



(Translation)

HPIR005/2017

February 21, 2017

Subject : Schedule and Agenda of the Annual General Meeting of Shareholders 2017, Omission of Dividend Payment, Capital Increase under General Mandate, Issuance of Debentures, Related Transaction and Change of Directors

To: The President
The Stock Exchange of Thailand

Enclosure: Capital Increase Report Form (F53-4)
Offering for sale of Short-Term Bills of Exchange
Related Transaction

Hot Pot Public Company Limited, (the "Company") held the Board of Directors Meeting No. 2/2017 on February 21, 2017, and the Meeting passed material resolutions as follows:

1. Acknowledged the resignation of the following directors:
 - (1) Mr. Metta Charuchinda resigned from the positions of Chairman of the Board of Directors, Chairman of the Audit Committee and Independent Director due to his addition business engagement.
 - (2) Miss Sakuna Baicharoen resigned from the position of Director due to her personal matter.
Effective from February 20, 2017
2. Approved the appointment of directors to replace vacant positions as follows:
 - (1) Miss Untika Roekwibunsi, who is currently Chief Administrative Officer, as Director, replaced the position of Miss Sakuna Baicharoen.
 - (2) Mr. Apichai Taechaubol, who is currently Director, as Chairman of the Board of Directors, replaced the position of Mr. Metta Charuchinda.
Effective from February 21, 2017 onwards.

For the position of independent director and Chairman of the Audit Committee, the Board of Directors will nominate a qualified person to replace the resigned director and the Company will give public disclosure thereon.



3. Approved omission of allocation of net profit as legal reserve fund and no dividend payment for the year 2016 performance results because the Company has net loss from operating results. This resolution will be proposed to the Shareholders Meeting for consideration and approval.
4. Approved the reduction of the Company's registered capital in amount of Baht 10,150,000 from the current registered capital of Baht 111,650,000 to the new registered capital of Baht 101,500,000 by cancelling unissued ordinary shares in amount of 40,600,000 shares at par value of Baht 0.25 per share and the amendment of clause 4 of the Memorandum of Association of the Company in order to be consistent with the reduction of the Company's registered capital, by substituting the following content, and the Meeting shall empower a person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to amend or add content to the amended content as directed by the Registrar

Clause 4	Registered Capital	101,500,000 Baht (one hundred one million five hundred thousand Baht)
	Divided into	406,000,000 Shares (four hundred six million shares)
	Par value per share	0.25 Baht (Twenty-five Satang)
	Divided into	
	Ordinary shares	406,000,000 Shares (four hundred six million shares)
	Preferred shares	-None- Shares

This resolution will be proposed to the Shareholders Meeting for consideration and approval.

5. Approved the increase of the Company's registered capital under General Mandate in amount of Baht 20,300,000 from the current registered capital of Baht 101,500,000 to the new registered capital of Baht 121,800,000 by issuing ordinary shares in amount of 81,200,000 shares at par value of Baht 0.25 per share and the amendment of clause 4 of the Memorandum of Association of the Company in order to be consistent with the increase of the Company's registered capital, by substituting the following content, and the Meeting shall empower a person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to amend or add content to the amended content as directed by the Registrar

Clause 4	Registered Capital	121,800,000 Baht (one hundred twenty-one million eight hundred thousand Baht)
	Divided into	487,200,000 Shares (four hundred eighty-seven million two hundred thousand shares)
	Par value per share	0.25 Baht (Twenty-five Satang)
	Divided into	



Ordinary shares	487,200,000 Shares (four hundred eighty-seven million two hundred thousand shares)
Preferred shares	-None- Shares

This resolution will be proposed to the Shareholders Meeting for consideration and approval.

6. Approved the allocation of newly issued ordinary shares under General Mandate in amount of not exceeding 81,200,000 shares at par value of Baht 0.25 per share, accounting for 20% of paid-up capital as of as of the date that the Company's Board of Directors approved the increase of capital under General Mandate as follows:

- (1) Allocate newly issued ordinary shares not more than 40,600,000 shares, accounted for 10% of paid-up capital, to offer for sale to existing shareholders in proportion to their shareholdings (Right Offering)
- (2) Allocate newly issued ordinary shares not more than 40,600,000 shares, accounted for 10% of paid-up capital, to offer for sale to specific persons (Private Placement). The offering price shall not be lower than the market price pursuant to the Notification of the Capital Market Supervisory Board regarding the application and permission for offering for sale of newly issued shares and the Notification of the Office of the Securities and Exchange Commission regarding calculation of the securities offering price and determination of market price for consideration of offering of newly issued shares at low price. In addition, the investor(s) who will be allocated for newly issued ordinary shares shall not be a connected person(s) under the Notification of the Capital Market Supervisory Board concerning rules on connected transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and operations of listed companies involving related transactions B.E. 2546.

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

- Consider and determine whether share allocation shall be made once or several times later and shall be offered to any group of person or all groups of persons at the same time. Furthermore, the Board of Directors has authority to determine offering price, offering period, and other details and conditions relating to the allotment of newly issued shares
- Negotiate and execute any relevant documents and agreements, as well as take actions in connection with the allocation of such newly issued ordinary shares
- Execute applications for permission and necessary evidence in connection with the allocation of such newly issued ordinary shares, arrange and submit applications for such permission, documents and evidence to relevant authorities or agencies and list such newly issued ordinary shares on the Market for Alternative Investment (mai)



After the allocation of newly-issued shares according to (1) and (2), the total increase in paid-up capital shall not be more than 20% of paid-up capital as of the date that the Company's Board of Directors approved the increase of capital or not exceeding 81,200,000 shares. Nevertheless, allocating the newly issued shares to existing shareholders according to (1), the total increase in paid-up capital shall not be more than 10% of paid-up capital as of the date that the Company's Board of Directors approved the increase of capital or not exceeding 40,600,000 shares and allocating the newly issued shares to private placement according to (2), the total increase in paid-up capital shall not be more than 10% of paid-up capital as of the date that the Company's Board of Directors approved the increase of capital or not exceeding 40,600,000 shares.

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

This resolution will be proposed to the Shareholders Meeting for consideration and approval.

7. Approved the issuance and offer for sale of debentures with tenor not exceeding 4 years, in amount not exceeding Baht 500,000,000 to utilize as working capital and/or business expansion. The Board of Directors and/or the person(s) entrusted by the Board of Directors shall have the power to determine criteria, conditions and other details, and do any acts and things necessary for and in relation to carrying out the issuance and offering of debentures in compliance with the applicable law, to appoint financial advisor or other persons relating to the issuance and offering of debenture, to list debentures on the Stock Exchange of Thailand or other secondary markets, to negotiate, sign and amend documents and other relevant agreements, and to do anything which is deemed necessary and appropriate to the issuance and offering of debentures.

This resolution will be proposed to the Shareholders Meeting for consideration and approval.

8. Approved to additional issuance and offering for sale of Short-Term Bills of Exchange of Baht 110,000,000 from Baht 90,000,000 to Baht 200,000,000.
9. Approved to determine the date for the Annual General Meeting of Shareholders 2017 on Thursday April 27, 2017 at 14.00 hrs., at Sathorn 1 Room, Mezzanine, Anantara Hotel Bangkok Sathorn, 36 Narathiwat-Rachanakarin Road, Yannawa, Sathorn, Bangkok 10120 to consider the agenda items as follows :

Agenda Item 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders 2016

Opinion of the Board of Directors : The Board of Directors considered that the Minutes of Annual General Meeting of Shareholders 2016 were correctly and completely recorded and



deemed it appropriate to propose the Meeting of Shareholders to consider and adopt the minutes.

Agenda Item 2 To acknowledge the performance results of the Company for the year 2016

Opinion of the Board of Directors : The Board of Directors considered and deemed it appropriate to report the performance results of the Company for the year 2016 to the Meeting of Shareholders for acknowledgement.

Agenda Item 3 To consider and approve the statement of financial position and profit and loss statement of the Company for the year ending December 31, 2016

Opinion of the Board of Directors : The Board of Directors considered and deemed it appropriate to propose the Meeting of Shareholders to consider and approve the statement of financial position and profit and loss statement of the Company for the year ending December 31, 2016 which have been audited by the Company's Certified Public Accountant, reviewed by the Audit Committee and endorsed by the Board of Directors.

Agenda Item 4 To consider and approve omission of allocation of net profit as legal reserve fund and no dividend payment for operating results of the year 2016

Opinion of the Board of Directors : According to the operation results and financial standing, the Company's net loss for the year 2016. Therefore, it is deemed appropriate to propose the Meeting of Shareholders to omit allocation of profit from the Company's operating results for the year 2016 as legal reserve and not pay dividend.

Agenda Item 5 To consider and approve the determination of remuneration of directors for the year 2017

Opinion of the Board of Directors : The Board of Directors deemed it appropriate to propose the Meeting of Shareholders to approve the remuneration of directors and members of the Audit Committees for the year 2017 in amount not exceeding Baht 1,000,000 as follows:

Remuneration	2017
1) Meeting Allowance (Baht per Meeting Attendance)	
Board of Directors	
• Chairman of the Board of Directors	30,000
• Directors	15,000
Audit Committee	
• Chairman of the Audit Committee	15,000
• Members of the Audit Committee	10,000
2) Other Benefits	Including meeting allowance not exceeding Baht 1,000,000



The rates of remuneration for the directors of the Company are not passed by the Remuneration Committee because the Company currently has no the Remuneration Committee. However, the determination of the mentioned meeting allowance had been approved by the Board of Directors by comparing with that of companies being in the same industry group and of comparable size, including the Company's operation results and business growth. It is, therefore, deemed appropriate to fix the remuneration of directors for the year 2017 as the proposed rates.

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

Opinion of the Board of Directors : In the Annual General Meeting of Shareholders 2017 of the Company, the directors who will retire by rotation are as follows:

1. Mr. Apichai Taechaubol Director
2. Mr. Prasong Vara-ratanakul Independent Director and member of the Audit Committee

The process for nominating directors is not passed by the Nomination Committee because the Company currently does not set up the Nomination Committee. However, the Board of Directors, with the exception of the members who had conflicts of interest, considered that those two directors have knowledge, ability, special skill, and experience which is the advantage for the Company's operation. Furthermore, Mr. Prasong Vara-ratanakul, nominated as an independent director, is capable of giving opinions independently and in compliance with relevant rules and regulations. As a result, The Board of Directors deemed it appropriate to propose the Meeting of Shareholders to re-elect such two directors.

Agenda Item 7 To consider and approve the appointment of the auditor and determination of the auditing fee for the year 2017

Opinion of the Board of Directors : The Board of Directors deemed it appropriate to propose the Meeting of Shareholders for consideration and approval for appointment of Dharmniti Auditing Company Limited to be the auditing firm of the Company for the year 2016. In addition, it is proposed to appoint any one of the following auditors being authorized to review and give opinion on the financial statements of the Company:

1. Mr.Thanawut Piboonsawat, CPA no. 6699, who has endorsed the Company's Financial Statements for three years since 2013 and/or
2. Mr.Pojana Asawasontichai, CPA no. 4891, who has never endorsed the Company's Financial Statement and/or
3. Miss Sulalit Ardsawang , CPA no. 7517, who has never endorsed the Company's Financial Statements and/or
4. Miss Wannisa Ngambuathong , CPA no. 6838, who has never endorsed the Company's Financial Statements



It is also proposed to approve the auditing fee for the year 2017 of the Company at the rate of Baht 1,240,000, which is the same amount as approved for the year 2016.

Agenda Item 8 To consider and approve the reduction of the Company's registered capital under General Mandate in amount of Baht 10,150,000 and the amendment of clause 4 of the Memorandum of Association of the Company in order to be consistent with the reduction of the Company's registered capital

Opinion of the Board of Directors : The Board of Directors appropriate to propose the Meeting of Shareholders for consideration and approval for the reduction of the Company's registered capital under General Mandate in amount of Baht 10,150,000 from the current registered capital of Baht 111,650,000 to the new registered capital of Baht 101,500,000, and the amendment of clause 4 of the Memorandum of Association of the Company in order to be consistent with the reduction of the Company's registered capital.

Agenda Item 9 To consider and approve the increase of the Company's registered capital under General Mandate in amount of Baht 20,300,000 and the amendment of clause 4 of the Memorandum of Association of the Company in order to be consistent with the increase of the Company's registered capital

Opinion of the Board of Directors : The Board of Directors appropriate to propose the Meeting of Shareholders for consideration and approval for the increase of the Company's registered capital under General Mandate in amount of Baht 20,300,000 from the current registered capital of Baht 101,500,000 to the new registered capital of Baht 111,650,000 by issuing ordinary shares in amount of 81,200,000 shares at par value of Baht 0.25 per share and the amendment of clause 4 of the Memorandum of Association of the Company in order to be consistent with the increase of the Company's registered capital.

Agenda Item 10 To consider and approve the allocation of newly issued ordinary shares under General Mandate in amount of not exceeding 81,200,000 shares at par value of Baht 0.25 per share to offer for sale to existing shareholders in proportion to their shareholdings (Right Offering) in amount not exceeding 40,600,000 shares and to specific person (Private Placement in amount not exceeding 40,600,000 shares.

Opinion of the Board of Directors : The Board of Directors deemed it appropriate to propose the Meeting of Shareholders for consideration and approval for the allocation of newly issued ordinary shares under General Mandate in amount not exceeding 81,200,000 shares at par value of Baht 0.25 per share to offer for sale to existing shareholders in proportion to their shareholdings (Right Offering) in amount not exceeding 40,600,000 shares and to specific person (Private Placement in amount not exceeding 40,600,000 shares.



Agenda Item 11 To consider and approve the issuance and offer for sale of debentures with tenor not exceeding 4 years, in amount not exceeding Baht 500,000,000

Opinion of the Board of Directors : The Board of Directors deemed it appropriate to propose the Meeting of Shareholders for consideration and approve the issuance and offer for sale of debentures with tenor not exceeding 4 years, in amount not exceeding Baht 500,000,000.

Agenda Item 12 Other business (if any)

5. Approved to fix the date of determining the names of shareholder who shall have the right to attend the Annual General Meeting of Shareholders 2017 on March 23, 2017 (Record Date) and to gather the names of shareholder under section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book and suspension of share transfer on March 24, 2017.
6. Approved to the ratification of the line approval for related transactions regarding hiring Octopus Media Solutions Co., Ltd. for the year 2017, in amount of Baht 5,000,000.

Please be informed accordingly.

Sincerely yours,

(Mr. Sompon Roekwibunsi)

Chief Executive Officer

Authorized to sign on behalf of the Company



(F 53-4)

(Translation)

Capital Increase Report Form
HOT POT Public Company Limited
21 February 2017

We, Hot Pot Public Company Limited, hereby report on the resolution of the Board of Director Meeting No. 2/2017 held on 21 February 2016, from 14.45 to 17.15 hrs., regarding the capital increase and share allotment as follows:

1. Capital Increase

The Board of Directors' Meeting passed resolutions as follows:

- (1) Reduced the registered capital of the Company amounted to Baht 10,150,000 from Baht 111,650,000 to Baht 101,500,000 cancelling unissued ordinary shares in amount of 40,600,000 shares at par value of Baht 0.25 per share
- (2) Increased the Company's registered capital under General Mandate in amount of Baht 20,300,000 from the current registered capital of Baht 101,500,000 to the new registered capital of Baht 121,800,000 by issuing ordinary shares in amount of 81,200,000 shares at par value of Baht 0.25 per share. Details of each type of capital increase are as follows:

Type of Capital Increase	Type of Share	Number of Shares (shares)	Par Value (Baht/share)	Total (Baht)
General Mandate	Ordinary	81,200,000	0.25	20,300,000

2. Allotment of new shares

The Board of Directors' Meeting passed a resolution approving the allocation of not exceeding 81,200,000 ordinary shares at par value of Baht 0.25 per share, totaling Baht 20,300,000, with the following details:

- General Mandate

Allotted to	Type of Share	Number of Shares (shares)	Percentage of paid-up capital ^{1/}	Remark
Existing shareholders	Ordinary	Up to 40,600,000	10	
Private Placement	Ordinary	Up to 40,600,000	10	

^{1/} Percentage of paid-up capital as of as of the date that the Company's Board of Directors approved the increase of capital under General Mandate



Remark the Board of Directors shall be authorized to be empowered to do the followings:

- Consider and determine whether share allocation shall be made once or several times later and shall be offered to any group of person or all groups of persons at the same time. Furthermore, the Board of Directors has authority to determine offering price, offering period, and other details and conditions relating to the allotment of newly issued shares
- Negotiate and execute any relevant documents and agreements, as well as take actions in connection with the allocation of such newly issued ordinary shares
- Execute applications for permission and necessary evidence in connection with the allocation of such newly issued ordinary shares, arrange and submit applications for such permission, documents and evidence to relevant authorities or agencies and list such newly issued ordinary shares on the Market for Alternative Investment (mai)

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

3. Schedule for shareholders' meeting to approve the capital increase and the allocation of new shares

The 2017 Annual General Meeting of Shareholders is scheduled to be held on April 27, 2017, at 14.00 hrs., at Sathorn 1 Room, Mezzanine, Anantara Hotel Bangkok Sathorn, 36 Narathiwat-Rachanakarin Road, Yannawa, Sathorn, Bangkok 10120. The Board of Directors' meeting no. 2/2017 resolved to fix the date of determining the names of shareholder who shall have the right to attend the Annual General Meeting of Shareholders 2016 on March 23, 2017 (Record Date) and to gather the names of shareholder under section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book and suspension of share transfer on March 24, 2017.

4. Approval of the capital increase/ the allocation of shares by relevant governmental agency and related conditions (if any)

4.1 The Company is required to register the increase of registered and paid-up capital and the amendment of its Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

4.2 The Company is required to obtain an approval from the Stock Exchange of Thailand for the listing of such newly issued ordinary shares on the Market for Alternative Investment (mai).

5. Objectives of the capital increase and plans for utilization proceed received from the capital increase

To utilize as working capital of the Company and/or to invest in future business expansion and/or to reduce the financial cost of the Company



6. Benefits which the company will receive from the capital increase and the allocation of shares

To strengthen the Company's financial position and/or have sufficient fund for investment in business expansion and/or to decrease debt to equity ratio of the Company

7. Benefits which shareholders will receive from the capital increase and the allocation of new shares

The improvement of the Company's financial position as well as profitability potential will enhance the future operating result of the Company. Consequently, the shareholders will get benefit from the increase in enterprise value.

8. Other details necessary for shareholders to consider and approve the capital increase and the allocation of new shares

- None -

9. Schedule of action if the Board of Directors pass a resolution approving the capital increase and the allocation of new shares

No.	Procedures of the capital increase	Date/Month/Year
1	The Board of Directors' meeting no. 2/2017 to consider and approve the capital increase and the allotment of newly issued shares	February 21, 2017
2	The record date for the purpose of determining the eligible shareholders to attend the 2017 Annual General Meeting of Shareholders	March 23, 2017
3	Gather the names of shareholder under section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book and suspension of share transfer	March 24, 2017
4	The 2017 Annual General Meeting of Shareholder	April 27, 2017
5	Register the capital increase and the amendment of the Company's Memorandum of Association with the Ministry of Commerce	Within 14 days from the date of shareholders meeting's resolution



The Company hereby certifies that the information contain herein is true and complete in all respects.

(Mr. Sompon Roekwibunsi)
Chief Executive Officer
Authorized to sign on behalf of the Company



Offering for sale of Short-Term Bills of Exchange

- Type of Securities : Short-Term Bills of Exchange
- Offering Amount : Increase offering amount from not exceeding Baht 90,000,000 (Ninety Million Baht) to not exceeding Baht 200,000,000 (Two Hundred Million Baht)
- Interest Rate : Depending on the market conditions at each time of issuance and offer for sale of Bills of Exchange
- Tenor : Not exceeding 270 days from the date of issuance of Bills of Exchange
- Objective : To utilize as working capital and/or to repay loan depending on the Executive Committee's discretion
- Offering Method : To be offered for sale to the specific persons not exceeding 10 Bills of Exchange at any time, and/or institutional investors and/or high net worth investors in accordance with the Notification of the Securities and Exchange Commission and/or the Notification of the Office of the Securities and Exchange Commission and/or the Notification of the Capital Market Supervisory Board and/or other regulations which are enforced at the moment of issuance and offer for sale of Bills of Exchange. Bills of Exchange may be offered for sale once or several times. In case of the redemption and repayment of Bills of Exchange, the Company can issue and offer for sale of new Bills of Exchange to replace redeemed and repaid Bills of Exchange, which total outstanding balance at any time shall not exceed Baht 90,000,000 (Ninety Million Baht) in accordance with the resolutions of the Meeting of Board of Directors
- Authorization : The Executive Committee designated by the Board of Directors is empowered to do the followings:
- determine criteria, conditions and other details regarding the issuance and offer for sale of Bills of Exchange as necessary and appropriate according to the relevant laws and regulations
 - apply for permission, disclose information and perform any actions with relevant regulatory agencies, appoint an advisor or other persons relating to the issuance and offer for sales of Bills of Exchange, enter into, execute, sign and amend relevant documents and agreements
 - perform any necessary and appropriate actions in relation to issuance and offer for sale of Bills of Exchange



Related Transaction

1. Date of transaction

January – December 2017

2. Parties involved

Octopus Media Solutions Co., Ltd.

3. General characteristic of transactions

The Company will hire Octopus Media Solutions Co., Ltd. to produce advertisement media such as window stickers, standee boards, flyers, logo board etc., including taking photo, designing artwork, editing video slide show. The contract is made annually, starting from October 1, 2016 to September 30, 2017 and shall be renewed for one year period or the period specified by the parties.

4. Total value of transactions

Approval Line is Baht 5,000,000 (excluding VAT)

5. Criteria for determination of transaction value

Contract prices after comparing prices and quality with other suppliers and negotiating the prices

6. Transaction size

These transactions are classified as related transactions supporting normal business based on general trading conditions, with value more than Baht 1 million but less than Baht 20 million. According to the announcement of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and operations of listed companies involving related transactions B.E. 2546, the value of these transactions have been considered as medium size that must be approved by the Board of Directors and disclose the transactions to the Stock Exchange of Thailand.

7. Detail of related persons

Mrs. Somsri Wilai, who is a director and holds 45% ordinary shares of Octopus Media Solutions Co., Ltd., is a younger sister of Mr. Sompon Roekwibunsi, acting as a director, Chief Executive Officer and a major shareholder of the Company. Detail of shareholding of Mr. Sompon Roekwibunsi is listed below:

Name List	As of book closing date on December 27, 2016	
	No. of Shares (Shares)	Proportion
Mr. Sompon Roekwibunsi	110,782,000	27.29%



List of shareholders of Octopus Media Solutions Co., Ltd. is as follows:

Name List	As of January 31, 2017	
	No. of Shares (Shares)	Proportion
Mrs. Somsri Wilai	45,000	45.00%
Miss. Siriwon Wilai	45,000	45.00%
Mr. Sajjapong Hienmora	10,000	10.00%

8. Opinion of Board of Directors

The Board of Director considered that such related transactions were reasonable and beneficial to the Company.

Mr. Sompon Roekwibunsi, who is a director having related interest and/or being related party, did not attend the meeting and did not vote for such related transactions.

9. Opinion of Audit Committee which is different from that of Board of Directors

- None –