



Invitation to the 2024 Annual General Meeting of Shareholders

S&P Syndicate Public Company Limited

Tuesday, 23 April 2024, at 11.00 a.m.

By electronics media channels only

Broadcasted from S&P Hall Meeting Room, Sukhumvit 26

At no. 1/2 Soi Athakravi, Sukhumvit 26 Road Khlong Ton, Khlong Toey

Bangkok 10110

"Due to the abnormality of the spread of COVID-19 virus pandemic situation, the Company apprehends and care for all attendees' health and safety. Therefore, the Company shall convene the 2024 Annual General Meeting of shareholders by electronics media channels (E-AGM) under the provision of relevant laws and regulations. Any shareholders who are inconvenience to attend the electronics meeting (E-AGM), the Company suggests you to assign proxy to the Independent Director in lieu of attending the meeting in person. In this regard, you can submit the question prior to the meeting within 22 April 2024 at secretary@snpfood.com. The Company shall conclude such questions to ask in the Meeting and record in the minutes of the meeting which will be further publicized on the Company's website."

Index

	Page
Invitation to the 2024 Annual General Meeting of Shareholders	1-9
Enclosure 1 A copy of the minutes of the 2023 Annual General Meeting of Shareholders	10-31
Enclosure 3 Details of directors nominated for election to replace those retiring by rotation	32-35
Enclosure 4 Proxy A and Proxy B of the Department of Business Development and Definition and Profile of Independent Directors to Present as Proxy	36-44
Enclosure 5 Articles of Association regarding only the part relating to meetings of shareholders	45-46
Enclosure 6 Documents and evidence to be demonstrated by the attendees prior to the Meeting; Methods of granting proxy, Registration procedures, and Casting vote at the Meeting of Shareholders	47-50
Enclosure 7 Terms for attending the Meeting via Inventech Connect System Method for attending the Meeting via Inventech Connect electronics media channels	51-55
Enclosure 8 Request form for the 2023 Annual Registration Statement (56-1 One Report Form) and/or 2023 Sustainability Report in book format	56
Enclosure 9 Privacy Notice for the 2024 Annual General Meeting of Shareholders	57-58

Remark The Company has sent the enclosed documents separately from this invitation as follows:
Enclosure 2 The 2023 Annual Registration Statement (56-1 One Report Form) with the Statement of Financial Position and Statement of Comprehensive Income ending 31st December 2023 in QR Code format



S&P Syndicate Public Company Limited. Registration No.0107537001170

2034/100-103 23 Floor, Ital Thai Tower, New Petchburi Road,
Bangkapi, Huaykwang, Bangkok Thailand 10310 www.snpfood.com
T : +66(0) 2785 4000, F : +66(0) 2785 4040

**SIMPLY
DELICIOUS**

Ref. POL 023/2024

22nd March 2024

Re: Invitation to the 2024 Annual General Meeting of Shareholders

To: The Shareholders

- Enclosures:
- Enclosure 1 A copy of the minutes of the 2023 Annual General Meeting of Shareholders
 - Enclosure 2 The 2023 Annual Registration Statement (56-1 One Report Form) with the Statement of Financial Position and Statement of Comprehensive Income ending 31st December 2023 in QR Code format
 - Enclosure 3 Details of directors nominated for election to replace those retiring by rotation
 - Enclosure 4 Proxy A and Proxy B of the Department of Business Development and Definition and Profile of Independent Directors to Present as Proxy
 - Enclosure 5 Articles of Association regarding only the part relating to meetings of shareholders
 - Enclosure 6 Documents and evidence to be demonstrated by the attendees prior to the Meeting; Methods of granting proxy, Registration procedures, and Casting vote at the Meeting of Shareholders
 - Enclosure 7 Guidelines for attending the Meeting via Inventech Connect system and Methods for attending the Meeting via Inventech Connect electronics channels
 - Enclosure 8 Request form for the 2023 Annual Registration Statement (56-1 One Report Form) and/or 2023 Sustainability Report in book format
 - Enclosure 9 Privacy Notice for the 2024 Annual General Meeting of Shareholders of S&P Syndicate Public Company Limited

The Board of Directors of S&P Syndicate Public Company Limited has resolved to convene the Annual General Meeting of Shareholders on Tuesday, 23rd April 2024, at 11.00 a.m. via only electronics media channels by broadcasting from S&P Hall Meeting Room, Sukhumvit 26 At no. 1/2 Soi Athakravi, Sukhumvit 26 Road Khlong Ton, Khlong Toey Bangkok 10110 to consider the agenda accordingly.

For the determination of the agenda for the 2024 Annual General Meeting of Shareholders, the Company has announced to invite the shareholder to propose matters to be included in the agenda in advance on the Company's website from 1 November 2023 until 30 December 2023. However, on the expiration of this period of time, it was found that no other agenda items were proposed to the Company. Therefore, the Company hereby notify the meeting agenda pursuant to the Board of Directors' resolution as follows:

Agenda 1 To approve the Minutes of the 2023 Annual General Meeting of Shareholders

Objectives : The Company has held the 2023 AGM 28th April 2023, which the copy of the minutes has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days as prescribed by law, including publicized on the Company's website. The details are as specified in Enclosure 1.

The Board of Directors' Opinion : The Minutes were correctly and completely recorded. It is deemed appropriate to propose to the Meeting of Shareholders to approve the Minutes of the Meeting

Voting Requirements : The approval resolution requires the majority of votes of the shareholders attended the meeting and cast their votes.

Agenda 2 To acknowledge the report on the Company's operating results for the year 2023

Objectives : The Company has prepared the Board of Directors' report regarding the Company's operating results for the year 2023. The details are as specified in Enclosure 2, Subject: Summary of the operating results for the year 2023

The Board of Directors' Opinion : The Board of Directors' deemed appropriate to propose the AGM to acknowledge the operating results and other report for the past year of 2023.

Voting Requirements : As this agenda is for acknowledgement, voting is not required.

Agenda 3 To approve the Statement of Financial Position and Statement of Comprehensive Income ending 31st December 2023

Objectives : The Company has completed preparing the audited consolidated of the statement of financial position and statement of comprehensive income for the fiscal year ended 31st December 2023, which were audited and certified by the certified auditor. The Audit Committee, and Board of Directors has considered and deemed correct, completed and adequate to the General Accepted Accounting Principle. The details are as specified in Enclosure 2., Subject: the Financial Statement.

The Board of Directors' Opinion : The Board of Directors' deemed appropriate to propose the AGM to approve the audited consolidated of the statement of financial position and statement of comprehensive income for the fiscal year ended 31th December 2023, audited and certified by the certified auditor in accordance with the General Accepted Accounting Principle.

Voting Requirements : The approval resolution requires the majority of votes of the shareholders attended the meeting and cast their votes.

Agenda 4 To approve the dividend payment for the year 2023

Objectives : The Company has the policy to pay a dividend approximately at the rate of 60 percent of the net profit after deduction of income tax under the consolidated financial statements but not exceeding the retained earnings of the separate financial statements. The dividend payment of each year also depends on cash flow, investment plans, necessities and other factors of suitability in the future. When the Board of Directors has resolved to approve to pay the annual dividend payment, it must be proposed for an approval from the meeting of shareholders, except for the interim dividend payment which the Board of Directors shall be authorized to approve and report to the subsequent meeting of shareholders.

The Board of Directors' Opinion : From the operating results and the consolidated financial statements, the Company has the annual net profit from the year 2023 in the amount of 485,234,147 Baht, calculated to a profit of 0.94 Baht per share. The Board of Directors deemed appropriate to propose the AGM to approve the appropriation of dividend at the rate of 1.00 Baht per share. Whereas, the Board of Directors' meeting, held on 11th August 2023, had resolved to pay the interim dividend payment of 0.25 Baht per share for 514,710,383 shares, totaling 128,677,595.75 Baht (Derived from the operating result as of 1 January 2023 – 30 June 2023). The interim dividend payment has been paid on 8 September 2023, remaining this dividend payment (Derived from the operating result as of 1 July 2023 – 31 December 2023) in the rate of 0.75 Baht per share for 514,710,383 shares, totaling 386,032,787.25 Baht. The dividend payout shall be paid to the shareholders whose name listed on the record date to receive dividend payout on 12th March 2024 and scheduled to pay

the dividend on 13th May 2024. The resolution for the dividend payout is in accordance with the Company's dividend payment policy as proposed above. Nonetheless, the rights to receive dividend payout are not granted until received the approval from the Meeting of Shareholders.

Table of Comparison of the Dividend Payment in 2021-2023

Details of Dividend Payment	2023 (Proposed)	2022	2021
Net Profit (Baht)	485,234,147	460,357,387	340,019,932
Number of Shares (Shares)			
On the date of Interim Dividend Payment	514,710,383	512,391,132	490,408,365
On the date of Annual Dividend Payment	514,710,383	512,814,512	511,512,758
Dividend Paid per Share (Baht/Share)	1.00	0.80	0.63
- Interim Dividend (Baht/Share)	0.25	0.10	0.05
- Annual Dividend (Baht/Share)	0.75	0.70	0.58
Total Dividend Paid (Baht/Share)	514,710,383.00	410,209,271.60	321,197,817.89
- Interim Dividend Paid (Baht)	128,677,595.75	51,239,113.20	24,520,418.25
- Annual Dividend Paid (Baht)	386,032,787.25	358,970,158.40	296,677,399.64
Dividend Payment Proportion (Percent)	106.07	89.12	94.46

Voting Requirements : The approval resolution requires the majority of votes of the shareholders attended the meeting and exercises their votes.

Agenda 5 To approve the appointment of directors replacing those retired by rotation

Objectives : According to the Company Articles of Association, at every annual general meeting of shareholders shall have one-third of the directors retired from the position. This year 4 directors must retire by rotation, namely:

1. Ms. Patara Sila-On Chairperson
2. Mr. Vitoon Sila-On Director
3. Mr. Kamtorn Sila-On Director
4. Mr. Thunyachet Ekvetchavit Director

The Company has announced on its website that the shareholders are invited to nominate individuals they consider appropriate to be selected as directors of the Company between 1 November 2023-30 December 2023. However, it appeared that on the expiration of the time specified no candidates for directorship have been proposed to the Company. The Nomination and Remuneration Committee, having considered the qualifications and eligibility under the law and the criteria and requirements of the Office of the Securities and Exchange Commission (SEC) as well as the public limited companies law and considered the qualifications, knowledge, ability and experience that would be beneficial to the conduct of business of the Company. The 4 directors whose retired by rotation have proposed to be reelected to the position as the director of the Company. Details and information of the directors and the definition of an independent director appear under Enclosure 3.

The Board of Directors' Opinion : The Board of Directors of the Company, excluding the directors with interests, considered and deemed appropriate to propose the shareholders' meeting to consider and

approve the appointment of the said four directors as thoroughly considered by the Nomination and Remuneration Committee. The four proposed directors possess the suitable capabilities to be the Company's director for another term.

Voting Requirements : The resolution shall be individually approved by the majority of votes of the shareholders attended the meeting and cast their votes.

Agenda 6 To approve the director's remuneration for Year 2024

Objectives : The Nomination and Remuneration Committee has thoroughly considered and reviewed the directors and other sub-committees' remuneration of the year 2024 by considering its suitability for the directors' duties and responsibilities, and compared to the companies within the same industry group and scale, including the Company's operating results and business growth of the year 2023. The Nomination and Remuneration Committee deemed it appropriate to determine to increase the remuneration and meeting allowance the details are as follows:

Monthly Remuneration:

Monthly Remuneration (Baht / Director / Month)	2024 (Proposed)			2023		
	Chairperson	Executive Director	Non-Executive Director	Chairperson	Executive Director	Non-Executive Director
Board of Directors	45,000	25,000	30,000	37,500	25,000	25,000
Audit Committee	25,000	-	15,000	22,500	-	15,000

Meeting Allowances : For Non-Executive Directors only

Meeting Allowances (Baht / Director / Meeting)	2024 (Proposed)		2023	
	Chairman (Non-Executive Director)	Non-Executive Director	Chairman (Non-Executive Director)	Non-Executive Director
Board of Directors	37,500	25,000	37,500	25,000
Audit Committee	37,500	25,000	37,500	25,000
Risk Management Committee	22,500	15,000	22,500	15,000
Nomination and Remuneration Committee	22,500	15,000	22,500	15,000
Corporate Governance and Sustainable Development Committee	15,000	10,000	-	-
Non-Executive Directors (NED)	-	25,000	-	25,000
Executive Committee	37,500	25,000	37,500	25,000

Annual Gratuities

The Nomination and Remuneration Committee deemed it appropriate to pay in the amount of not exceeding 2,765,000 Baht, by paying to the Chairperson in the rate of 290,000 Baht and pay to the other 11 directors at the rate of 225,000 Baht per person, which increased from previous year 7.2%.

The Board of Directors' opinion : The board of directors has reviewed the monthly remuneration rates and meeting allowances for the company's board of directors and sub-committees as proposed by the

Nomination and Remuneration Committee. It is deemed appropriate to propose to the shareholders for approval the remuneration for the Board of directors and the meeting allowances for the sub-committees' members, including annual gratuities for the year 2024 as proposed by the Nomination and Remuneration Committee.

It should be noted that Board of Directors and sub-committee members of the company do not receive any other benefits apart from monthly remuneration, meeting allowances or annual gratuities as a detailed above.

Voting Requirements : The approval resolution requires not less than two-thirds of votes of the shareholders attended the meeting.

Agenda 7 To approve the appointment of auditor, and their remuneration for the year 2024

Objectives : In pursuant to Article 120 of Public Company Limited Act B.E.2535 stipulating that the general meeting of shareholders shall appoint the auditor and determine his/her remuneration annually, same auditor shall not be re-appointed for more than seven consecutive accounting years.

The Company and its subsidiaries had PricewaterhouseCoopers ABAS Company Limited, which has no relationship and shares no interests with the Company and its subsidiaries as well as with executives and majority shareholders or a person related to such executives and majority shareholders. Therefore, they can audit and provide opinion independently on the financial statements of the Company and being an auditor of the Company. The Audit Committee has considered according to the "Audit Committee's Report" of the annual report and deemed that the performance of the auditor from PricewaterhouseCoopers ABAS Company Limited is in line with the acceptable standards. Furthermore, PricewaterhouseCoopers ABAS Company Limited applies technology for the auditing framework and posses the knowledge in the Company and its subsidiaries' business which will result in fast, flexible and effective auditing work for the year 2024 details are as follows:

1) Name and Auditor Office Deeming appropriate to propose an appointment of one of the following auditors from PricewaterhouseCoopers ABAS Company Limited to be an auditor of the Company in 2023:

1. Mr. Paiboon Tunkoon Certified Public Accountant License No. 4298
The years of being auditor of the Company and its subsidiary: 3 year and/or
2. Ms. Sinsiri Thangsombat Certified Public Accountant License No. 7352
The years of being auditor of the Company and its subsidiary: - year and/or
3. Mr. Chanchai Chaiprasit Certified Public Accountant License No. 3760
The years of being auditor of the Company and its subsidiary: - year and/or

In the event these auditors are not able to perform their duties, PricewaterhouseCoopers ABAS Ltd. will appoint other auditors from the office to perform audit duties on their behalf.

2) The 2024 Annual Remuneration Audit Fee compared for 3 years (2024-2022) as follows:

Auditor's Remuneration	2024 (Proposal)	2023	2022
Company's Audit Fee (Baht)	3,050,000	2,950,000	2,680,000
Other Service Fees (Baht)	250,000	250,000	140,000
Total (Baht)	3,300,000	3,200,000	2,820,000

The Board of Directors' opinion : The Board of Directors deemed appropriate to propose the Meeting of Shareholders to consider and approve the appointment of the auditors, as the Audit Committee has approved, from PricewaterhouseCoopers ABAS Ltd., comprising of the certified auditors as mentioned above who have no relation and conflict of interests with the Company and its subsidiaries including the management and the major shareholders or related persons of such persons, to be the Company's auditor for the 2024 accounting period and determine their remuneration for the year 2024 for 3,050,000 Baht which increased for 100,000 Baht or 3.13 percent from previous year, excluding other reimbursement of 250,000 Baht.

The auditors of the subsidiary companies are the certified auditors from PricewaterhouseCoopers ABAS Ltd as same as the Company's auditors.

Voting Requirements : The approval resolution requires the majority of votes of the shareholders attended the meeting and cast their votes.

Agenda 8: To approve for the decrease of the Company's registered capital from registered capital at 514,928,784 Baht, to the registered capital at 514,710,383 Baht, by cancelling the remaining unsold 218,401 ordinary shares and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital.

Objectives : Currently, the Company has the registered capital in the amount of 514,928,784 Baht, divided into 514,928,784 ordinary shares, at par value of 1 Baht per share, and the registered paid-up capital in the amount of 514,710,383 Baht, divided into 514,710,383 ordinary shares, at par value of 1 Baht per share. Thus, the Company has unsold ordinary shares in the amount of 218,401 shares, which are the remaining shares from reserved for the exercise of rights to purchase ordinary shares under the warrants to purchase the Company's ordinary shares No. 2 (SNP-W2) which was expired

The Board of Directors' opinion : The board of directors deemed it appropriated to propose the shareholders' meeting to consider and approve a decrease in the Company's registered capital in the amount of 218,401 Baht by cancelling 218,401 unsold ordinary shares from the former registered capital in the amount of 514,928,784 Baht, divided into 514,928,784 ordinary shares, at par value of 1 Baht per share to registered capital in the amount of 514,710,383 Baht, divided into 514,710,383 ordinary shares, at par value of 1 Baht per share, and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital as follows:

“Clause 4	Registered Capital	514,710,383	Baht	(Five hundred fourteen million seven hundred ten thousand three hundred eighty three Baht)
	Divided to	514,710,383	shares	(Five hundred fourteen million seven hundred ten thousand three hundred eighty three shares)
	Par value	1	Baht	(One Baht)
	Divided to :			
	Ordinary shares	514,710,383	shares	(Five hundred fourteen million seven hundred ten thousand three hundred eighty three shares)
	Preferred shares	-	shares	(-shares)”

In addition, the Board of Directors authorizes the Company's executive committee or Chief Executive Officer or a person assigned by the Company's executive committee to sign requests or in any document related to the registration of amendments to the Company's Memorandum of Association, processing of amendments or changes to the application requests or contents of such documents. related to the registration of amendments to the Company's Memorandum of Association and applying for registration of amendments to the Company's Memorandum of Association with the Department of Business Development. Ministry of Commerce, including to take any action as necessary and related to such action as it deems appropriate, to comply with the law Regulations and interpretations of relevant government agencies, including to abide by the advice or orders of the registrar or officials.

Voting Requirements : The approval resolution requires a vote of not less than 3 in 4 of the total number of votes of shareholders who attend the meeting and have right to vote.

Agenda 9 To approve for the amendment to the Company's Articles of Association in accordance with the latest amendment to the Public Limited Companies.

Objectives : In accordance to the amendment to the Public Limited Companies Act B.E. 2565, regarding the calling for the board of directors meeting by directors and the period of sending notice of the board of directors' meeting and sending of letters, documents, or meeting notices, the publication, and the appointment of a proxy by electronic means.

The Board of Directors' opinion: The board of directors deemed it appropriated to propose the shareholders' meeting to consider and approve the amendment to Clause 27, 28, 35 and 46 of the Articles of Association in accordance with the amended Public Limited Companies Act, details of which are shown in the Articles of Association of the Company, as follows:

Clause	Former Articles of Association	Amended Article of Association
27	The Chairman of the Board shall call a meeting of the Board of Directors. In the event that two or more directors request to call a meeting of the board of directors, the chairman shall set the meeting date within 14 days from the date of receipt of such request.	<p>The Chairman of the Board shall call a meeting of the Board of Directors. <u>However, when there is reasonable cause or to preserve the rights or benefits of the Company, two or more directors may jointly request the Chairman of the Board of Directors to call a meeting of the Board of Directors, provided that the matters and reasons to be proposed to the meeting for consideration shall be specified. In such case, the Chairman of the Board shall call and set a meeting date within fourteen (14) days from the date of receipt of such request.</u></p> <p><u>In the event that the Chairman of the Board does not proceed with calling a meeting as requested by the Board of Directors The directors who make the request may jointly call and schedule a meeting of the committee to consider the requested matter within fourteen (14) days from the expiration of the period under the preceding paragraph.</u></p> <p><u>In the event that the Chairman of the Board is not available for any reason, the Vice Chairman of the Board shall call a meeting of the Board of Directors. In the event that the Vice Chairman is not available for any reason. Two or more directors may jointly call a meeting of the board of directors.</u></p>

Clause	Former Articles of Association	Amended Article of Association
28	<p>In calling a meeting of the Board of Directors, the chairman of the board or the person assigned shall send a meeting notice to the directors at least 7 days before the meeting date, except in cases of urgent necessity to preserve the rights or benefits of the company, the meeting can be notified by other means and the meeting date can be set earlier than that.</p>	<p>In calling a meeting of the Board of Directors, the Chairman of the Board or the designated person shall send a meeting notice to the directors at least three (3) days before the meeting date, except in cases of urgent necessity to preserve the rights or benefits of the company, the meeting appointment may be notified <u>by electronic means or by any other means</u> and the meeting date may be set earlier than that.</p>
35	<p>In calling a shareholders' meeting, the Board of Directors shall arrange to have a meeting notice specifying the location, date, time, agenda. and matters to be presented to the meeting together with reasonable details, clearly specifying that it is a matter to be presented for acknowledgement, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on such matters, and send it to shareholders and the registrar not less than 7 days before the meeting date and advertise the meeting notice in a daily Thai newspaper published and distributed in the area where the company's head office is located for 3 consecutive periods, not less than 3 days before the meeting date.</p> <p>The location to be used as a shareholders' meeting must be in the area where the head office is located or branch office or provinces close to the head office location.</p>	<p>In calling a shareholders' meeting, the Board of Directors meeting shall arrange to have a meeting notice specifying the location, date, time, agenda. and matters to be presented to the meeting together with reasonable details, clearly specifying that it is a matter to be presented for acknowledgement, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on such matters, and send to shareholders and the registrar not less than 7 days before the meeting date and advertise the meeting notice in a daily Thai newspaper published and distributed in the area where the company's head office is located for 3 consecutive periods, not less than 3 days before the meeting date. <u>Or using electronic advertising instead by proceeding according to the rules and methods specified by law.</u></p> <p>The location to be used as a shareholder meeting must be in the area where the head office is located. or branch office or provinces close to the head office location.</p>
46	<p>It is prohibited to distribute dividends from any type of money other than profits. In cases where the Company still has accumulated losses, it is prohibited from dividing dividends.</p> <p>Dividends shall be divided according to the number of shares, each share equally.</p> <p>The Board of Directors may pay interim dividends to shareholders from time to time where the Company has reasonable profits to do so. and report to the shareholders at the next meeting.</p> <p>Dividend must be paid within 1 month from the date the shareholders' meeting or the board of directors passed the resolution, as the case may be. This must be notified in writing to the shareholders and advertise the notice of dividend payment in a Thai language daily newspaper, for 3 days consecutively.</p> <p>In the event that the Company has not yet sold the full number of shares registered or the Company has registered an increase in capital, the Company shall pay dividends in whole or in part by issuing new ordinary shares to shareholders with approval from the shareholders' meeting.</p>	<p>It is prohibited to distribute dividends from any type of money other than profits. In cases where the company still has accumulated losses, it is prohibited from dividing dividends.</p> <p>Dividends shall be divided according to the number of shares, each share equally.</p> <p>The Board of Directors may pay interim dividends to shareholders from time to time where the Company has reasonable profits to do so. and report to the shareholders at the next meeting, as the case may be. This must be notified in writing to the shareholders and advertise the notice of dividend payment in a Thai language daily newspaper, for 3 days consecutively. <u>Or electronic advertising may be used instead, by proceeding according to the rules and methods specified by law.</u></p> <p>In the event that the company has not yet sold the full number of shares registered or the Company has registered an increase in capital, the Company shall pay dividends in whole or in part, by issuing new ordinary shares to shareholders with approval from the shareholders' meeting.</p>

Voting Requirements : The approval resolution requires a vote of not less than 3 in 4 of the total number of votes of shareholders who attend the meeting and have right to vote.

Agenda 10 Other Matters (If any)

This item is provided so that shareholders may ask questions and/or that the Board of Directors may give explanations on questions or queries (if any). Therefore, no other matter will be proposed for approval to the Meeting of Shareholders and no resolution will be passed on this item.

The Board of Directors has resolved to determine the names of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders and have the right to receive dividends on 12th March 2024.

A shareholder who is not able to attend the Meeting may grant proxy to another person to attend the Meeting on her/his behalf by executing the proxy form as specified and submit to the staff prior to the Meeting. A shareholder may grant proxy to Ms. Sophavadee Utamobol, the independent directors of the Company, details are as specified in Enclosure 4, to attend the meeting and vote on his/her behalf.

Any shareholder who is a foreign investor and has appointed a domestic custodian to serve as the depository of her/his shares desires to use Proxy Form C whereby the shares can be distributed to separate voting, the Proxy Form can be viewed and downloaded on the Company's website.

Details of the documents and evidence that attendees must present before joining the meeting, proxy appointment procedures, registration, and voting procedures at the shareholders' meeting are outlined in enclosure 6 and enclosure 7.

In the case that any shareholder who desires to obtain a hard copy of the 2023 Annual Registration Statement (56-1 One Report Form) together with the Statement of Financial Position and Statement of Comprehensive Income for the year 2023 and/or the 2023 Sustainability Report can fill in a form of request for information as specified in Enclosure 8, and/or any queries or questions related to the agenda can be sent to the Company in advance to Ms.Sunisa Somboon or Ms.Penpun Kasetsiri at E-mail address: secretary@snpfood.com or Fax No. 0-2785-4040 or Telephone No. 0-2785-4000 Ext. 293, 637.

We may, therefore, request the pleasure of your attending to the 2024 Annual General Meeting of Shareholders via electronics media channels on the date and at the time.

Yours faithfully,

For and on behalf of S&P Syndicate Public Company Limited



(Vitoon Sila-on)
Chief Executive Officer

President's Office

Telephone: 0-2785-4000 Ext. 293, 637

Facsimile: 0-2785-4040



(Translation)

Minutes of the Annual General Meeting 2023

S&P Syndicate Public Company Limited

Friday, 28th April 2023

Via Electronic Media

Live Broadcast from S&P Hall, Sukhumvit 26

The Meeting started at 14.00 hrs

Mr. Sorayot Sereesawettrut, Master of Ceremonies, addressed to welcome all shareholders and their proxies, and further addressed to the Meeting that the Company convened the 2023 Annual General Meeting via Electronic Media under the Royal Ordinance on Meetings via Electronic Media B.E. 2563, including laws and other related rules and regulations that the Company had notified all shareholders for prior acknowledgment with the Invitation to the Meeting to support and facilitate all shareholders for their convenience in attending the meeting from any location. Additionally, an external legal consultant was appointed to oversee the vote counting and ensure that the meeting was transparent, lawful, and compliant with the articles of association as well as corporate governance code for listed companies in 2017 of the Office of the Securities and Exchange Commission.

Before starting the meeting, the Company hereby clarified the procedures of the meeting and casting of votes, as follows:

1. All eligible meeting attendants shall identify themselves and receive user names and passwords as per the method prescribed by the Company and details given together with the Invitation to the Meeting. Meeting attendants agree to comply with the requirements of meeting attendance via Electronic Media and to register by pressing the button “Registration for Meeting Attendance”. In this process, it shall be regarded that shareholders have registered for meeting attendance, and the number of shares of shareholders shall be counted as a quorum.

2. The Meeting shall consider matters as per the meeting agenda specified in the Invitation to the Meeting, and shall present the data in each agenda and shall firstly provide opportunities for shareholders to make inquiries. Then, resolutions for such agenda shall be passed, and shall notify the results of counting of votes in such agenda to the Meeting. In case, shareholders or their proxies require to make inquiries or to express their opinions, and questions can be asked. Meeting attendants shall always notify names and surnames before asking.

Shareholders may ask questions via 2 channels, as follows:

1. In case, meeting participants requires asking in text messages, please select Menu “Ask Question” then select agenda for asking and type questions or opinions, then, press “Send Question”.

2 / 2. In case, ...

2. In case, meeting attendants intend to make inquiries via VDO Conference in Inventech Connect system, please select agenda for asking, then, Press the Button “Queue Booking for Inquiries via VDO Conference”. Please open your camera and microphone. When receiving signal to make inquiries, please notify your name and surname and status as shareholder or proxy before asking so that the Company can record in the Minutes of the Meeting correctly and completely.

The Company reserved the right to cut off the image and sound of shareholders who asked inappropriate questions, make disrespectful comments, insult others, or violate any laws, including violating the rights of others, disrupting the meeting, or causing heated arguments with other meeting participants.

In case there were many shareholders who wished to ask questions through audio and video, in order to save time during the meeting, the Company kindly requested that shareholders submitted their questions through messages. This would enable the Company to select and answer questions that are relevant and appropriate.

The Company requested cooperation in asking specific questions during the period when the Company provided an opportunity to ask questions, and the Company requested that shareholders raised questions related to the Meeting's agenda. Questions that are not relevant to any agenda would be answered in the agenda of other matters. If a large number of questions were submitted to the system, the Company reserved the right to consider and select questions as necessary.

3. After the end of data presentation in each agenda, the Company shall open an opportunity for casting of votes. All shareholders shall have one vote per one share. In case, any shareholder has special interests in any agenda, such shareholder shall not be entitled to cast votes in such agenda. A shareholder intending to cast votes shall cast votes in the Inventech Connect system. Shareholders attending the Meeting via mobile telephone device or tablets can access the voting system as per link given in Chat channel. Meanwhile, shareholders attending the meeting via computer device can press the button “Continue” on the right in Multimedia Viewer function. Then, email and passwords received from email shall be used for sign-in or identification via OTP Code in order to access the voting system and press the Button “Register”. Then, select agenda required for casting of votes. The system shall display the Button for casting of votes, totally 4 buttons, i.e., 1. Agree (green); 2. Disagree (red); 3. Abstain (orange); 4. Cancel the latest casting of votes (blue). Shareholders can press the Button for casting of votes as intended by shareholders. If select “Cancel the latest casting of votes” or “Abstain”, the Company shall consider that such shareholders agree with such agenda.

For shareholders/proxies, the system will display all names of proxies and separately voting for each user account.

4. Shareholders may change the casting of votes at any time until there is notification of closing of casting of votes in the system for vote collection. When the casting of votes has been closed and notified, shareholders may not return for casting of votes in such agenda. The Company has given time is casting of votes in the system in each agenda for 1 minute.

5. In the counting of votes, the Company shall use the method of deduction of “Disagree” and “Abstain” votes from the total votes of shareholders attending and eligible to vote; and the remaining votes shall be regarded as “Agree” votes.

6. In case, the proxies have received the Proxy Form from several shareholders, press Select at “User Icon” and press the Button “Switch Account” for use in accounts of other shareholders, shareholders shall be within the meeting agenda until completion and shall pass the resolution in each agenda before the passing of resolution shall be closed.

7. In case, shareholders have left the meeting room or logged out from the system. Before the passing of resolutions shall be closed in any agenda, the votes of shareholders shall not be counted as a quorum in such agenda and the votes shall not be counted as votes in such agenda. However, the leaving from the meeting or log-out in any agenda shall not impair rights of shareholders or proxies in returning to the meeting and casting of votes in the next agenda of the system.

8. In the counting of votes:

Agenda No.2: Presentation of reports for acknowledgment by the meeting without casting of votes.

Agendas No.1,3,4,6,7: To be based on the majority votes of shareholders attending the meeting and casting of votes.

Agenda No.5: To be approved by the votes of not less than two-third of the total number of shareholders attending the meeting.

9. For shareholders who have authorized others to attend the meeting on their behalves and have cast the votes in the letter of proxy, the Company shall record the said votes as specified by shareholders in the letter of proxy as per agendas.

The Master of Ceremonies presented the voting and questioning process in the Inventech Connect system, which was developed by Inventech Systems Thailand Company Limited, through a video presentation at the Meeting.

Today, there are 20 shareholders attending the meeting via electronic media, totally 147,415,156 shares and the attorneys-in-fact from 41 shareholders representing 279,393,127 shares attending the meeting in person and by proxies, totally 61 people, representing 426,808,283 shares equal to 83.2285% of the total 512,814,512 shares with the voting rights, constituting a quorum as per the Articles of Association.

Mrs. Patara Sila-on, Chairperson of the Board of Director, addressed to open the meeting and introduced the Board of Directors, Chairperson of the Executive Committee, Chief Executive Officer, Chief Operating Officer of (S&P Business), President – Production and Finance, Executive Committee and the Company’s Secretary, subcommittee, management team, auditor, legal advisor and rights protection volunteer, as follows:

Directors attending the meeting

- | | |
|--------------------------------|---|
| 1. Mrs. Patara Sila-on | Chairperson of the Board of Directors |
| 2. Mr. Pravesvudhi Raiva | Vice Chairperson of the Board of Directors |
| 3. Mr. Kachorndej Raiva | Director |
| 4. Mrs. Kessuda Raiva | Chairperson of the Executive Committee and Director |
| 5. Ms. Cattleya Saengsastra | Chairperson of the Audit Committee and Independent Director |
| 6. Mr. Piya Sosothikul | Chairperson of the Risk Management Committee and Independent Director |
| 7. Mr. Teeranun Srihong | Chairperson of the Remuneration and Nomination Committee and Independent Director |
| 8. Ms. Sophavadee Uttamobol | Independent Director |
| 9. Mr. Kreetakorn Siriatha | Director |
| 10. Mr. Kosin Chantikul | Director |
| 11. Mr. Vitoon Sila-on | Director and Chief Executive Officer |
| 12. Mr. Kamtorn Sila-On | Director and Chief Financial Officer |
| 13. Mrs. Patamawalai Ratanapol | The Company's Secretary |

(12 out of 12 Directors attending the meeting from 12 directors equal to 100% of total directors)

Sub-committee include:Executive Committee

- | | |
|-------------------------------|---|
| 1. Mrs. Kessuda Raiva | Chairperson of the Executive Committee |
| 2. Mr. Kachorndej Raiva | Executive Director |
| 3. Mr. Pravesvudhi Raiva | Executive Director |
| 4. Mrs. Patamawalai Ratanapol | Executive Director, Chief Executive Advisor and the Company's Secretary |
| 5. Mr. Arth Prakhunhungsit | Executive Director |
| 6. Mr. Vitoon Sila-on | Executive Director |
| 7. Mr. Kamtorn Sila-on | Executive Director |
| 8. Mrs. Yupin Garnjanawigai | Executive Committee Advisor |

Audit Committee

- | | |
|-----------------------------|------------------------------------|
| 1. Ms. Cattleya Saengsastra | Chairperson of the Audit Committee |
| 2. Ms. Sophavadee Uttamobol | Audit Director |
| 3. Mr. Piya Sosothikul | Audit Director |

Remuneration and Nomination Committee

- | | |
|-------------------------|--|
| 1. Mr. Teeranun Srihong | Chairperson of the Remuneration and Nomination Committee |
| 2. Mr. Piya Sosothikul | Remuneration and Nomination Director |
| 3. Mrs. Kessuda Raiva | Remuneration and Nomination Director |

Risk Management Committee

- | | |
|-------------------------|--|
| 1. Mr. Piya Sosothikul | Chairperson of the Risk Management Committee |
| 2. Mrs. Kessuda Raiva | Risk Management Director |
| 3. Mr. Teeranun Srihong | Risk Management Director |
| 4. Mr. Vitoon Sila-on | Risk Management Director |
| 5. Mr. Kamtorn Sila-on | Risk Management Director |

Executive Committee

- | | |
|------------------------------|--|
| 1. Mr. Vitoon Sila-on | Chief Executive Officer |
| 2. Mr. Kamtorn Sila-on | Chief Financial Officer |
| 3. Mr. Arth Prakhunhungsit | Chief Operating Officer |
| 4. Mrs. Maneesuda Sila-on | Chief Sustainability Officer |
| 5. Mr. Somjit Kititeerakul | Vice President of Bakery Manufacturing |
| 6. Mr. Chongchana Chantamas | Vice President of Food Manufacturing |
| 7. Mrs. Supawadee Hutasingh | Vice President of Human Resources |
| 8. Ms. Attaya Petrakard | Vice President of Global & Specialty |
| 9. Mr. Pipith Laohavirojana | Vice President of Real Estate and Asset Management |
| 10. Mr. Thirakorn Raiva | General Manager of Japanese restaurant business |
| 11. Mrs. Sathimon Tawantiang | Assistant Vice President of Warehouse and Logistic |

The Auditor attending the Meeting

- | | |
|---------------------|---|
| Mr. Paiboon Tunkoon | Certified Public Accountant No.4298
PricewaterhouseCoopers ABAS Ltd. |
|---------------------|---|

Legal Consultant attending the Meeting

- | | |
|---------------------------|--------------------------|
| Ms. Manunya Thitinuntawan | CMT Counsellor Co., Ltd. |
|---------------------------|--------------------------|

Rights Protection Volunteer

- | | |
|------------------------|----------------------------|
| Ms. Nitipan Wittayakul | Thai Investors Association |
|------------------------|----------------------------|

Then, the Chairperson of the Board of Directors has addressed the Message from the Chairperson of the Board of Directors with the Presentation, as follows:

In the year 2022, it can be considered a very challenging year for restaurant business operators who have had to adapt to the new digital economy, which is highly competitive with advanced technology. Consumer behavior has changed, with an increasing number of orders being placed online, while Human Resources has become more scarce, for Thai workers who are trending towards online sales instead of being just employees. This has resulted in a reduction of personnel in the organization. However, the company has made significant efforts to overcome various obstacles and maintain the continuous growth of the business. The company also places importance in taking care of all stakeholders, including employees and customers.

In order to provide customers with good service, delicious food, convenient delicacies and bakery selection expansive, and to create confidence in our service for all customers, the company has developed and changed the way the team works in both the store and support units to maximize efficiency. We provide employees with the ability to work more than just one area, using technology systems as tools for both store and support systems. Additionally, we offer training courses for interns in advance to have the necessary skills to serve customers quickly, ensuring customer satisfaction according to our policy of "Customers are our top priority."

At the same time, the company continues to be responsible for various projects continuously, such as waste and pollution reduction through waste separation and plastic reduction, which will have a sustainable impact on the environment in line with government policies. The company pledges to continue to develop the business in a continuous manner, to lead to sustainable growth, and with the determination of employees, management, and support from customers and shareholders, the company moves forward steadily, with profits that can be paid as bonuses to employees as a reward for their hard work, dedication, and commitment. Additionally, the company will distribute dividends to all shareholders.

On behalf of the board of directors, we would like to express our gratitude to our shareholders, business partners, customers, as well as all the executives and employees who have supported and entrusted the company throughout the years. As we approach our 50th year, we remain committed to maintaining and improving the quality of our products and services, ensuring they are valuable satisfactory and efficient impressive. Moreover, the management and employees of S&P will continue to work together to ensure the standard of our food and bakery service business.

The Chairperson of the Board of Directors assigned Mr. Vitoon Sila-on, Chief Executive Officer to conduct the Meeting. Mr. Vitoon Sila-on, Chief Executive Officer, has greeted all meeting participants and presented the Company profile to the shareholders via VDO Conference.

Then, the Master of Ceremonies has started the Meeting according to the following agenda:

Agenda No.1 To certify the Minutes of the 2022 Annual General Meeting of Shareholders

For this agenda, Mr. Vitoon Sila-on, Chief Executive Officer would present the data to the shareholders.

Mr. Vitoon Sila-on, Chief Executive Officer, has requested the Meeting to consider and adopt Minutes of the Annual General Meeting 2022, convened on 29th April 2022 with details thereof as per copy of the Minutes of the Meeting delivered to all shareholders together with the Invitation to the Meeting. The Board of Directors has considered Minutes of the 2022 Annual General Meeting and agreed that the recording of Minutes of the Meeting is correct and complete and therefore it deems expedient to adopt Minutes of such meeting.

The Master of Ceremonies asked shareholders whether there were further questions or opinions on the adoption of the 2022 Annual General Meeting, it appeared that there was no shareholder with further questions or opinions.

When there was no shareholder having further questions or amendments, the Master of Ceremonies requested the Meeting to pass a resolution to adopt the 2022 Annual General Meeting. In this Agenda, the resolution shall be passed by the majority votes of shareholders attending the Meeting and casting votes.

Moreover, there were 66 shareholders attending the Meeting in person or by proxies representing totally 427,050,033 shares or equal to 83.2757% of 512,814,512 issued shares.

Resolution: The Meeting has passed its unanimous resolution to adopt Minutes of the 2022 Annual General Meeting convened on 29th April 2022 with the majority votes of shareholders attending and casting their votes, as follows:

Resolutions	Votes	%
Agree	427,050,033	100
Disagree	0	0
Abstain	0	-
Voided Ballot	0	-
Total Votes	427,050,033	100

Agenda No.2 To acknowledge the report on the Company's operating results for the year 2022

For this agenda, Mr. Vitoon Sila-on, Chief Executive Officer would present the data to the shareholders.

Mr. Vitoon Sila-on, Chief Executive Officer, has addressed to the Meeting that as the Company has sent the Board of Directors' report on the Company's operating results of 2022 as per details in the Annual Registration Statement Form 2022 (Form 56-1 One Report), to all meetings, together with the Invitation to the Meeting for consideration. Therefore, Chief Executive Officer has requested the Meeting to consider and adopt the Company's operating results. In this Agenda, it was proposed for acknowledgment. Therefore, there was no passing of resolution.

Mr. Vitoon Sila-on, Chief Executive Officer, has presented the data of operation and financial data in 2022 via VDO Conference.

The Master of Ceremony asked shareholders whether there were questions or opinions or not, and it appeared that there was no shareholder with further questions or opinions.

Resolution: The Meeting has acknowledged the operating results of the Company in 2022.

Agenda No.3 To consider and approve the audited consolidated of the Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2022

For this agenda, Ms. Cattleya Saengsastra, Chairperson of the Audit Committee, has given further opinions of the Audit Committee, and Mr. Kamtorn Sila-on, Chief Financial Officer has proposed the financial highlights for the year 2022 and the particulars of the statement of financial position and statement of comprehensive income for the fiscal year ended 31 December 2022 to the Meeting.

The details are as follows: 1) Report on opinions of the Audit Committee 2) financial highlights for the year 2022 and 3) the statement of financial position and statement of comprehensive income for the fiscal year ended 31 December 2022

Ms. Cattleya Saengsastra, Chairperson of the Audit Committee, reported on opinions of the Audit Committee shall be as follows:

“The Audit Committee of S&P Syndicate Public Company Limited is appointed by the Board of Directors. It consists of 3 independent directors, all of whom are fully qualified in accordance with the Audit Committee Charter and are independent in performing their duties. The directors are qualified to perform their duties in reviewing the reliability of financial statements in accordance with the regulations of the Stock Exchange of Thailand as follows.

- | | | |
|----|---------------------------|------------------------------------|
| 1. | Ms. Cattleya Saengsastra | Chairperson of the Audit Committee |
| 2. | Miss Sophavadee Uttamobol | Audit Director |
| 3. | Mr. Piya Sosothikul | Audit Director |

Mrs. Chirley Sawangkong, Internal Audit Director who served as the secretary of the Audit Committee and report directly to the audit committee. The Audit Committees operate within the scope of duties and responsibilities according to the Audit Committee's Charter, such as reviewing the financial statements, internal control system, internal audit, supervising the operation to be complied with laws, policies, regulations and orders, assessing related party transactions and conflicts of interest transactions, promoting of good corporate governance and considering nominations and the auditor's remuneration.

In the year 2022, the Audit Committee held 5 meetings with the executives, internal auditors and auditors. Besides, the Audit Committee held meetings with the auditors without the Company's management to independently discuss and exchange views on Key Audit Matters from the audit and the preparation of the 2022 financial statements, which can be summarized as follows:

1. Review of Quarterly and Annual Financial Statements 2022

The Audit Committee has reviewed the quarterly and the annual financial statements for the year 2022, including related party transactions, potential conflicts of interest transactions with management and internal audit. The Audit Committee has also invited the Auditors to attend the meeting every time the financial statements are considered to discuss about auditor's remarks and the new auditor's report as well as to interrogate and receive explanations from Accounting and Finance Executives and Auditor until satisfaction, and to suggest adjustments for the account according to the auditor's remarks in the mutual agreement in order to obtain accurate, complete, reliable and sufficient financial statements for the disclosure of information and footnotes to financial statement, which Audit Committee has an opinion consistent with the Auditor that the such financial reports are accurate and reliable in essence according to generally accepted accounting standards.

2. Internal Audit and Internal Control System Review

The Audit Committee has reviewed the internal control system, monitored the operation to be compliance with the rules, regulations and other relevant laws and also evaluated the adequacy of the internal control system. The Internal Audit Office has considered and assessed the internal control to report the summarize to Audit Committee on a quarterly basis and proposed to the Board of Directors to improve the internal control system to be efficient, effective and sufficient in order to prevent and reduce errors and damage that may occur. In 2022, it showed that the Company had an internal control system that was appropriate and sufficient for its operations and no significant problems or deficiencies were found.

3. Review of Performance and Internal Audit Development

The Audit Committee has reviewed the audit performance according to the approved plans and supported the development of work in accordance with the established vision, which is constructive auditing to create added value in the organization in accordance with the principles of governance, including listening to opinions from agencies that have been audited to improve the quality of the audit work. In 2022, it showed that the audit results were able to achieve the set goals and the results of the audits helped to formulate various measures to make the agency work more efficiently.

4. Review of the Performance of Laws, Rules and Regulations

The Audit Committee held a meeting with the Internal Audit Office and related management departments and found that audited agencies had complied with the laws and regulations set forth in the essence area. The Audit Committee has considered changes to the laws, accounting standards and other things related to the Company in each quarter including information obtained from external auditors to study and comprehend before stipulating as a suitable practical guideline for the Company's operations that is correct and in accordance with the changing laws and regulations.

5. Review of Related Transactions or Conflict of Interest Transactions

The Audit Committee has reviewed and supervised the suitability and adequacy of related transactions and connected transactions that may cause conflicts of interest of the Company to be in accordance with the laws and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, by using the reasonable principle as a normal business practice and for the highest benefits of the Company's business operation, which are transparency, accountability and the accurate disclosure of information. In the year 2022, it showed that the agreement to make related transactions of the Company, which is a normal transaction as the past year, has not changed significantly as shown in the annual report.

6. Promotion of Good Corporate Governance

The Audit Committee has promoted the Company's operations in accordance with the principles of good corporate governance according to the regulations of the Securities and Exchange Commission and supported policies and guidelines of anti-corruption, resulting in the Company being certified continuously by the Thai Private Sector Collective Action Coalition Against Corruption. The Company has also encouraged all executives and employees to realize and comply with the policies, regulations and codes of conduct for the company's business operations to be transparent and accountable ethically. In 2022, the Company has reviewed and improve the anti-corruption policy, including having all employees of the company to take the Ethics e-Testing to get 100% passing scores to ensure that employees and executives truly understand the code of conduct and anti-corruption.

7. Consideration of the Appointment and Remuneration of the Auditors

The Audit Committee has evaluated the Auditor's performance in the past year by considering the reliability, auditor's independence, knowledge, service capability, consulting on accounting standards, auditing and certifying financial statements in a timely manner and therefore came to the resolution for the Board of Directors to approve the appointment of Price Waterhouse Company Limited as the auditor of the Company for another year, before proposing to the general meeting of shareholders for further approval.

Besides, in order to supervise the audit fairly and separate from the management, the Audit Committee has held one meeting with the auditor without the management. The auditor commented that the management was well cooperative and also consulted with the auditor about Key Audit Matters according to the new auditor's reporting standards. The results were as stated by the auditor in the report. It has provided opportunities for Internal auditors and auditors to meet and discuss at any time, and has reflected on the improvement of audits to be more modern, efficient, effective and standardized.

Mr. Kamtorn Sila-on, Chief Financial Officer has proposed the financial highlights for the year 2022 and the details of the statement of financial position and statement of comprehensive income for the fiscal year ended 31 December 2022, to the Meeting as follows:

As the Company had already sent the statement of financial position and the statement of comprehensive income for the year ended 31 December 2022 along with the Invitation to the shareholders, which had detailed the Company's performance. The Board of Directors had considered and deemed it appropriate to approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2022, which had been audited and certified by the certified public accountants according to generally accepted accounting standards.

The financial performance had been presented via video. the financial highlights for the year 2022 was as follows: The Company's total revenue was 5,712 million Baht, with revenue breakdown by sales channels as follows: 1) Domestic restaurant and bakery with revenue of 4,759 million Baht, 2) Wholesale and processed bakery products with revenue of 663 million Baht, and 3) International restaurant with revenue of 290 million Baht. The number of restaurant and bakery as of the end of 2022 was 458 branches in Thailand and 12 branches in global.

For the year 2022, the Company had revenue from sales and services of 5,712 million Baht, a cash flow from operations of 1,165 million Baht, a net profit of 460 million Baht, and proposed a dividend payment from the 2022 performance of 0.80 Baht per share.

Then, Mr. Kamtorn Sila-on, Chief Financial and Production Officer, requested the meeting to approve the statement of financial position and statement of comprehensive income. Shareholders could review the information in the presentation at the Meeting.

The Master of Ceremonies has inquired whether shareholders have any questions or opinions on the statement of financial position and statement of comprehensive income for the fiscal year ended 31 December 2022. It appeared that there was no shareholder with further questions or opinions.

Then, the Master of Ceremonies has requested the Meeting to pass its resolution to approve the statement of financial position and statement of comprehensive income for the fiscal year ended 31 December 2022. In this agenda, the resolution shall be passed by majority votes of shareholders attending and casting of votes.

Moreover, there were 69 shareholders attending the Meeting in person or by proxies representing totally 427,068,233 shares or equal to 83.2792% of 512,814,512 issued shares.

Resolution: The Meeting has passed its unanimous resolution to approve the Statement of Financial Position, the Statement of Earnings, and the Consolidated Statement of Earnings ended on 31st December 2022 with the majority votes of shareholders attending and casting of votes, as follows:

Resolutions	Votes	%
Agree	427,046,033	100
Disagree	0	0
Abstain	22,200	-
Voided Ballot	0	-
Total Votes	427,068,233	100

Agenda No.4 To consider and approve the dividend payment for the year 2022

For this agenda, Mrs. Kessuda Raiva, Chairperson of the Executive Committee would present the data to the shareholders.

Mrs. Kessuda Raiva, Chairperson of the Executive Committee, has reported to the Meeting that according to the operating results and the consolidated financial statements, the Company has the annual net profit from the year 2022 in the amount of 460,357,387 Baht, calculated to a profit of 0.90 Baht per share. The Board of Directors deemed appropriate to propose the Meeting of Shareholders to approve the appropriation of dividend at the rate of 0.80 Baht per share. Whereas, the Board of Directors' meeting, held on 11 August 2022, had resolved to pay the interim dividend payment of 0.10 Baht per share for 512,391,132 shares, totaling 51,239,113.20 Baht (Derived from the operating result as of 1 January 2022 – 30 June 2022). The interim dividend payment has been paid on 9 September 2022, remaining this dividend payment (Derived from the operating result as of 1 July 2022 – 31 December 2022) in the rate of 0.70 Baht per share for 512,814,512 shares, totaling 358,970,158.40 Baht. The dividend payout shall be paid to the shareholders whose name listed on the record date set for the eligibility to receive dividend payout on 14 March 2023 and scheduled to pay the dividend on 19 May 2023. The resolution for such dividend payment shall be in accordance with the policy of dividend payment of the Company. Therefore, it is deemed expedient to propose the matter to the Shareholders' Meeting for consideration and approval of annual dividend payment of 2022 and for acknowledgment of such interim dividend payment. Shareholders can consider the data as per the Presentation proposed to the Meeting.

The Board of Directors has considered the matter and opined that the annual dividend payment of 2022 should be approved, and the interim dividend payment should be acknowledged as per the details proposed.

The Master of Ceremonies asked shareholders whether there were further questions or opinions, it appeared that there was no shareholder with further questions or opinions.

When there was no shareholder having further questions or amendments, the Master of Ceremonies requested the Meeting to pass a resolution to approve the annual dividend payment of 2022. In this agenda, the resolution shall be passed by the majority votes of shareholders attending the Meeting and casting votes.

Moreover, there were 69 shareholders attending the Meeting in person or by proxies representing totally 427,068,233 shares or equal to 83.2792% of 512,814,512 issued shares.

Resolution: The Meeting has passed its resolution to acknowledge the interim dividend payment and has also passed its unanimous resolution to approve the annual dividend payment of 2022 at the rate of 0.80 Baht per share. Whereas, the Board of Directors' meeting, held on 11 August 2022, had resolved to pay the interim dividend payment of 0.10 Baht per share for 512,391,132 shares, totaling 51,239,113.20 Baht (Derived from the operating result as of 1 January 2022 – 30 June 2022). The interim dividend payment has been paid on 9 September 2022, remaining this dividend payment (Derived from the operating result as of 1 July 2022 – 31 December 2022) in the rate of 0.70 Baht per share for 512,814,512 shares, totaling 358,970,158.40 Baht. The dividend payout shall be paid to the shareholders whose name listed on the record date set for the eligibility to receive dividend payout on 14 March 2023 and scheduled to pay the dividend on 19 May 2023 with the majority votes of shareholders attending and eligible to vote, as follows:

Resolutions	Votes	%
Agree	427,068,233	100
Disagree	0	0
Abstain	0	-
Voided Ballot	0	-
Total Votes	427,068,233	100

Agenda No.5 To consider and approve the director's remuneration

For this agenda, Mr. Teeranun Srihong, Chairperson of the Remuneration and Nomination Committee would present the data to the shareholders.

Mr. Teeranun Srihong, Chairperson of the Remuneration and Nomination Committee, notified to the Meeting that the Remuneration and Nomination Committee has thoroughly considered and screened out for fixing of remunerations of the Board of Directors and other subcommittees of the Company for 2023 by taking account of the appropriateness to burdens of duties and responsibilities of directors in comparison with companies in the same industrial group and of similar size, including the operating results of the Company and the business growth in 2022.

The Remuneration and Nomination Committee deemed it expedient to fix regular remuneration and the meeting allowances for the Board of Directors and other subcommittees at the same rate of 2022 without any change as per details, as follows:

Regular Remuneration:

Regular Remuneration (Baht/Person/Month)	2023 (Proposed Year)			2022		
	Chairperson	Executive Director	Non-executive Director	Chairperson	Executive Director	Non-executive Director
The Board of Directors	37,500	25,000	22,500	37,500	25,000	25,000
The Audit Committee	22,500	-	15,000	22,500	-	15,000

The Meeting Allowances:

The Meeting Allowances (Baht/Person/Time)	2023 (Proposed Year)			2022		
	Chairperson (Non-executive Director)	Executive Director	Non-executive Director	Chairperson (Non-executive Director)	Executive Director	Non-executive Director
The Board of Directors	37,500	-	25,000	37,500	-	25,000
The Audit Committee	37,500	-	25,000	37,500	-	25,000
The Remuneration and Nomination Committee	22,500	-	15,000	22,500	-	15,000
The Risk Management Committee	22,500	-	15,000	22,500	-	15,000
The Executive Committee	37,500	-	25,000	37,500	-	25,000
The Non-executive Director (NED)	-	-	25,000	-	-	-

Regarding the annual remuneration, the Remuneration and Nomination Committee deemed it expedient to pay annual remuneration to the Board of Directors in the total amount of not exceeding 2,580,000 Baht; whereby, the Chairperson of the Board of Directors has received the annual remuneration at the rate of 270,000 Baht, and 11 other company directors have received the annual remuneration at the rate of 210,000 Baht. When compared to those of the previous year, the total amount of annual remuneration has increased by 460,000 Baht. All details thereof are as per the data in the Presentation proposed to the Meeting, as follows:

The Annual Remuneration:

Position	2023 (Proposed Year)	2022
Chairperson of the Board of Directors (Baht)	270,000	250,000
Company Director (Baht/person)	210,000	170,000
Total (Baht)	2,580,000	2,120,000

The Board of Directors, and other sub-committee whom are not receiving any other benefits besides the regular remuneration, meeting allowance, or the annual gratuities as proposed above, excluding the salary as the Company's employee as per the Presentation proposed to the Meeting.

The Master of Ceremonies asked shareholders whether there were further questions or opinions on the fixing of director's remuneration, it appeared that there was no shareholder with further questions or opinions.

When there was no shareholder having further questions or amendments, the Master of Ceremonies requested the Meeting to pass a resolution to approve the fixing of director's remuneration for the year 2023. In this agenda, the resolution shall be passed by not less than two-third of all votes of shareholders attending the Meeting.

Moreover, there were 69 shareholders attending the Meeting in person or by proxies representing totally 427,068,233 shares or equal to 83.2792% of 512,814,512 issued shares.

Resolution: The Meeting has passed its unanimous resolution to approve the regular remuneration and the meeting allowances for the Board of Directors and other subcommittees as per the proposed at the same rate of 2022 without any change, and has passed its resolution to approve the annual remuneration to the Chairperson of the Board of Directors at the rate of 270,000 Baht and 11 other company directors have received the annual remuneration at the rate of 210,000 Baht, totally not exceeding 2,580,000 Baht, with the votes of not less than two-third of all votes of shareholders attending the Meeting.

Resolutions	Votes	%
Agree	427,068,233	100
Disagree	0	-
Abstain	0	-
Voided Ballot	0	-
Total Votes	427,068,233	100

Agenda No.6 To consider and approve the appointment of directors replacing those retire by rotation

Mr. Teeranun Srihong, Chairperson of the Remuneration and Nomination Committee, informed to the Meeting that in this agenda. Mr. Teeranun Srihong, Mr. Prawetwut Raiwa, Ms. Sophavadee Uttamobol, and Mr. Piya Sosothikul, as directors who had interest in this agenda. Therefore, Mr. Teeranun Srihong and the other 3 directors whose retired by rotation would like to temporarily excuse themselves from the Meeting to comply with the corporate governance code.

For this agenda, Mr. Vitoon Sila-on, Chief Executive Officer would present the data to the shareholders.

Mr. Vitoon Sila-on, Chief Executive Officer has notified to the Meeting regarding the proposal of appointment of directors retiring by rotation which has passed the consideration of the Remuneration and Nomination Committee, and as per the Articles of Association in the Annual General Meeting, directors shall vacate the office equal to one-third of the total number of directors. This year, there are 4 directors retiring by rotation, namely:

1. Mr. Pravesvudhi Raiva Director
2. Ms. Sophavadee Uttamobol Independent Director
3. Mr. Piya Sosothikul Independent Director
4. Mr. Teeranun Srihong Independent Director

Whereas, the Company has announced on its website inviting all shareholders to nominate a qualified person to be elected as a director of the Company; however, it appeared that when the time limit has become due, there was no nomination of a director to the Company. Therefore, the Remuneration and Nomination Committee has considered the qualifications and appropriateness of a nominee thereof under the laws, criteria and requirements of the Office of Securities and Exchange Commission (OSEC) and the Law on Public Limited Companies, and has also considered the qualifications, knowledge, abilities and experiences which are beneficial to the Company's business operation. Therefore, the Remuneration and Nomination Committee has nominated all 4 retiring directors to reassume the office of directorship.

The Board of Directors, by disinterested director, has considered the matter and deemed it expedient to propose the same to shareholders for consideration and appointment of all such 4 directors as duly and thoroughly considered by the Remuneration and Nomination Committee. All such 4 directors are fully qualified with knowledge and abilities to reassume the office of directorship. The Board of Directors has passed its resolution to approve the appointment of Ms. Sophavadee Uttamobol, Mr. Piya Sosothikul and Mr. Teeranun Srihong as the Independent Director for another term. Even though, Ms. Sophavadee Uttamobol and Mr. Piya Sosothikul holding the position as the independent director for more than nine years. However, due to their knowledge and efficiency to advise the Company effectively, the Board of Directors considered and deemed that the proposed independent director can provide opinion independently and according to the law accordingly. The Board of Directors has considered that the nominee for independent directorship could give free opinions and in accordance with the related criteria.

Shareholders could consider the data and details relating to all such 4 directors who were nominated to replace the retiring directors by rotation and definitions of independent directors as per all details of data in the Presentation proposed to the Meeting and sent to all shareholders as per Attachment No.3 of the Invitation to the Meeting.

The Master of Ceremonies asked shareholders whether there were further questions or opinions and it appeared that there was no shareholder with further questions or opinions.

When there was no shareholder having further questions or amendments, the Master of Ceremonies requested the Meeting to pass a resolution to approve the appointment of directors replacing those directors retiring by rotation. In this agenda, there shall be the casting of votes for appointment of individual directors, and scores shall be divided individually. In this Section, the majority votes of shareholders attending the Meeting and casting votes shall be used.

Moreover, there were 69 shareholders attending the Meeting in person or by proxies representing totally 427,068,233 shares or equal to 83.2792% of 512,814,512 issued shares.

Resolution: The Meeting has passed its resolution to approve the appointment of retiring directors by rotation with the majority votes of shareholders attending and casting their votes, as follows:

1. Mr. Pravesvudhi Raiva Director

Resolutions	Votes	%
Agree	427,068,233	100
Disagree	0	-
Abstain	0	-
Voided Ballot	0	-
Total Votes	427,068,233	100

2. Ms. Sophavadee Uttamobol Independent Director

Resolutions	Votes	%
Agree	427,068,228	99.9999
Disagree	5	0.0000
Abstain	0	-
Voided Ballot	0	-
Total Votes	427,068,233	100

3. Mr. Piya Sosothikul Independent Director

Resolutions	Votes	%
Agree	427,068,228	99.9999
Disagree	5	0.0000
Abstain	0	-
Voided Ballot	0	-
Total Votes	427,068,233	100

4. Mr. Teeranun Srihong Independent Director

Resolutions	Votes	%
Agree	427,068,233	100
Disagree	0	-
Abstain	0	-
Voided Ballot	0	-
Total Votes	427,068,233	100

After the resolution of the Meeting, the Master of Ceremonies invited all 4 directors to return to the Meeting.

Agenda No.7 To consider and approve the appointment of auditor, and their remuneration for the year 2023

For this agenda, Ms. Cattleya Saengsastra, the Chairperson of the Audit Committee of would present the data to the shareholders.

Ms. Cattleya Saengsastra, the Chairperson of the Audit Committee, reported to the Meeting that, for compliance with Article 120 of Public Company Limited Act B.E.2535 stipulating that the general meeting of shareholders shall appoint the auditor and determine his/her remuneration annually, same auditor shall not be re-appointed for more than seven consecutive accounting years.

Last year, the Company and its subsidiaries had PricewaterhouseCoopers ABAS Company Limited, which has no relationship and shares no interests with the Company and its subsidiaries as well as with executives and majority shareholders or a person related to such executives and majority shareholders. Therefore, they can audit and provide opinion independently on the financial statements of the Company and being an auditor of the Company. The Audit Committee has considered according to the "Audit Committee's Report" of the annual report and deemed that the performance of the auditor from PricewaterhouseCoopers ABAS Company Limited is in line with the acceptable standards. Furthermore, PricewaterhouseCoopers ABAS Company Limited applies technology for the auditing framework and possess the knowledge in the Company and its subsidiaries' business which will result in fast, flexible and effective auditing work for the year 2023. Therefore, the Audit Committee and Board of Directors deemed appropriate to propose the Meeting of Shareholders to consider an appointment of the auditors, and fixing their remuneration for the year 2023, with the following details:

1) It was deemed expedient to appoint PricewaterhouseCoopers Co., Ltd. (PWC) as the auditor for the accounting period of 2023: Any of the following auditors as per the name list below shall be the Company's auditor for the year 2023:

1. Ms. Sinsiri Tangsombat CPA; License No.7352 and/or
2. Mr. Paiboon Tunkoon CPA; License No.4298 and/or
3. Mr. Chanchai Chairprasith CPA; License No.3760

2) **The audit fees for the year 2023 shall be fixed**, as per the following details:

The audit fees for the Company were fixed at 2,950,000 Baht, which increased from those of the previous year by 270,000 Baht, not including other service charges of 250,000 Baht.

The auditors of the subsidiary companies are the certified auditors from PricewaterhouseCoopers ABAS Ltd as same as the Company's auditors.

Audit Fees Comparison Table

Audit Fees	2023 (Proposed Year)	2022	Change (Percentage)
The Company's audit fees (Baht)	2,680,000	2,680,000	10.07
The Subsidiaries' audit fees (Baht)	1,370,000	1,500,000	- 8.67
Other service charges (Baht)	140,000	280,000*	- 10.71
Total (Baht)	4,570,000	4,460,000	2.47

Remark * This included additional service charges for Don Mueang Airport branch in the amount of 140,000 Baht.

Shareholders may consider the detailed data of the auditor and the audit fees for the year 2023 from the Presentation presented to the Meeting.

In case, such auditor was unable to perform duties, PricewaterhouseCoopers Co., Ltd. (PWC) must provide other auditor(s) of the Office to perform duties of auditing for the Company in lieu of such auditor.

The Master of Ceremonies asked shareholders whether there were further questions or opinions, it appeared that there was no shareholder with further questions or opinions.

When there was no shareholder having further questions or amendments, the Master of Ceremonies requested the Meeting to consider approving the appointment of the auditor and fixing the audit fees for the accounting period of 2023, as per details above. In this agenda, the resolution shall be passed by the majority votes of shareholders attending the Meeting and casting votes.

Moreover, there were 69 shareholders attending the Meeting in person or by proxies representing totally 427,068,233 shares or equal to 83.2792% of 512,814,512 issued shares.

Resolution: The Meeting has passed its unanimous resolution to approve the appointment of Ms. Sinsiri Tangsombat, CPA; License No.7352 and/or Mr. Paiboon Tunkoon, CPA; License No.4298 and/or Mr. Chanchai Chairprasith, CPA; License No.3760 from PricewaterhouseCoopers Co., Ltd. (PWC) as the auditor(s) for the year 2023. In case, such auditor(s) was/were unable to perform duties, PricewaterhouseCoopers Co., Ltd. (PWC) must provide other auditor(s) of the Office to perform duties of auditing for the Company in lieu of such auditor(s) and must fix the audit fees, for the year 2023 for the Company, amounted to 2,950,000 Baht, which increased from those of the previous year by 270,000 Baht and other service charges of 250,000 Baht, with the majority votes of shareholders attending the Meeting and casting votes, as follows:

Resolutions	Votes	%
Agree	427,068,233	100
Disagree	0	0
Abstain	0	-
Voided Ballot	0	-
Total Votes	427,068,233	100

Agenda No.8 Other Matters (if any)

The Master of Ceremonies reported to the Meeting that, as published on the Company's website, the Company hereby invited all shareholders to propose the meeting agenda for prior consideration by the Meeting. However, there was no shareholder proposing the meeting agenda to the Company. Therefore, there was no presentation of any other matters to the Meeting for consideration and approval thereof and there shall be no passing of resolution.

The Master of Ceremonies asked shareholders whether there were further questions or opinions or not.

Mr. Apinan Jirakomate, a shareholder, asked about the sales of Khao Chae for the year 2023 compared to 2022.

Mr. Vitoon Sila-on, Chief Executive Officer, clarified to the Meeting that Khao Chae was one of the important festival foods of the Company. This year, it had been sold since 1 March 2023. The sales of Khao Chae had increased by approximately 20% compared to the same period of 2022.

Mr. Kachen Porntaweetam, shareholder, inquired as follows: 1) What was the current trend of raw material costs for wheat flour, cheese, and meat compared to the beginning of 2023? 2) How much had sales grown from the beginning of the year to the present, compared to the same period of previous year? 3) How were the sales of Khao Chae in 2023?

Mr. Vitoon Sila-on, Chief Executive Officer, clarified to the Meeting that the question regarding the sales of the Khao Chae had already been answered. Currently, the Company's sales had grown by approximately 13% in terms of same-store sale growth compared to the same period of 2022. Then requested Mr. Kamtorn Sila-on to answer question number 1.

Then, Mr. Kamtorn Sila-on, Chief Financial and Production Officer, explained to the Meeting that the cost of wheat flour in 2023 started to ease up. However, the cost of butter, which was a major ingredient used by the Company, was still high. Moreover, the Company had to enter into long-term purchase and sale agreements of approximately 6 months. The cost of meat, including pork and chicken, had improved and was expected to continue to improve. Additionally, the Company was still implementing cost reduction measures in other areas to control costs.

Mr. Apinan Jirakomate, shareholder, inquired about the current information on the business performance, including sales and costs, for Q1/2023. The executives had already answered this question.

Mr. Ditvaranan Denphaisal, shareholder, inquired the following questions: 1) How did the current high sugar price affect the Company, and how much would it decrease the gross profit margin? 2) What percentage of the total cost was electricity, and what measures had the Company taken to mitigate the impact of the increased electricity cost? 3) How many new branches had the Company opened and closed in 2023, and how many more branches were planned for the remainder of the year? 4) Would the Company have any new products that will be the "new s-curve" this year? 5) The Company's branches in hospitals had relatively high traffic, so how many more branches did the Company expect to open in hospitals? 6) Did the Company plan to increase the payout ratio or pay special dividends due to the relatively high amount of cash on hand and the near expiration of SNP-W2 warrants, which would not be subject to adjustment of rights issues?

Mr. Vitoon Sila-on, Chief Executive Officer, explained to the meeting as follows: 1) The Company continued to maintain the same level of gross profit margin as before. 2) The Company had installed solar roofs for its current branches and focuses on maintaining and replacing electrical equipment to maximize energy efficiency, which still enabled good control over electricity costs. 3) In 2023, the Company planned to open approximately 36 new branches, consisting of Bakery Shops and Bakery Marts and intended to close around 10 branches that were not performing well. 4) The Company had tested various new products, especially in the continuous bakery product group. 5) The Company aimed to expand its branches in hospitals and planned to open approximately 2-3 new branches in the first quarter. The Company currently had around 60 branches in hospitals and also had a joint venture with Food House Catering Service Company Limited, which provided food services to hospitals. The Company aimed to continuously expand its branches in hospitals.

Mr. Kamtorn Sila-on, Chief Financial and Production Officer, explained as follows: The warrant would have terms and conditions related to the payout ratio of dividends, which would expire in mid-2023. Previously, the Company had paid dividends with the payout ratio of approximately 80 - 90% to shareholders consistently.

Mr. Ditvaranan Denphaisal, shareholder, inquired that as in 2022, the SG&A expenses increased by 16% compared to the previous year, therefore, would the SG&A expenses increase by 2 digits in 2023? And, what were the measures to control and reduce these expenses?

Mr. Kamtorn Sila-on, Chief Financial and Production Officer, explained to the Meeting that the Selling, General, and Administrative Expenses (SG&A) consisted of selling expense and administration expense. The Company had reduced its administration expense, which was not the usual trend as selling expense tended to increase with sales volume, such as rent, which was usually calculated as a percentage of sales. However, the Company had not received any rental discounts, so its selling expense would increase. Therefore, the Company would focus on increasing sales volume and controlling the expenses.

Mr. Nattanaï Tangvipatanapong, shareholder, inquired as follows: When was the estimated start of the reduction in raw material costs?

Mr. Kamtorn Sila-on, Chief Financial and Production Officer, explained to the Meeting as follows: Due to the fact that suppliers had increased product costs, the increased cost was mostly permanent, including the increase in labor costs and energy costs. For commodities, it was difficult to predict how the cost would increase or decrease. Therefore, the Company focused on controlling the costs that could be controlled. This resulted in the Company having a continuously increasing gross profit margin.

Mr. Apinan Jirakomet, shareholder, expressed his wish as follows: Please help solve the liquidity problem in stock trading, so that the stock could return to trading at a price appropriate to the quality of the business.

Mr. Kamtorn Sila-on, Chief Financial and Production Officer, explained to the Meeting as follows: The Company aimed to increase its stock trading activity. Since the Company's stock was not listed in the SET100, it may not be of great interest to the funds. However, the Company was committed to continuously improving its investor relations activities, such as organizing Opportunity Days every quarter. In addition, the Company's investor relations team regularly communicated with shareholders and analysts, and the Company would strive to promote liquidity in its stock trading in the future.

Mr. Note Chuasatapanasiri, shareholder, inquired the following question: Would there be a Big Surprise activity for the Company's 50th anniversary this year?

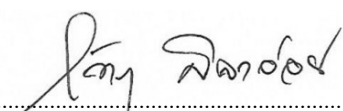
Mr. Vitoon Sila-on, Chief Executive Officer, explained to the Meeting that the Company would have activities throughout the year, including a special menu for the 50th anniversary and a cooking competition. In October, the Company would organize a 50th anniversary charity concert and an exhibition at Aksra Theatre.

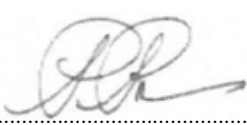
Then, the Master of Ceremonies clarified the Meeting that when there was no further questions, therefore, please be invited Mr. Vitoon Sila-on, Chief Executive Officer, to address for meeting conclusion.


Mr. Vitoon Sila-on, Chief Executive Officer, declared to close the meeting and invited Mrs. Patara Sila-on, Chairperson of the Board of Directors thanked the shareholders for attending the meeting and closed the meeting.

Moreover, there were 69 shareholders attending the Meeting in person or by proxies representing totally 427,068,233 shares or equal to 83.2792% of 512,814,512 issued shares.

The Chairman of the Meeting addressed to conclude the Meeting and to appreciate all shareholders attending the Meeting. The Meeting was concluded at 15.56 hrs.

(Signature).........., Chairperson of the Meeting
(Mrs. Patara Sila-on)

(Signature).........., the Meeting Secretary
(Mrs. Patamawalai Ratanapol)


Details of directors nominated for election to replace those retiring by rotation		
Name-Surname	Mrs.Patara Sila-On	
Age	82 years	
Type of Director Proposed for Election	Non-Executive Director	
Present Position	Chairperson	
Starting Date of Directorship	20 April 1994	
Tenure	30 years (included proposed year)	
% Shareholding	44,444,027 shares represent 8.63%	
Education / Training	<ul style="list-style-type: none"> • Honorary Degree - Business Administration in Management, Rajamangala University of Technology Isan • Doctor of Letters (Honorary) Pine Manor College, Massachusetts, USA • Business Administration, Boston University, USA 	
Working Experience and Directorship / Executive in Other Company		
Position in Other Listed Company	- None -	
Position in Non-Listed Companies/Other Organizations	<ul style="list-style-type: none"> • 2009 - Present /Director Patara International Restaurant Management (Beijing) Co., Ltd • 1994 - Present /Chairperson S&P Syndicate Public Company Limited • 1990 - Present /Chairperson S&P Global Co., Ltd. • 1987 - Present /Director SR Estate Co.,Ltd. • 1975 - Present /Director Triparada Co., Ltd. 	
Position in Other Company that compete to Company	- None -	
Attendance of Meeting in 2023	<ul style="list-style-type: none"> • Board of Directors' Meeting 4/6 times • Annual General Meeting of Shareholders 1/1 time 	
Illegal Record in Past 10 years	- None -	
Relationship with Director and Management	<ul style="list-style-type: none"> - Eldest sister of Mr.Kachorndej Raiva and Mr.Pravesvudhi Raiva - Mother of Mr.Vitoon Sila-On and Mr.Kamtorn Sila-On 	
Nominating Directors	<p>The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate that Mrs.Patara Sila-On possesses qualifications as a director as required by law as well as possesses the extensive experiences to support the Board of Directors' performance. Therefore, it is deemed appropriate to propose to the shareholders to re-elect as the director of the Company.</p>	

Details of directors nominated for election to replace those retiring by rotation	
Name-Surname	Mr.Vitoon Sila-On
Age	56 years
Type of Director Proposed for Election	Executive Director
Present Position	Director, Risk Management Committee, Executive Committee and Chief Executive Officer
Starting Date of Directorship	11 August 2010
Tenure	14 years (included proposed year)
% Shareholding	8,555,715 shares represent 1.66%
Education / Training	<ul style="list-style-type: none"> • MBA Business Administration, University of North Carolina Chapel Hill, NC, USA • BBA Hospitality and Food Administration, Boston University USA • Directors Certification Program Certificate (DCP), Thai Institute of Directors Association (IOD) • Directors Accreditation Program Certificate (DAP), Thai Institute of Directors Association (IOD) • Capital Market Academy Program Class of 23 Capital Market Academy • Thai-Chinese Leadership Studies (WorTorJor.) Class 2, Huachiew Chalermprakiet University
Working Experience and Directorship / Executive in Other Company	
Position in Other Listed Company	- None -
Position in Non-Listed Companies/Other Organizations	<ul style="list-style-type: none"> • 2017 – Present / Director S&P Training Co., Ltd. • 2014 – Present / Director S&P International Foods (Cambodia) Co.,Ltd. • 2014 – Present / Director Triparada Co., Ltd. • 2013 – Present / Director S&P Fine Dinning Co.,Ltd. • 2012 – Present / Director S&P International Food Co., Ltd. • 2009 – Present / Director Patara International Restaurant Management (Beijing) Co., Ltd. • 2008 – Present / Director Food House Catering Services Co., Ltd.
Position in Other Company that compete to Company	- None -
Attendance of Meeting in 2023	<ul style="list-style-type: none"> • Board of Director's Meeting 6/6 times • Risk Management Committee's Meeting 5/5 times • Annual General Meeting of Shareholders 1/1 time
Illegal Record in Past 10 years	- None -
Relationship with Director and Management	- First Son of Mrs. Patara Sila-On
Nominating Directors	The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate that Mr.Vitoon Sila-On possesses qualifications as a director as required by law as well as possesses the extensive experiences to support the Board of Directors' performance. Therefore, it is deemed appropriate to propose to the shareholders to re-elect as the director of the Company.



Details of directors nominated for election to replace those retiring by rotation	
Name-Surname	Mr.Kamtorn Sila-On
Age	54 years
Type of Director Proposed for Election	Executive Director
Present Position	Director / Risk Management Committee / Corporate Governance and Sustainability Committee / Executive Committee/ Chief Finance Officer and Factory
Starting Date of Directorship	23 February 2016
Tenure	8 years (included proposed year)
% Shareholding	8,222,785 shares represent 1.60%
Education / Training	<ul style="list-style-type: none"> • MBA Financial Engineering, MIT Sloan School of Management Massachusetts, USA, • MEng Chemical Engineering; Associate of the City and Guilds Institute Upper Second Class Honours, Imperial College of Science Technology and Medicine, London, England • Audit Committee Program Certificate (ACP) • Director Certification Program Certificate (DCP) Thai Institute of Directors Association (IOD) • TLCA Executive Development Program (EDP) Class 2 Thai Listed Companies Association • Top Executive Program in Commerce and Trade (TEPCoT) Commerce Academy, University of the Thai Chamber of Commerce
Working Experience and Directorship / Executive in Other Company	
Position in Other Listed Company	<ul style="list-style-type: none"> • 2011 - Present Chairman of Remuneration Committee, Independent Director, Nomination Committee / Precious Shipping Public Company Limited • 2017 – Present Chairman of Audit and Corporate Governance Committee / Precious Shipping Public Company Limited • 2020 – Present Chairman of Sustainability and Risk Committee / Precious Shipping Public Company Limited • 2011 – 2017 Audit and Corporate Governance Committee Precious Shipping Public Company Limited • 2021 – Present Independent Director / Inter Pharma Public Company Limited
Position in Non-Listed Companies/Other Organizations	<ul style="list-style-type: none"> • 2021 – Present Director / S&P SF Co.,Ltd. • 2020 – Present Director / Food House Catering Services Co., Ltd. • 2014 – Present Director / S&P International Foods (Cambodia) Co.,Ltd. • 2017 – Present Director / S&P Training Co., Ltd. • 2016 – Present Director / Shanghai Yueshi Restaurant Management • 2015 – Present Director / Chao Phraya Express Boat Co., Ltd. • 2015 – Present Director / S&P Development Holding Co., Ltd. • 2014 – Present Director / Triparada Co., Ltd.
Position in Other Company that compete to Company	- None -
Attendance of Meeting in 2023	<ul style="list-style-type: none"> • Board of Directors' Meeting 6/6 times • Risk Management Committee's Meeting 5/5 times • Corporate Governance and Sustainability's Meeting 1/1 time • Annual General Meeting of Shareholders 1/1 time
Illegal Record in Past 10 years	- None -
Relationship with Director and Management	- 2nd Son of Mrs. Patara Sila-On -
Nominating Directors	The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate that Mr.Kamtorn Sila-On possesses qualifications as a director as required by law as well as possesses the extensive experiences to support the Board of Directors' performance. Therefore, it is deemed appropriate to propose to the shareholders to re-elect as the director of the Company.



Details of directors nominated for election to replace those retiring by rotation		
Name-Surname	Mr.Thunyachate Ekvetchavit	
Age	50 years	
Type of Director Proposed for Election	Non-executive Director	
Present Position	Director	
Starting Date of Directorship	11 August 2023	
Tenure	8 months (included proposed year)	
% Shareholding	0 shares represent 0.00%	
Education / Training	<ul style="list-style-type: none"> • Master of Business Administration, MIT SLOAN SCHOOL OF MANAGEMENT, USA. • Master of Engineering, MASSACHUSETTS INSTITUTE OF TECHNOLOGY, USA. • Science in Electrical Engineering and Computer Science MASSACHUSETTS INSTITUTE OF TECHNOLOGY, USA • Director Certification Program (DCP) No.323/2022, Thai Institute of Directors Association (IOD) • Director Accreditation Program (DAP) No. 129/2016, Thai Institute of Directors Association (IOD) 	
Working Experience and Directorship / Executive in Other Company		
Position in Other Listed Company	<ul style="list-style-type: none"> • 2022 – Present Chief Operating Officer / Minor International Public Company Limited • 2019 – Present Independent Director, Audit Committee and Nomination and Remuneration Committee / PRTR Group Public Company Limited • 2015 - 2018 Chief Commercial Officer / ZEN Corporation Group Public Company Limited 	
Position in Non-Listed Companies/Other Organizations	<ul style="list-style-type: none"> • 2022 – Present Independent Director / SSP Thailand Co.,Ltd. • 2018-2022 Managing Director, Chief Operating Office / MC Thai Co.,Ltd 	
Position in Other Company that compete to Company	- None -	
Attendance of Meeting in 2023	• Board of Directors' Meeting	3/3 times
Illegal Record in Past 10 years	- None -	
Relationship with Director and Management	- None -	
หลักเกณฑ์และวิธีในการสรรหากรรมการ	The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate that Mr.Thunyachet Ekvetchavit possesses qualifications as a director as required by law as well as possesses the extensive experiences to support the Board of Directors' performance. Therefore, it is deemed appropriate to propose to the shareholders to re-elect as the director of the Company.	



(ปิดอากรแสตมป์ 20 บาท)

หนังสือมอบฉันทะ (แบบ ก.)

Proxy (Form A.)

เลขทะเบียนผู้ถือหุ้น.....
Shareholders' Registration No.

เขียนที่.....
Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/Wenationality
อยู่บ้านเลขที่.....
Address

(2) เป็นผู้ถือหุ้นของ บริษัท เอส แอนด์ พี ซินดิเคท จำกัด (มหาชน)
being a shareholder of S&P Syndicate Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share shares and have the right to vote equal to votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้)
Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy

1. ชื่อ นางสาวโสภาวดี อดตโมบล. กรรมการอิสระ.....อายุ 64 ปี อยู่บ้านเลขที่ 2034/100-103 อาคารอิตัลไทย ทาวเวอร์
Name Ms. Sophavadee Uttamobol , Independent Director, Age 64 years, residing at 2034/100-103, Ital Thai Tower
ชั้น 23 ถนน เพชรบุรีตัดใหม่ ตำบล/แขวง บางกะปิ อำเภอ/เขต ห้วยขวาง
23rd Floor Road New Petchburi Tambol/Khwaeng Bangkapi Amphur/Khet Huaykwang
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10310 หรือ
Province Bangkok Postal Code 10310 or

2. ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

3. ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 23 เมษายน 2567 เวลา 11.00 น. ด้วยวิธีการผ่านสื่ออิเล็กทรอนิกส์เท่านั้น โดยถ่ายทอดจากห้องประชุม S&P Hall สุขุมวิท 26 เลขที่ 1/2 ซอย อรรถกโรวี ถนนสุขุมวิท 26 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the 2024 Annual General Meeting of Shareholder to be held on 23 April 2024, 11.00 a.m., via electronic media only, broadcasted from the S&P Hall, Sukhumvit 26, No. 1/2 Soi Athakravi, Sukhumvit 26 Road, Klongton, Klongtoey, Bangkok Thailand 10110, or on any data and at any postponement thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ / Signed ผู้มอบฉันทะ / Proxy Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(นางสาวโสภาวดี อุตตโมบล / Ms.Sophavadee Uttamobol)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(.....)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A Shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. วาระแต่งตั้งกรรมการสามารถแต่งตั้งกรรมการทั้งชุดหรือแต่งตั้งกรรมการเป็นรายบุคคล
In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.



(ปิดอาคารแสดมปี 20 บาท)

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น.....
Shareholders' Registration No.
เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....
I/We nationality
อยู่บ้านเลขที่.....
Address

(2) เป็นผู้ถือหุ้นของ บริษัท เอส แอนด์ พี ซินดิเคท จำกัด (มหาชน)
being a shareholder of S&P Syndicate Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:
 หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share shares and have the right to vote equal to votes
 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้)
Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy

- 1. ชื่อ นางสาวโสภาวดี อุตตโมบล...กรรมการอิสระ...อายุ 64 ปี อยู่บ้านเลขที่ 2034/100-103 อาคารอิตัลไทย ทาวเวอร์
Name Ms. Sophavadee Uttamobol , Independent Director, Age 64 years, residing at 2034/100-103, Ital Thai Tower
ชั้น 23 ถนน เพชรบุรีตัดใหม่ ตำบล/แขวง นางอะปี อำเภอ/เขต ห้วยขวาง
23rd Floor Road New Petchburi Tambol/Khwaeng Bangkapi Amphur/Khet Huaykwang
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10310 หรือ
Province Bangkok Postal Code 10310 or
 2. ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or
 3. ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567
ในวันที่ 23 เมษายน 2567 เวลา 11.00 น. ด้วยวิธีการผ่านสื่ออิเล็กทรอนิกส์เท่านั้น โดยถ่ายทอดจากห้องประชุม S&P Hall สุขุมวิท 26 เลขที่ 1/2 ซอย
อรชรกระวี ถนนสุขุมวิท 26 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the 2024 Annual General Meeting of
Shareholder to be held on 23 April 2024, 11.00 a.m., via electronic media only, broadcasted from the S&P Hall, Sukhumvit 26,
No. 1/2 Soi Athakravi, Sukhumvit 26 Road, Klongton, Klongtoey, Bangkok Thailand 10110, or on any data and at any
postponement thereof.

- (4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้.-
I/we authorize the proxy holder to attend the meeting and vote as follows:

วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566

Agenda 1 To approve the Minutes of the 2023 Annual General Meeting of Shareholders

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2566

Agenda 2 To acknowledge the report on the Company's operating results for the year 2023

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน
As this item is for information to shareholders, there will be no voting.

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จสิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 3 To approve the Statement of Financial Position and Statement of Comprehensive Income ending 31st December 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2566

Agenda 4 To approve the dividend payment for the year 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda 5 To approve the appointment of directors to replace those retired by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:

การแต่งตั้งกรรมการที่ครบกำหนดต้องออกจากตำแหน่งตามวาระกลับเข้ารับตำแหน่งเป็นรายบุคคล

Approve the appointment of certain directors as follows:

- (1) นางภัทรา ศิลาอ่อน
Ms. Patara Sila-On
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (2) นายวิฑูร ศิลาอ่อน
Mr. Vitoon Sila-On
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (3) นายกำธร ศิลาอ่อน
Mr. Kamtorn Sila-On
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (4) นายฉันทย์เชษฐ์ เอกเวชวิท
Mr. Thunyachet Ekvetchavit
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2567

Agenda 6 To approve the director's remuneration for year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
 - (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) The proxy holder shall vote in accordance with my wish as follows:
 - เห็นด้วย / Approve
 - ไม่เห็นด้วย / Disapprove
 - งดออกเสียง / Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและกำหนดค่าตอบแทนประจำปี 2567

Agenda 7 To approve the appointment of the Company's auditors, and determination their remuneration for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
 - (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) The proxy holder shall vote in accordance with my wish as follows:
 - เห็นด้วย / Approve
 - ไม่เห็นด้วย / Disapprove
 - งดออกเสียง / Abstain

วาระที่ 8 พิจารณานุมัติลดทุนจดทะเบียนจากทุนจดทะเบียนเดิม 514,928,784 บาท เป็นทุนจดทะเบียน 514,710,383 บาท โดยการตัดหุ้นจดทะเบียนที่ยังมิได้นำออกจำหน่ายจำนวน 218,401 หุ้น และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4 ของบริษัทเพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 8 To approve for the decrease of the Company registered capital from the former registered capital at 514,928,784 Baht, to the registered capital at 514,710,383 Baht, by cancelling the remaining unsold 218,401 shares and approve the amendment of Clause 4 of the Company Memorandum of Association to reflect the reduction of the Company registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
 - (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) The proxy holder shall vote in accordance with my wish as follows:
 - เห็นด้วย / Approve
 - ไม่เห็นด้วย / Disapprove
 - งดออกเสียง / Abstain

วาระที่ 9 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทเพื่อให้สอดคล้องกับพระราชบัญญัติบริษัทมหาชนจำกัด

Agenda 9 To approve the amendment to the Company Articles of Association in accordance with the latest amendment to the Public Limited Companies Act

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
 - (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) The proxy holder shall vote in accordance with my wish as follows:
 - เห็นด้วย / Approve
 - ไม่เห็นด้วย / Disapprove
 - งดออกเสียง / Abstain

วาระที่ 10 เรื่องอื่นๆ (ถ้ามี)

Agenda 10 Other Matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
 - (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) The proxy holder shall vote in accordance with my wish as follows:
 - เห็นด้วย / Approve
 - ไม่เห็นด้วย / Disapprove
 - งดออกเสียง / Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting for the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting consider or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ / Signed ผู้มอบฉันทะ / Proxy Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(นางสาวโสภาวดี อุตตโมบล / Ms. Sophavadee Uttamobol)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(.....)

หมายเหตุ

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้น ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A Shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
- วาระแต่งตั้งกรรมการสามารถแต่งตั้งกรรมการทั้งชุดหรือแต่งตั้งกรรมการเป็นรายบุคคล
In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)

Attachment to the Proxy (Form B.)

การมอบฉันทะในฐานะผู้ถือหุ้นของบริษัท เอส แอนด์ พี ซินดิเคท จำกัด (มหาชน)

Transferal of rights in the capacity as shareholder in S&P Syndicate Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 23 เมษายน 2567 เวลา 11.00 น. ด้วยวิธีการผ่านสื่ออิเล็กทรอนิกส์เท่านั้น โดยถ่ายทอดจากห้องประชุม S&P Hall สุขุมวิท 26 เลขที่ 1/2 ซอยอรชรกระวี ถนนสุขุมวิท 26 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

At the 2024 Annual General Meeting of Shareholder to be held on 23 April 2024, 11.00 a.m., via electronic media only, broadcasted from the S&P Hall, Sukhumvit 26, No. 1/2 Soi Athakravi, Sukhumvit 26 Road, Klongton, Klongtoey, Bangkok Thailand 10110, or on any data and at any postponement thereof.

วาระที่ เรื่อง

Agenda Ref.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ เรื่อง

Agenda Ref.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ เรื่อง

Agenda Ref.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ เรื่อง พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดต้องออกตามวาระ (ต่อ)

Agenda To consider and approve the appointment of directors replacing those retire by rotation (to attach)

ชื่อกรรมการ

Namely

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ

Namely

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ

Namely

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ

Namely

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

Definition of Independent Directors

S&P has established criteria for independent directors in accordance with the standards of the Securities and Exchange Commission and the Stock Exchange of Thailand, as follows:

1) Holding shares not exceeding 1% of the total voting shares of S&P, subsidiaries, affiliates, and related companies. This includes shares held by related parties of such independent director.

2) Not being or having been directors involved in management, employees, regular salaried consultants, or controlling persons of S&P, subsidiaries, affiliates, and related companies, unless they have been exempted from such position for at least 2 years.

3) Not being a person who is related by blood or registered according to the law of another director, executive, major shareholder, controlling person, or a person proposed to be a director, executive, or controlling person of S&P or the subsidiaries.

4) Not having or having had a business relationship with S&P, subsidiaries, affiliates, or related companies in a manner possibly interfering with their independent judgment, including not being or having been a shareholder with an interest or a controlling person of individuals with a business relationship with S&P, subsidiaries, affiliates, or related companies, unless exempted for at least 2 years.

5) Not being or having been an auditor of S&P, subsidiaries, affiliates, or related companies, and not being a shareholder with an interest or a controlling person of the office of the auditor, which has auditors of S&P, subsidiaries, affiliates, or related companies, unless exempted for at least 2 years.


6) Not being or having been a professional service provider, including providing legal or financial consulting services, which received fees exceeding 2 million baht per year from S&P, subsidiaries, affiliates, or related companies, and not being a shareholder with an interest or a controlling person of such professional service provider, unless exempted for at least 2 years.

7) Not being a director appointed to represent the directors of S&P, major shareholders, or shareholders who are related to major shareholders.

8) Not engaging in similar business activities and competing directly with S&P or the subsidiaries, not being a shareholder with an interest in a partnership, or being directors involved in management, employees, regular salaried consultants, or holding shares exceeding 1% of the total voting shares of another company engaged in similar business activities and competing directly with S&P or the subsidiaries.

9) Having no other characteristics that would prevent providing independent opinions on S&P's operations.

Furthermore, the Board has the policy allowing independent directors to serve consecutively for up to 9 years from the date of their initial appointment as independent directors. Upon completion of this term, the board may propose the reappointment of such independent directors for consideration and election at the next ordinary shareholders' meeting. The board must consider the independence in carrying out duties, performance, as well as reasons and necessity for reappointment.

Profile of Independent Directors to Present as Proxy		
Name-Surname	Ms.Sophavadee Uttamobol	
Age	64 years	
Address	2034/100-103 Italthai Tower 23 floor New Petchburi Rd., Bangkapi, Huaykwang, Bangkok 10310	
Present Position	Independent Director, Lead Independent Director and Corporate Governance and Sustainability Committee	
Education / Training	<ul style="list-style-type: none"> • MBA Business Administration, Chulalongkorn University • BBA Bachelor of Law, Thammasat University • Director Accreditation Program Certificate (DAP), Thai Institute of Directors Association (IOD) • Audit Committee Program Certificate (ACP), Thai Institute of Directors Association (IOD) 	
Working Experience and Directorship / Executive in Other Company		
Position in Other Listed Company	<ul style="list-style-type: none"> • 2001 - Present Independent Director, Audit Committee Director / Bumrungrad Hospital Public Company Limited 	
Position in Non-Listed Companies/Other Organizations	<ul style="list-style-type: none"> • 2017 – Present Limited Partnership / Kao Pin Petch Limited Partnership 	
Position in Other Company that compete to Company	- None -	
Attendance of Meeting in 2023	<ul style="list-style-type: none"> • Board of Directors' Meeting 6/6 times • Audit Committee's Meeting 6/6 times • Annual General Meeting of Shareholders 1/1 time 	
Illegal Record in Past 10 years	- None -	
Relationship with Director and Management	- None -	
Conflict of Interest in this Meeting	Agenda 6: To approve the director's remuneration for Year 2024	
Conflict of Special Interest in this Meeting	- None -	
Having the following interests in the Company, Parent company, Subsidiaries, Affiliates or any legal entities that have conflicts, at present		
1. Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee	- None -	
2. Being a professional service provider (i.e., auditor, lawyer)	- None -	
3. Having the significant business relations that may affect the ability to perform independently	- None -	

(Translation)

**ARTICLES OF ASSOCIATION
OF
S&P SYNDICATE PUBLIC COMPANY LIMITED
(Relating to Meetings of Shareholders)**

**CHAPTER V
MEETINGS OF SHAREHOLDERS**

Article 34 The Board of Directors must cause an annual ordinary meeting of shareholders to be held within 4 months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit.

One or several shareholders representing not less than 10% of the total issued shares may subscribe their names in writing and request the Board of Directors to summons an extraordinary meeting of shareholders at any time and clearly specified therein with a reason of request for summoning of such meeting. In such case, the Board of Directors shall convene a meeting of shareholders within 45 days as from the date of receiving a letter from shareholders.

In case, the Board of Directors failed to convene a meeting within the time limit under Paragraph 3, all subscribing shareholders or other shareholders representing the number of shares as prescribed may summons a meeting within 45 days as from the expiry date of the time limit under Paragraph 3. In such case, such meeting shall be regarded the shareholder's meeting summoned by the Board of Directors; and the Company shall be responsible for necessary expenses incurred from the organization of such meeting and shall provide convenience as may be reasonable.

In case, it appeared that at any shareholder's meeting as summoned by shareholders under Paragraph 4, the number of shareholders attending the meeting could not constitute a quorum as prescribed in the Articles of Association, Clause 36, shareholders under Paragraph 4 shall jointly reimburse expenses incurred from the organization of such meeting to the Company.

Article 35 The Board of Directors shall prepare a notice of the summoning of a meeting of shareholders, specifying the place, the day and the hour, the agenda, and the matters to be proposed to the meeting, together with such details as may be reasonable, and indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the Board of Directors' opinion about the said matter, and the notice shall be sent to the shareholders and the Registrar for acknowledgement not less than 7 days before the date fixed for the meeting and published for 3 consecutive days not less than 3 days before the date fixed for the meeting in a Thai daily newspaper published and distributed at the locality where the principal office of the Company is situated.

The place to be used as the venue of the meeting of shareholders must be located in the locality where the principal office or a branch office is situated, or in a province near the principal office location.

Article 36. Not less than 25 shareholders and proxies (if any) representing not less than one-third in aggregate of the outstanding shares or shareholders and proxies (if any) constituting not less than one-half of the shareholders and representing not less than one-third in aggregate of the outstanding shares shall be present at a meeting of shareholders in order to constitute a quorum.

In the event that, within 1 hour from the time appointed for any meeting of shareholders, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. However, if such meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and a letter of the summoning of the meeting shall be sent to the shareholders not less than 7 days before the date fixed for the meeting. At such meeting, no quorum shall be necessary.

Article 37 A shareholder may grant proxy to another person to be present at a meeting of shareholders and vote on his/her behalf. The proxy shall be dated and signed by the grantor and shall be in accordance with the form determined by the Registrar.

The proxy shall be deposited with the chairman or a person designated by him before the proxy holder attends the meeting.

Article 38 The chairman of the Board of Directors shall preside at a meeting of shareholders. In the event the chairman is not present at the meeting or is not able to perform his/her duty, the vice-chairman, if any, shall preside at the meeting. If there is no such vice-chairman or if there is a vice-chairman but he/she is not able to perform his/her duty, the shareholders present shall elect one of their members to be chairman of the meeting.

Article 39 One share shall be for one vote, and a resolution of a meeting of shareholders shall comprise the following votes:

(1) In an ordinary event, the majority votes of the shareholders present and entitled to vote shall be required. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote;

(2) In the following events, not less than three-fourths of the votes of the shareholders present and entitled to vote shall be required:

- (A) A sale or transfer of all or a significant part of the Company's business to other persons;
- (B) Acquisition or taking of a transfer of the business of another company or a private company in favor of the Company;
- (C) Execution, amendment or termination of an agreement concerning lease of all or a significant part of the Company's business;
- (D) Assignment of the management of the Company's business to other persons;
- (E) Amalgamation with other persons for the purpose of sharing profits and losses;
- (F) Amendment of the Memorandum or Articles of Association;
- (G) Increase or reduction of the Company's capital or issue of debentures;
- (H) Merger or dissolution of the Company.

Article 40 A shareholder who is specially interested in any given matter has no right to vote on such matter, except on the election of a director.

The provision of this Article shall also apply to the case where a proxy has been appointed to be present at the meeting.

Article 41 The following business should be transacted at an annual ordinary meeting:

- (1) Consideration of the Board of Directors' report submitted to the meeting and showing the operation results of the Company in the previous year;
 - (2) Consideration and approval of the balance sheet and profit and loss statement;
 - (3) Appropriation of profits;
 - (4) Election of the directors to replace those retiring by rotation;
 - (5) Appointment of the auditor and fixation of the annual audit fee;
 - (6) Other business (if any)
-

Documents and Evidence that Must Be Produced Prior to Attendance at the Meeting Procedures for Granting Proxy, Registration and Voting at the Meeting of Shareholders

All shareholders and proxies shall consider the notice for the meeting together with the registration form bearing a bar code, a letter of proxy, and evidence with the following details, to register their attendance at the 2024 Annual General Meeting of Shareholders via only electronics media channels and shall submit a request in advance (E-Request) which in the guidelines for attending the Meeting by Inventech Connect System (Enclosure 7) of S&P Syndicate Public Company Limited.

1. Documents that Must Be Produced before Attendance at the Meeting

In the event of an individual

1. In the event the shareholder is present in person:

The identification card or a document issued by a government unit, which has not yet expired, such as, a public servant's ID card, a driving license or a passport, shall be produced. And in the event of a change of first name and/or family name, evidence thereof shall also be submitted.

2. In the event proxy is granted for attendance at the meeting:

- 2.1 A letter of proxy in the form enclosed with the notice for the meeting (Form A or B), which form has been filled in correctly and completely and signed by the grantor and the proxy holder and fully affixed with revenue stamps;
- 2.2 A copy of the shareholder's document issued by a government unit under 1, which copy is certified true and correct by the shareholder's signature;
- 2.3 A copy of the proxy holder's document issued by a government unit, same as in 1, which copy is certified true and correct by his/her signature

In the event of a juristic person

1. In the event a representative (director) of the shareholder is present in person:

- 1.1 The juristic person's representative's document issued by a government unit, same as in 1, must be produced, in the event of an individual;
- 1.2 A copy of the shareholder's certificate of registration of a juristic person, which copy is certified true and correct by the signature of the juristic person's representative (director) and affixed with the seal (if any), with a statement indicating that the juristic person's representative present at the meeting is authorized to act on behalf of the juristic person who is the shareholder.

2. In the event proxy is granted by the shareholder for attendance at the meeting:

- 2.1 A letter of proxy in the form enclosed with the notice for the meeting (Form A or B), which form has been filled in correctly and completely and signed by the person (director) authorized to act on behalf of the juristic person and affixed with the seal (if any) as registered in his/her capacity as grantor, and signed by the proxy holder and fully affixed with revenue stamps;
- 2.2 A copy of the shareholder's certificate of registration of a juristic person, which copy is certified true and correct by the signature of the person (director) authorized to act on behalf of the juristic person and affixed with the seal (if any) as registered, with a statement indicating that the juristic person's representative signing the letter of proxy is authorized to act on behalf of the juristic person who is the shareholder;
- 2.3 A copy of a document issued by a government unit to the juristic person's representative (director) who is the grantor under 1, in the event of an individual, which copy is certified true and correct by his/her signature;
- 2.4 A copy of a document issued by a government unit to the proxy holder, same as in the case of an individual under 1, which copy is certified true and correct by his/her signature

3. In the event of proxy granted by a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares:

- 3.1 Documents and evidence from the custodian

- a. A letter of proxy (Form A or B enclosed with the notice for the meeting, or Form C which can be downloaded from the Company's website) which has been filled in correctly and completely and signed by such person authorized to act on behalf of the custodian as registered, in his/her capacity as grantor, and signed by the proxy holder and fully affixed with revenue stamps;
 - b. A letter confirming that the person signing the letter of proxy is authorized to carry on the business of a custodian, which letter has been signed by the person authorized to act on behalf of the custodian and affixed with the seal (if any) as registered;
 - c. A copy of the custodian's certificate of registration of a juristic person, which copy is certified true and correct by the signature of the person authorized to act on behalf of the custodian and affixed with the seal (if any) as registered, with a statement indicating that the custodian's representative signing the letter of proxy in his/her capacity as grantor is authorized to act on behalf of the custodian;
 - d. A copy of a document issued by a government unit to the person authorized to act on behalf of the custodian, who is the grantor under 1 in the case of an individual, which copy is certified true and correct by his/her signature
- 3.2 Documents and evidence from the shareholder
- a. A power of attorney from the shareholder, whereby the custodian shall sign the letter of proxy on its behalf;
 - b. A copy of the shareholder's certificate of registration of a juristic person, which copy is certified true and correct by the signature of the person (director) authorized to act on behalf of the juristic person and affixed with the seal (if any) as registered, with a statement indicating that the juristic person's representative signing the letter of proxy is authorized to act on behalf of the juristic person who is the shareholder;
 - c. A copy of a document issued by a government unit to the juristic person's representative (director) who is the grantor under 1, in the event of an individual, which copy is certified true and correct by his/her signature;
- 3.3 Document or evidence issued by a government unit to the proxy holder, same as in the case of an individual under 1, and certified true and correct by his/her signature. For a document prepared in other languages than Thai, a Thai translation thereof must be prepared and enclosed and the shareholder or the representative of the relevant juristic person shall sign his/her name to certify the correctness of the translation.
4. In the event of a shareholder who is not a Thai national or is a juristic person organized under a foreign law (apart from the case of proxy granted to a custodian under 3)
- The same documents as those in 1 or 2, as the case may be, shall be prepared and produced; provided for a document prepared in other languages than Thai, a Thai translation thereof must be prepared and enclosed and the shareholder or the representative of the relevant juristic person shall sign his/her name to certify the correctness of the translation.

2. Procedure for Granting Proxy

The Company has prepared letters of proxy in 3 forms determined by the Ministry of Commerce as follows:

- Form A: the general form of proxy, which is simple and not complicated and is enclosed with the Invitation to the Meeting;
- Form B: the form of proxy specifying detailed, clear and fixed items for which proxy is to be granted, which form is enclosed with the Invitation to the Meeting;
- Form C: the form used only in the event of a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depository and caretaker of his/her shares, which form can be viewed and downloaded on www.snpfood.com. A shareholder who is not able to be present in person at the meeting of shareholders of the Company can grant proxy by taking steps as follows:

- (1) Other shareholders than a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares shall select only Form A or Form B, whereas the shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares may select Form A, Form B or Form C; provided, however, that every shareholder must use only one of the forms of proxy.
- (2) Proxy shall be granted to any person as intended by the shareholder, or the shareholder may elect to grant proxy to an independent director (as set out in the attachment). To this, the name and details of the person to whom the shareholder wishes to grant proxy shall be specified and the shareholder's name shall be subscribed onto the space for the grantor.
- (3) A 20-Baht revenue stamp shall be affixed and crossed out and the date of the execution of the letter of proxy shall be entered so that it is correct and legally binding.
- (4) The letter of proxy shall be put into an envelope and returned to the Office of the Company Secretary by 22 April 2024, to submit the request in advance for attending the Meeting by Inventech Connect System, and the attendee may register at least one hour in advance of the starting time of the meeting in order that the Company's staff may have time to examine the document by the starting time of the meeting.

Notwithstanding, the shareholder must grant proxy equal to the number of shares held by him/her to only one proxy holder and cannot distribute his/her shares to separate voting; except in the case where a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares grants proxy to a proxy holder to be present at the meeting, his/her shares can be distributed to separate voting.

3. Voting at the Meeting of Shareholders

1. Criteria for Voting

- (1) Votes on each agenda item are cast by using ballots. One share shall be counted as one vote. A shareholder or proxy holder must cast only one kind of vote, that is, to agree, disagree or abstain from voting, and cannot divide his/her votes, except for a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares, for whom the letter of proxy in Form C is used.
- (2) Declaring intention in an abstaining from voting box on any agenda item shall be deemed that a shareholder has intention to abstain from voting on such agenda item.
- (3) If the grantor has not specified his/her voting intention in the letter of proxy or has specified in unclearly, the proxy holder has the right to consider the point and vote on his/her behalf.

2. Practice for Voting on Each Agenda Item.

The Department of Meeting Arrangement will give explanations on details of the voting method to the meeting, with the following guidelines:

- (1) The meeting agenda are considered in order of item, and every item will be proposed for acceptance or approval or for any purpose to the shareholders so that they pass a resolution on it except Agenda Item 2 will be proposed for acknowledgment without casting vote. And for convenience of passing of a resolution on each agenda item, the Chair will, after the presentation of details to the meeting, use the method of asking whether any shareholders will disagree or abstain from voting. If no shareholders declare their intention to disagree or abstain from voting, the meeting will be deemed to unanimously resolve to agree to the matter proposed. No ballot will be used.
- (2) If a shareholder desires to pass a resolution disagreeing to or abstaining from voting on any agenda item, the shareholder is requested to raise his/her hand. The Chair will cause to be used ballots with bar codes, which will be received by the shareholders before they enter the Conference Room.
- (3) Shareholders and proxy holders using Proxy Form A must put a mark on only any of the "agree", "disagree" and "abstain from voting" boxes.
- (4) Proxy holders using Proxy Forms B and C must cast such votes as specified by the shareholders, and the Company will count only those votes.

- (5) For only Agenda Item 6 regarding the election of the directors, the Company requires that a resolution be passed only by using ballots, in which the shareholders can elect to vote by ticking either the box regarding the election of the whole group of directors or the box regarding the election of individual directors.
3. A resolution of the meeting of shareholders must comprise the following votes:
 - In an ordinary case, a majority of the votes shall be deemed to constitute the meeting's resolution;
 - In other cases which the laws or the Articles of Association stipulate that they differ from the ordinary case, the meeting's resolution will be as prescribed by those laws or Articles of Association. In this regard, the Chair will so inform the shareholders at the meeting before they vote on each of those agenda items.
- (1) In the case of an equality of votes, the Chair shall be entitled to a second or casting vote.
 - (2) A shareholder or proxy holder who is specially interested in any given matter shall not vote on such matter and the Chair may invite him/her to leave the meeting temporarily, except for votes on the election of a director the shareholder can nominate himself/herself without being deemed to be interested in that matter.
4. Counting of Votes and Notification of its Result Votes will be counted immediately and the Chair will inform the meeting of the result of the counting of the votes on every agenda item.

Terms and Conditions for Meeting Attendance via Inventech Connect

To attend the Annual General Meeting of Shareholders 2024 of S&P Syndicate Public Company Limited via Inventech Connect, please thoroughly study and fully observe the terms and conditions stated below.

1. Filing of request for meeting registration and attendance via Inventech Connect

1.1 Shareholders/proxies intending to attend the meeting are required to file a request to attend the meeting via Inventech Connect. In doing so, all required personal data and relevant documents as indicated in the notice of the general meeting of shareholders of the Company must be duly and completely provided in support of the identity verification of shareholders/proxies.

The Company reserves the right to accept requests for meeting attendance via Inventech Connect from shareholders who are, as of the record date announced by the Company, eligible to attend the Annual General Meeting of Shareholders 2023.

1.2 In filing the request stated in 1.1 above, shareholders/proxies hereby affirm that all information provided is complete and correct, and acknowledge that the Company reserves the right to proceed with relevant verification. Should findings from such verification give grounds for doubts about the validity of relevant information or documents, the Company may at its discretion proceed with any actions, which include but are not limited to the rejection of their requests and the suspension of their meeting attendance rights, to ensure compliance of the meeting with applicable laws and the Company's rules and regulations.

1.3 Shareholders may file a meeting attendance request from 12 April 2024 during 8.30 hrs. – 17.00 hrs. (only on business days) until the adjournment of the meeting.

2. Meeting attendance and voting via Inventech Connect

2.1 After the meeting attendance request filed each shareholder/proxy has been approved, a username and a password will be sent to the e-mail address specified by the shareholder/proxy during the request filing stated in 1.1 above. Kindly note that such username and password are considered personal data of shareholders/proxies. Therefore, shareholders/proxies shall be accountable for the confidentiality of such information and shall disclose the username and password provided by the Company to any other parties.

2.2 The rights to attend and vote at the meeting are personal rights of shareholders/proxies. As each username can log into Inventech Connect only from one device at a time, shareholder/proxies shall keep the username and password only for their own and sole use without allowing other parties to use their username and password. The Company shall not be responsible for any damage arising from or in consequence of non-compliance of shareholders/proxies with these terms and conditions.

2.3 With regard to voting via Inventech Connect, shareholders/proxies may opt for advance voting on all agenda items or for live voting. However, shareholders/proxies must remain logged in throughout the session of such agenda item(s) and are required to cast their votes on each agenda item prior to its close of voting. Shareholders/proxies who leave the meeting (log-out) prior to the close of voting of any agenda item will not be counted toward the quorum for such agenda item and their votes will be annulled for such agenda item. Nonetheless, log-out during any agenda items does not bar the rights of shareholders/proxies to re-login or vote on remaining agenda items.

2.4 To make inquiries or express opinions, shareholders/proxies may press the microphone button on the screen and then type their name, surname, status (proxy/shareholder), followed by their questions and/or opinions. The questions and/or opinions raised by shareholders/proxies must be related to items on the meeting agenda. Suggestions and questions that are irrelevant to any items on the meeting agenda may be presented during the open session at the end of the meeting. The Company reserves the right to provide answers and clarifications in response to matters that are relevant to the items on the meeting agenda only.

2.5 In the event that audiovisual communication is used as a means for shareholders/proxies to raise their questions and/or opinions, shareholders/proxies give consent that the Company may create, use and distribute video and audio records of shareholders/proxies for the benefit of the electronic meeting and relevant documentation. For the effectiveness of the meeting facilitation and time management, each shareholder/proxy should finish their questions and/or opinions within

five minutes and the Company reserves the right to limit the number of shareholders/proxies presenting their questions and/or opinions to the meeting via the audiovisual communication as deemed appropriate. In addition, the Company reserves the right to terminate any inquiries and/or opinions that are considered profanity, intimidation, harassment, obscenity, or violation of laws or rights of others.

- 2.6 If there are any shareholders/proxies who cause disturbance to the meeting or nuisance to other meeting participants during the meeting, the Company reserves the right to revoke the meeting attendance rights of such shareholders/proxies and to immediately remove them from the system without prior notice.

3. Personal data

- 3.1 The Company will collect, use and process personal data of shareholders and proxies in support of rights and identity verification, meeting attendance, voting, and meeting minutes preparation. The Company will also collect, use, distribute and create video and audio records of shareholders and proxies for the benefit of the meeting. Shareholders and proxies may further study the Privacy Policy Notice on the Company's website <https://www.snpfood.com/en/documents/corporate-policies> to understand how the Company collects, uses and discloses personal data and the data owner's legitimate rights under the Personal Data Protection Law. Shareholders and proxies who have provided personal data of third parties shall be accountable for notifying such third parties the details about the collection, use and disclosure of personal data and rights according to the Privacy Policy Notice.
- 3.2 Personal data will be retained by the Company according to the data retention period prescribed by laws but no longer than 10 years. Such personal data will be erased/destroyed upon the end of the data retention period.


4. Other terms and conditions

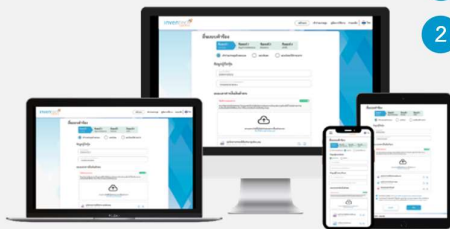
- 4.1 Contents, including video and audio records, of this meeting are intellectual property of the Company as the sole owner. Recording, extraction, copying, use, and distribution of contents, including video and/or audio records, of the meeting by any means are strictly prohibited, and the Company reserves the right to take legal actions against any breaches of such prohibitions.
- 4.2 In the event that shareholders/proxies use any systems related to the meeting via Inventech Connect in any manners which violate the terms and conditions stated herein or any other stipulations of the Company for this meeting and therefore potentially cause damages or losses to the Company in any manners whatsoever, such shareholders/proxies shall be liable for fully compensating the Company for all costs and expenses arising from litigation initiated by any third parties and litigation initiated by the Company against them or violators.
- 4.3 The Company reserves the rights to deny access to this meeting by shareholders/proxies who do not agree to comply with the terms and conditions stated herein and to terminate access to this meeting by shareholders/proxies who do not follow the terms and conditions stated herein or the decisions of the chairman of the meeting.
- 4.4 Shareholders/proxies acknowledge that the audio and video quality of the meeting will vary with the internet network, data transmission and connectivity, and devices of shareholders/proxies. Shareholders/proxies agree that if they cannot attend the meeting due to any reasons that are beyond the Company's control, they will not make any claims nor take any actions to impose responsibilities on the Company.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/SNP160742R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 12 April 2024 at 8:30 a.m. and shall be closed on 23 April 2024 Until the end of the meeting.

3. The electronic conference system will be available on 23 April 2024 at 9:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 22 April, 2024 at 5.00 p.m.


S&P Syndicate Public Company Limited


Company Secretarial Office


Address 2034/100-103, 23rd Floor, Ital Thai Tower, New Petchburi Road, Bangkok,

Huaykwang Bangkok 10310

If you have any problems with the software, please contact Inventech Call Center

 02-931-9136

 @inventechconnect

 The system available during 11 – 23 April 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

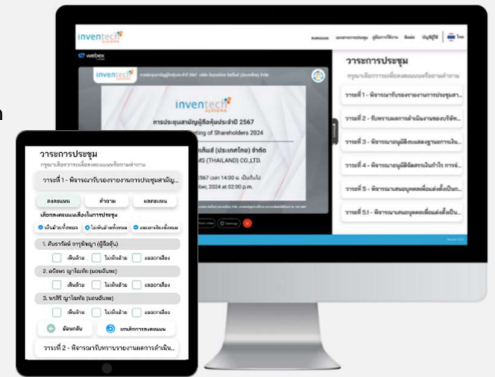


Report a problem

@inventechconnect

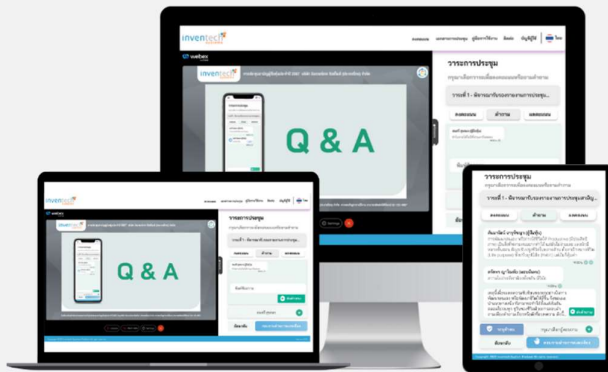
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via InvenTech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then you can open the microphone and camera

How to use InvenTech Connect



User Manual e-Request



User Manual e-Voting

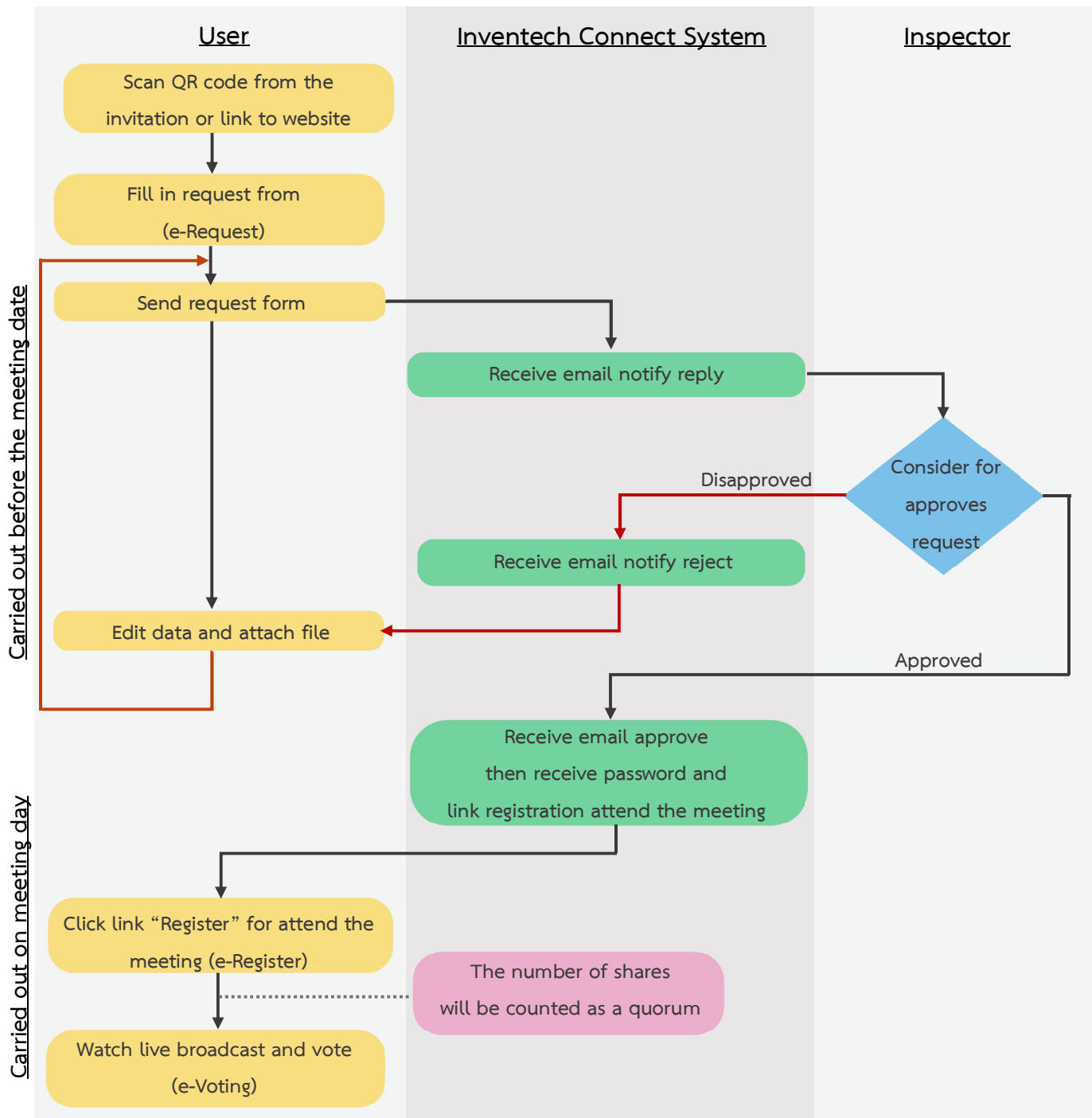


Video of using InvenTech Connect

* Note Operation of the electronic conferencing system and InvenTech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

**Request form for the 2023 Annual Registration Statement (56-1 One Report Form)
and/or 2023 Sustainability Report**

Dear Shareholders,

As the Stock Exchange of Thailand has offered the listed companies an alternative to prepare annual report in QR Code format, in 2 languages, in order for reducing expenses and expediting the preparation of such annual report. Therefore, the Company has prepared the 2023 Annual Registration Statement (56-1 One Report Form), which contains information required pursuant to the regulations of the Securities and Exchange Commission, in QR Code format, in 2 languages, and send to the shareholders, together with the Invitation to the Ordinary Meeting of Shareholders.

In case that any shareholders required the hard copy of the 2023 Annual Registration Statement (56-1 One Report Form) the Statement of Financial Position and Statement of Comprehensive Income ending 31 December 2023 and containing the same information as QR Code and/or 2023 Sustainability Report, in 2 languages, the Shareholders can request for themselves by limiting to one hard copy per person, by fill in the detail in the form below and return to Ms. Sunisa Somboon or Ms. Penpun Kasetsiri, e-mail: secretary@snpfood.com or fax number 0-2785-4040 or telephone number 0-2785-4000 ext. 293, 637. The company will send them to you by post at the address provided.

**Request form for the 2023 Annual Registration Statement (56-1 One Report Form)
and/or 2023 Sustainability Report**

S&P SYNDICATE PUBLIC COMPANY LIMITED

Shareholder Name :

Address :

..... Post Code.....

Telephone : e-mail

Having intention to obtain the following documents (please put a mark in)

2023 Annual Registration Statement (56-1 One Report Form)	2023 Sustainability Report
<input type="checkbox"/> Hard Copy	<input type="checkbox"/> Hard Copy
<input type="checkbox"/> Thai Version	<input type="checkbox"/> Thai Version
<input type="checkbox"/> English Version	<input type="checkbox"/> English Version

**Privacy Notice for the 2024 Annual General Meeting of Shareholders
of S&P Syndicate Public Company Limited**

S&P Syndicate Public Company Limited (the “Company”) cares about the privacy of shareholders and/or of the proxy (“you”) who attend the **Annual General Meeting of Shareholders** (refer as “**meeting of shareholders**”). Thus, Company provides this privacy notice to inform you in relation to the collection, use and disclosure of personal data of individual, including rights, security procedures, safety of your personal data, and the contact channels with Company in accordance with the Personal Data Protection Act B.E. 2562 (“PDPA”), relevant laws and regulations.

1. **Personal Data Processing:** Company has to collect the personal data of shareholders to organise the meeting of shareholders. The collection of personal data is as follows:
 - 1.1 General personal data, which includes given name, alias, nationality, age, mailing address, email address, telephone number, facsimile number, identification card photo, identification number, passport information, alien identification information, driving licence, signatures, CCTV recording, including images and photos, visual images, voice recordings, and video recordings that record the interaction between you and Company during the meeting.
 - 1.2 Sensitive personal data, which are healthcare information (such as personal medical condition, medication and food allergy history, body temperature, and other symptoms in screening for COVID-19). Company shall require your consent in accordance with law and regulations before further proceedings.
2. **Purposes of Personal Data Processing:** Company will process personal data of shareholders on the following proposes and legitimate interests:
 - 2.1 On legal obligation basis
 - Company will collect and use the personal data of shareholders as specified in No. 1.1 to call, conduct, and proceed the meeting of shareholders, which includes identifications of shareholders, delivery of related documents, and other processing to fulfil the resolution of the meeting and the law. Furthermore, this is to comply with law, notice and regulations from other government agencies with legal authority as stated in Public Limited Companies Act, B.E. 2535 and other related laws.
 - Company will collect and use the personal data of shareholders as specified in No. 1.2 to process the meeting of shareholders in accordance with the COVID-19 pandemic situation and for other procedures stated by law in accordance with Communicable Diseases Act, B.E. 2558, Emergency Decree on Public Administration in Emergency Situations B.E. 2548 and other related laws.
 - 2.2 On legitimate interest basis
 - Company will collect and use the personal data of shareholders as specified in No. 1.1 to record the meeting minutes and as proved of attendance in the meeting of shareholders. Furthermore, this is for further processing related to legitimate interest of Company and other persons, which could be expected reasonably by shareholders.

- Company will collect and use the personal data of shareholders as specified in No.1.2 to screen risk contact of COVID-19 and report to responsible agencies in case of encountered with high risk contact to achieve public health benefits in prevention of communicable diseases and to follow the measures and practices issued by the meeting of shareholders.
 - Company will collect and use the records of images and videos from CCTV of the shareholders for benefits and security measures in processing of the meeting in order to fulfil and achieve purposes set by you and Company.
 - Company will process and keep the record of images and videos of meeting of shareholders to insert in minutes of meeting and for public relations via electronic and publications. The record of image and videos of the meeting of shareholder may include the images and names of the shareholders to achieve purposes of the meeting of shareholders.
3. **Sources of Personal Data:** Company may directly collect personal data from you via email, postal, phone and fax and through Thailand Securities Depository Co., Ltd. as the securities registrar of the Company as of the record date, asset management companies, or any other third parties delegated by you. By this action the data will be retrieved by email, postal, phone and fax.
4. **Processing of personal data:** When Company received your personal data as specified in No. 3. Company has to collect and use your personal data as specified in No. 1. Company may have to disclose your personal data to related government agencies in order to achieve the purpose of processing your personal data and to comply with the basis as specified in No. 2.
5. **Retention of Personal Data:** Company will retain your personal data for a period of ten years, except for the specification in No. 1.2 will be retained for a period of six months.
6. **Data Subjects' Rights:** You can exercise your rights as follows: you have the right to access your personal data and obtain copy from the Company and disclose the sources of retrieved personal data without your consent. You have the right to rectify your inaccurate personal data. You have the right to data portability your personal data to other data controllers, or yourself. You also have the right to object the processing of your personal data.

You may contact Data Protection Officer (DPO) of the Company at dpo@snpfood.com , Tel: 0-2785-4000 or at the Company Head Office Address located at 2034/100-103, 23rd Floor, Ital Thai Tower, New Petchburi Road, Bangkok, Huaykwang Bangkok 10310 on Monday – Friday at 8.30 a.m to 5.30 p.m. to lodge the request of the rights mentioned above.

If you would like to exercise the rights mentioned above, you have not to pay for extra spending. Company will consider and inform you with the result of your request within 30 days the Company has received your said request.