total Assets	533.17
Total Liabilities	499.78
Total Shareholders' Equity	33.38
Total Revenue	1,847.88
Net Profit (Loss)	(222.30)

Additional report regarding with the Company’s action towards the Collective Action Coalition Against Corruption (CAC) project. Recently the Company prepares for the application to certify with the concerned department. However, the Company’s Executives give primarily concern to hold the Anti-Corruption policy as part of the Company’s practice and policy for operating Company’s business.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were no question or comments from the shareholders in respect of this agenda item.

**Resolution:** This agenda is for acknowledgement and the casting of vote is not required.

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

The Chairman informed the Meeting that 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 had been audited by the Company’s Certified Public Accountant, reviewed by the Audit Committee and endorsed by the Board of Directors.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were few questions and comments in this agenda item, which can be summarized as follow;

1. **Mr. Chak Ngamthippayaphan; proxy assigned from Thai Investor Association** raised the inquiries as follow;
  - (1) Why the Company set up the impairment of assets year 2017?
  - (2) Inquiry to the direction towards the operations’ resolution of the Company.
  - (3) Inquiry to the liquidity management policy of the company.

**Mr. Apichai Taechaubol; Chairman of Board of Directors** clarified the inquiries as follows;

- (1) The Company set up the impairment of the Company’s assets year 2017 in accordance with the accounting standards that the Company is required to comply with.
- (2) The Company decided to resolve the operating result by closing the non-profit branches for more than 30 branches in order to reduce the unnecessary expenses which effect to the liquidity of the Company. The Company also focus on improving the potential branches which recently the Company operates approximate 100 active branches. The Company control the cost in the appropriate level such as reducing food and raw materials costs, reducing the managing cost, including reviewing to change the brand image to look modern and up to date. Since Hot Pot brand has operated for few years without rebranding which also effect to the revenue generation. Therefore, the Company and the Executives foresee Hot Pot as one of the potential brand which is still able to generate the profit margin to the Company and also agreed to build the new brands in order to be the alternative source of revenue generation.
- (3) The Company is managing the Company’s liquidity through monitoring the expenses in appropriate level. The Company expected that if the liquidity was in control successfully, the expenses shall be reduced accordingly. Recently the shareholders’ equity is reduced and remains only Baht 33 Million. The Company needs to the increase of the Company’s registered capital in order to improve the Company’s liquidity, as well as utilize it for new brands investment, renovating the potential branches which are not in good conditions to be more fresh and modern, including improving the varieties of menu items.

There were no other questions or comments from the shareholders in respect of this agenda item. The Chairman proposed the Meeting to approve the financial statements of the Company for the year ending as of December 31, 2017

**Resolution** The Meeting approved the financial statements of the Company for the year ending as of December 31, 2017 as proposed, with the following votes;



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Approved	174,962,016	Votes	Equivalent to	100.0000 %
Disapproved	0	Votes	Equivalent to	0 %
Abstained	50,000	Votes	Equivalent to	- %
Voided Ballot	0	Votes	Equivalent to	0 %

**Remark**

- 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 in total was 175,012,016.

**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 to distribute the dividend payment

The Chairman informed the Meeting that pursuant to the Public Company B.E.2535 and the Article no. 45 of the Articles of Association of the Company, the Company must allocate the part of the annual net profit to reserve as a fund in an amount not less than five (5) 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 (10) percent of the registered capital.

The Company has a policy to pay dividend to the shareholders at the rate not less than forty (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 the 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 Boards may resolve to pay the interim dividend without shareholders’ approval but must inform the shareholders at the next meeting.

According to the operational results and financial positioning, the Company obtained net loss for theyear2017and unappropriated retained earnings. 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 year2017 as the reserved fund and not to pay dividend.

Remark: The comparison of dividend payment between 2016 and 2017 appeared in the Notice to the Annual General Meeting of Shareholders 2018 on page 3 which was sent to all shareholders before the meeting.

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 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 distribute the dividend payment.

**Resolution**

The Meeting approved the omission of the allocation of net profit from the Company’s business result year 2017 in accordance with the legal statement to reserve fund and not to distribute the dividend payment as proposed, with the following votes;

Approved	174,962,471	Votes	Equivalent to	99.9714 %
Disapproved	50,000	Votes	Equivalent to	0.0286 %
Abstained	0	Votes	Equivalent to	- %
Voided Ballot	0	Votes	Equivalent to	0 %

**Remark**

- 1) The resolution of this agenda item shall be adopted by the majority vote of the total votes of shareholders attending the Meeting and casting their votes
- 2) In this agenda item, there are 2 additional shareholders who hold 455 shares attend the meeting at this agenda, therefore the total number of the votes of shareholders presented in person and by proxy was 175,012,471.



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

The Chairman informed the Meeting that according to Article no. 30 of the Articles of Association of the Company, Directors shall be entitled to the 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 from the Shareholders’ Meeting.

The Board of Directors, thus, had considered and determined the remuneration of the Directors by considering from the Directors’ duties and responsibilities, the meeting allowance rate was compared to the other companies which operate in the similar industry and size, as well as considering from 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 in total which are equivalent to year 2017 as follows;

Remuneration	2018	2017
1) Meeting Allowance (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 under the Board of Directors and/or other specific committees are not entitled to receive such above 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 respect of this agenda item. The Chairman proposed the Meeting to consider and approve the determination of remuneration of Directors for year 2018.

**Resolution** The Meeting approved the determination of remuneration of Directors for year 2018 as proposed, with the following votes;

Approved	174,925,471	Votes	Equivalent to	99.9503 %
Disapproved	50,000	Votes	Equivalent to	0.0286 %
Abstained	37,000	Votes	Equivalent to	0.0211 %
Voided Ballot	0	Votes	Equivalent to	0 %

**Remarks1)** The resolution of this agenda item shall be approved by not less than two-third (2/3) 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 175,012,471.

**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 new Directors to replace the resigned Director**

The Chairman informed the Meeting that 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 (1/3) 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 (1/3) 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 Board of Director resolved to nominate persons to be appointed as Directors as follows;

- 6.1 To consider and approve to re-election Mr. Sompon Roekwibunsi as Director

However, Mr. Sompon Roekwibunsi submitted a resignation letter to the Company on April 9, 2018 with the intention to resign from his current position as the Company's Director with effective on the same date (which was happened after the Board of Directors resolved to call the Annual General Meeting of Shareholders 2018 with the agenda regarding the election of Directors). Thus, the Board of Directors arranged the meeting no. 4/2561 held on April 18, 2018 and resolved to nominate Mr. Varnadharna Kanchanasuvarna as the Company's Independent Director to replace Mr. Sompon Roekwibunsi.

6.2 To consider and approve to appoint Mrs. Siriporn Pinprayong as the Company's Independent Director/Audit Committee Member to replace Mr. Amornsakdi Ketcharoon who submitted a resignation letter to the Company with the intention to resign from his current position as the Company's Independent Director/Audit Committee Member on March 29, 2018 and effective on the same day.

However, the Company announced on the Company's website to invite the shareholders to nominate the qualified candidates to be elected as Directors for the Annual General Meeting of Shareholders 2018 from December 1-29, 2017. There's no shareholder nominated any persons to be elected as Directors until the expired date.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were no questions or comments from the shareholders with respect of this agenda item. The Chairman proposed the Meeting to consider and approve the election of the Directors to replace the Directors whom shall retire by rotation and to appoint new Directors to replace the resigned Directors with individual vote as follows;

6.1 To consider and approve to appoint Mr. Varnadharna Kanchanasuvarna as the Company's Independent Director.

6.2 To consider and approve to appoint Mrs. Siriporn Pinprayong as the Company's Independent Director/Audit Committee Member.

**Resolution:** The Meeting approved to appoint two Directors, as proposed, with the individual votes as follow;

**6.1 Mr. Varnadharna Kanchanasuvarna**

Approved	174,975,471	Votes	Equivalent to	100.0000 %
Disapproved	0	Votes	Equivalent to	0 %
Abstained	37,000	Votes	Equivalent to	- %
Voided Ballot	0	Votes	Equivalent to	0 %

**Remark**

- 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 175,012,471.





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## 6.2 Mrs.Siriporn Pinprayong

Approved	174,925,471	Votes	Equivalent to	100.0000 %
Disapproved	0	Votes	Equivalent to	0 %
Abstained	87,000	Votes	Equivalent to	- %
Voided Ballot	0	Votes	Equivalent to	0 %

### **Remark**

- 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 175,012,471.

### **Agenda Item 7 To consider and approve the appointment of the auditors and auditing fee for year 2018**

The Chairman informed the Meeting that 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 considered to select the auditors for year 2018 and proposed to the Board of Directors to consider and to propose further to the Meeting of Shareholders in order to appoint the auditors officially. The Audit Committee selected the Dharmniti Auditing Company Limited to be the auditing firm of the Company for year 2018 due to its 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 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 conflict of 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 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 and approve the appointment of the auditors and auditing fee for year 2018.

### **Resolution:**

The Meeting approved to appoint Dharmniti Auditing Company Limited to be the auditing firm of the Company for year 2018 and to assign 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, with the following votes;

Approved	174,925,471	Votes	Equivalent to	100.0000 %
Disapproved	0	Votes	Equivalent to	0 %
Abstained	87,000	Votes	Equivalent to	- %
Voided Ballot	0	Votes	Equivalent to	0 %

**Remark**

- 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 175,012,471.

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

The Chairman informed the Meeting that in 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;

**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’ Meeting which is called by the Board of Directors. The Company is responsible expenditures and convenient incurred in the meeting as appropriate.

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.

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 and approve the amendment of the Article no. 32 of the Company’s Articles of Associations.

**Resolution** The Meeting approved the amendment of the Article no. 32 of the Company’s Articles of Associations as proposed, with the following votes;

Approved	174,925,471	Votes	Equivalent to	99.9503 %
Disapproved	0	Votes	Equivalent to	0 %
Abstained	87,000	Votes	Equivalent to	0.0497 %
Voided Ballot	0	Votes	Equivalent to	0 %

**Remarks** 1) The resolution of this agenda item shall be approved by not less than three-fourth (3/4) 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 175,012,471.

**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**

The Chairman informed the Meeting that 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 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 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 whom authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development at 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 and ninety-four million eight hundred and eighty thousand Baht)
Divided into	779,520,000 Shares	(seven hundred and 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 and seventy-nine million five hundred and twenty 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 respect of this agenda item. The Chairman proposed the Meeting to consider and approve the increase of the Company’s registered capital as per the details proposed 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.

**Resolution** The Meeting approved 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 as proposed, with the following votes;

Approved	174,925,471	Votes	Equivalent to	99.9503 %
Disapproved	0	Votes	Equivalent to	0 %
Abstained	87,000	Votes	Equivalent to	0.0497 %
Voided Ballot	0	Votes	Equivalent to	0 %

- Remarks**
- 1) The resolution of this agenda item shall be approved by not less than three-fourth (3/4) 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 175,012,471.

**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 the amount which not exceeding 48,720,000 newly issued ordinary shares to be offered to Private Placement (PP) under General Mandate**

Chairman informed the meeting that refer to Agenda 9, the Company intends to increase the registered capital which complies with related 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 equivalent to 50.00 percent of the current paid-up capital of the Company to be offered to existing shareholders (the First Right Offering) in the 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 in 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 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 held 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;

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 (RO). 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 are authorized by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Chief Executive Officer and/or



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Deputy Chief Executive Officer shall be authorized to consider the allocation of the remaining unsubscribed shares to the existing shareholders whom intend to subscribe and to 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 regard, the above allocation procedure shall be repeated until there is no remain unallocated rights, which may deem 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 are 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 the 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 the tender offer must be made, as prescribed in the Notification of the Capital Market Supervisory Board No. Tor Chor12/2554 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.

10.2 In 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 fully 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 persons whom appointed by the Board of Directors whereas the offering price 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 of 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 are 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 other 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 equivalent to 10 percent of the current paid-up capital of the Company to be offered at 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. KorJor. 17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities, or

(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 shall 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 relate to 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 the 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 to agreement and execution of relevant documents and agreements regarding with the allotment and offering of capital increase ordinary shares, and the execution of applications for permission and necessary including the relevant evidences regarding to such an allotment and the 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 the Minutes of Shareholders' Meeting or Memorandum of Association and/or other applications and/or the other 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 the 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, the details relate to the capital increase and the allocation of newly issued shares present on the Capital Increase Report Form (F53-4) (Enclosure 5) and the Notification of Memorandum on the Allocation of the Newly Issued Ordinary Shares of the Company under (Enclosure 6) on page 48-71 as referred to the Notice to call for the General Meeting of Shareholders 2018 which were sent to the shareholders.

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were questions and comments from the shareholders which can be summarize as follows;

1. **Miss Suporn Pathumsuvarnnawadee; shareholder who presents herself at the Meeting** inquired that she noticed that the Company had just raised the capital increase last year why the Company decided to raise the capital increase this year again whereas she observed that the volume of the customers is high in some branch.

**Mr. Apichai Taechaubol; Chairman of Board of Directors** clarified the inquiries as follows;

He has entered to the Company as shareholder in past year as he found that the business of the Company has potential to grow if the Company has set up the proper management system. Even the Company faced off the liquidity issues previously, so the Company decided to expand the branches rapidly to reach the approximately 150 active branches with the expectation to increase the sales revenue without proper calculation of the feasibility of investment and finance. Therefore, the Company needs to face with the operation's loss, liquidity issues as well as lacking the working capital to improve the branches. However, the Chairman has confident in Hot Pot brand as the well-known brand to the local and belong own targeted market which result from the high volume of the customer's membership at restaurant branches. If the brand has been developed to match with customer's needs and up to date, the Hot Pot brand including other brands of the Hot Pot Group would still have an opportunity to gain reputation and improve the operational

performance. Regarding with the resolution of liquidity issue, the Company decided to increase the capital through increasing both ordinary shares and newly issued ordinary shares to shareholders which got a very good feedback. Due to the received fund was not sufficient to cover the necessary spending, the Company decided to raise the capital again this year in order to spend for improving the potential branches, improving the brand image, and repaying the Company’s debts partially. The Company expected that the capital increases this year would be sufficient to cover all required spending plan and shall enhance the business operation towards our competitors in the market.

**2. Miss Juthamas Panyapornsuk; the proxy representative inquired as follow;**

How can the Company calculate the offering price at Baht 1.30 per share whereas the par value only Baht 0.25 per share.

**Mr. Vichit Charoensakkajorn; Financial Advisor from DS Prudential Management Company Limited clarified the inquiries as follow;**

The offering price is Baht 1.30 per share referred from the weighted-average price of the Company's ordinary shares traded in the Stock Exchange of Thailand 7 consecutive business days before the date on which the Board of Directors’ Meeting resolved to approve the capital increase of the Company that equal to Baht 1.40 per share and there’s the discount offering.

There were no other questions or comments from the shareholders in respect of this agenda item. The Chairman proposed the Meeting 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 the 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.

**Resolution** The Meeting approved the allotment of the newly issued ordinary shares with amount not exceeding 243,600,000 newly issued ordinary shares to be offered to the 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 as proposed, with the following votes;

Approved	174,929,471	Votes	Equivalent to	100.0000 %
Disapproved	0	Votes	Equivalent to	0 %
Abstained	87,000	Votes	Equivalent to	- %
Voided Ballot	0	Votes	Equivalent to	0 %

**Remark**

- 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, there is 1 additional shareholder who holding 4,000 shares attend the meeting, therefore the number of votes of shareholders presented in person and by proxy was 175,016,471.

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

Chairman informed the meeting that the Company has operated the Suki and Shabu restaurant business under the brand of 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 various restaurants under the different brand concept 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 of the 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”

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 and approve to change the name and the security symbol of the Company.

**Resolution**

The Meeting approved to change the name and the security symbol of the Company as proposed, with the following votes;

Approved	174,929,571	Votes	Equivalent to	99.9503 %
Disapproved	0	Votes	Equivalent to	0 %
Abstained	87,000	Votes	Equivalent to	0.0497 %
Voided Ballot	0	Votes	Equivalent to	0 %

**Remark**

- 1) The resolution of this agenda item shall be approved by not less than three-fourth (3/4) of the total votes of the shareholders attending the Meeting.
- 2) In this agenda item, there’s 1 additional shareholder holding 100 shares attend the meeting, therefore the number of votes of shareholders presented in person and by proxy was 175,016,571.

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

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 สอท พอท จำกัด (มหาชน)

Name of the Company (in English):

HOT POT PUBLIC COMPANY LIMITED

**Changed to**

Clause no. 1

Name of the Company (in Thai):

เจซีเอสโฮสพิทอลิตี้ 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.

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 adjustment to Clause no. 1 of the Company’s Memorandum of Association to be aligned with the change of the company’s name.

**Resolution:** The Meeting approved to adjust Clause no. 1 of the Company’s Memorandum of Association to be aligned with the change of the company’s name, as proposed, with the following votes;

Approved	174,929,571	Votes	Equivalent to	99.9503 %
Disapproved	0	Votes	Equivalent to	0 %
Abstained	87,000	Votes	Equivalent to	0.0497 %
Voided Ballot	0	Votes	Equivalent to	0 %

**Remarks**

- 1) The resolution of this agenda item shall be approved by not less than three-fourth (3/4) 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 175,016,571.

**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**

The Chairman informed the Meeting that 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 requires 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:





“ทุกมื้อ จัดเต็มด้วยใจ”

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.

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 adjustment 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:** The Meeting approved 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, as proposed, with the following votes;

Approved	174,929,571	Votes	Equivalent to	99.9503 %
Disapproved	0	Votes	Equivalent to	0 %
Abstained	87,000	Votes	Equivalent to	0.0497 %
Voided Ballot	0	Votes	Equivalent to	0 %

- Remarks**
- 1) The resolution of this agenda item shall be approved by not less than three-fourth (3/4) 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 175,016,571.

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

The Chairman gave an opportunity to the shareholders to raise questions and make comments. There were few questions or comments from the shareholders in this agenda item as follow;

**Miss Suporn Pathumsuvarnnawadee; shareholder who present herself at the Meeting** had offer the comment as follow;

- (1) It would be appropriate to let the corporate secretary stand up at the podium and proceed the meeting for the next Shareholder’s Meeting in order to let the shareholders see the Conductor of the Meeting precisely.
- (2) While the Company’s operational result is not good, the Company should consider not to increase the remuneration of the Directors.
- (3) In the annual report, the group photo of Company’s Directors and Executives should be separated into two groups.
- (4) She complimented to the shareholders to vote as disapproval which represent the fairness of the voting whereas disagree with those whom abstain the vote since it’s not show any impact to the Meeting.

- (5) The Company should consider giving the complimentary voucher for the shareholders as souvenirs for the next Shareholder’s Meeting. So that the shareholders would have an opportunity to experience the restaurants as well as to taste the food. She disagreed with the Company’s direction toward holding the good corporate governance by not issuing the souvenirs or complimentary vouchers to shareholders as no such a related law or restriction clearly towards this omission. So the Company may reconsider for the next Shareholder’s Meeting.

Besides, issuing the discount card or membership card may not be useful since the shareholders still need to spend their money to experience the services.

**Mr. Apichai Taechaubol; Chairman of Board of Directors** passed his sincere thanks to all shareholders on their inquiries and comment and he shall bring all the comment for further consideration.

**Shareholder (Anonymous)** inquires on the Company’s direction this year regarding with the restaurant and brand expanding

**Mr. Apichai Taechaubol; Chairman of Board of Directors** clarified as follow;

- (1) The recent brand’s direction:  
The Company would focus on improving the brand image, improving the restaurant branches as well as monitoring the operational performance closely.
- (2) The new brand’s direction:  
The Company planned to expand the restaurant branch approximately 2-3 branches under branch as follow;
  - 2.1 the brand of Soupper Pot; the A La Carte Shabu Suki Restaurant which offer the highlight soups and sauces including the various menu offering and the first branch were launched in March 2018, located at Seacon Square Srinakarin,
  - 2.2 the brand of Toomato Italian Kitchen; Casual Dining Restaurant serves Italian foods which main ingredients are imported from Napoli, Italy, the first branch was launched at MBK Center last year
  - 2.3 the newest brand of Zheng Dou; inspired the cooking style from Premium Chinese Restaurant named Zheng Dou Grand located at Anantara Sathorn Bangkok, this restaurant would offer the A La Carte Chinese Food such as Dim Sum items, Congees, Roasted Ducks as well as the Chinese dishes in Hong Kong Style. Recently the restaurant is under design and operation plan which the first branch shall be launched at Home Pro, Rama 3.

The Chairman gave the shareholders the opportunity to raise the further questions and comments. Since there were no other matters proposed, nor any other questions and comments, the Chairman declared the Meeting adjourned and passed his sincere appreciation to all shareholders and proxies whom dedicate their time to attend the Meeting.

The Meeting adjourned at 15.30 hrs.

Sincerely yours;

-Signature-

(Mr. Apichai Taechaubol)  
Chairman of the Board of Directors