



Corporate Governance

The Board of Directors has complied with good practices for directors of a listed company by adopting the principles of good corporate governance and rules of practice of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand as guidelines in setting the policy of the Company.

In addition, the Company also considers the corporate governance evaluation of the Thai listed companies (CGR) for the year 2021 by comparing the past-3-years evaluation results and the suggestions on how to compile with the good corporate governance for listed companies from the Good Governance Development & Alliance Department. This evaluation results were proposed to all Company directors in order to obtain the direction to improve the corporate governance.

Moreover, the Company has appointed an Audit Committee to assist in supervising its internal control system and to ensure that the principles of good corporate governance have been observed, with such details as set out as follows:

(1) Rights of Shareholders

The Board of Directors has formulated a corporate governance policy for a long-term benefit of its shareholders within the frame of stipulations of law and business ethics and attached importance to the rights of shareholders. The Company is determined and intends to grant to all of its shareholders equal rights as follows:

1. Such basic rights as the shareholders should be entitled to in terms of voting, receipt of dividends, transactions or transfers of shares, presence at shareholders' meetings, and equal receipt of sufficient information in a form befitting consideration and at an appropriate time;
2. The right to elect and remove a director especially in the agenda to consider appointing directors. The Company has presented names and information about the directors to be nominated in the meeting invitation letter, where the information regarding the candidates name, professional work experiences of another company, including the agenda to the appointment of auditor;
3. The right to be entitled to a dividend allotment;
4. The right to be aware of the Board's resolutions concerning details of a meeting and the agenda of a meeting of shareholders in advance of the date of the meeting through information disclosed on the Company's website;

5. The right to receive an invitation to a meeting of shareholders and information on the place, time and agenda of the meeting, the criteria and procedure for attendance, and the points for consideration with facts, reasons and the Board's opinion clearly presented in each item on the agenda; to this, the Company will announce such invitation on the Company's website at least 1 months in advance before the meeting, and will publish the invitation in at least one daily newspaper for 3 consecutive days before the date of the meeting, and the Company will arrange for the time and place that are most convenient for the shareholders to be present at the meeting;
6. The Company accords an opportunity for its shareholders to propose a meeting agenda in advance and to send questions in advance for the meeting of shareholders through the Company's website at least 5 months in advance before the meeting of shareholders;
7. The Company encourages all of its directors to attend meetings of shareholders continuously and regularly every year. In particular, the Chairperson of the Board, the Chairperson of the Audit Committee and the General Manager are present at every meeting of shareholders.

(2) Equal Treatment towards Shareholders

The director has been aware of and attached importance to fair and equal treatment towards its shareholders. To this, it has formulated a policy to oversee and protect the shareholders' rights and to encourage all the shareholders to obtain fair and equal rights as shareholders. In addition, the policy on treatment towards shareholders must be in accordance with the Company's principles of good corporate governance and must be consistent with the practices under the rules and regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand and with other pertinent laws. Details of the Company's main policy formulated to see to it that the shareholders obtains equal, fair and equitable rights are as follows:

1. To encourage and allow all groups of shareholders, especially minority shareholders, to have a chance to participate in recruiting and electing directors to protect the equal rights of all parties by publishing the information for acknowledgement by the shareholders on the Company's website at least 5 months in advance before the meeting of shareholders;
2. To encourage and allow a shareholder, who is not able to be present at a meeting, to have a chance to grant proxy:

- 2.1 In the event the shareholder is not able to be present at the meeting of shareholders, the Company offers 3 forms of proxy so that the shareholder will have a chance to select one that befits the needs for her/his use. All the proxy forms are determined by the Department of Business Development, Ministry of Commerce.
 - 2.2 To facilitate the grantor, the grantor can grant proxy to an independent director, who will perform the duty in accordance with the grantor's intention. The Company has enclosed details of the independent directors with the proxy forms continuously and regularly every year.
3. Equality during Meeting of Shareholders
 - 3.1 Before the commencement of a meeting, the chairperson will inform the shareholders clearly of the rules to be applied at the meeting and of the steps of voting on the resolution of each agenda item.
 - 3.2 In the Meeting of Shareholders, the Board Chairperson, who will attend and preside at every meeting of shareholders, accords an opportunity for the shareholders to ask questions and gives answers or explanations on the points relevant to the meeting agenda or the Company at all times.
 - 3.3 The Company accords an opportunity for the shareholders to resolve to elect each individual director.
 - 3.4 At a meeting of shareholders, the agenda as notified in the invitation to the meeting must be implemented. The Company has no policy to increase the meeting agenda or change the order of the agenda items unless such change or increase is reasonable and lawful in every respect.
 - 3.5 For transparency and accountability, at a meeting of shareholders the Company will use ballots for all agenda items, and for more rapidity and accuracy the Company has used a computer system for registration and for the passing of resolutions of shareholders.
4. After a meeting of shareholders, the Company will prepare minutes of the meeting according to its agenda together with resolutions of the meetings and the number of votes agreeing, disagreeing or abstaining from voting, including significant details required for consideration, to completion within 14 days counting from the date of the meeting, and will also publish them for acknowledgement by the shareholders via the Stock Exchange of Thailand and the Company's website in order that the shareholders can make examinations.
5. Policy and Measure for Care of Internal Information – The Company has a policy and procedure for overseeing its directors and executives regarding the use for

their own benefit of internal information which has not yet been disclosed to the general public, including securities transactions especially during 1 month before the financial statements are made public. To this, directors and executives in various departments are required to understand the duty to report on the holding of securities in the Company by themselves, their spouses and children who have not yet become of age. All changes in the holding of securities must at all-time be notified and securities holding reports submitted via the Company Secretary's office before they are forwarded to the Office of the Securities and Exchange Commission.

At the 2021 Ordinary Meeting of Shareholders, the Company granted all such rights and equalities as mentioned in 1 and 2 above to its shareholders and also prepared an invitation in both Thai and English for foreign shareholders, and for the 2022 Ordinary Meeting of Shareholders, the Company will take steps to grant these rights and equalities to its shareholders.

(3) Roles of Stakeholders

The Company attaches importance to the rights of all groups of stakeholders by complying with the rules and regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, as well as with other laws relating to the protection of rights of these stakeholders so that they will be well cared for:

- **Investors and shareholders:** The Company is always aware of transparent business operations. Dedicated to continuous growth and good returns for shareholders in the long run.
- **Government Organizations and Regulatory Agencies:** The Company strictly complies with the rules, regulations, laws and social framework and national. Including studying the concepts of good and innovative nutrition at the United Nations level to be adopted act as a leader in the Thai food and bakery business.
- **Customers / Consumer:** The Company is determined to develop the quality and standard of the products to be tasty, safe and with good nutrition. To be suitable as it is trusted as a product for the

family and strive to create responsible marketing through sales channels of products and services at S&P stores, online media and applications. As well as attentive, friendly customer service for the maximum satisfaction of customers, including an agency that is responsible for receiving customer complaints in order to expedite the process for customers as soon as possible and to maintain the privacy of customers.

- **Employees:** The Company holds that an employee is a valuable resource and must be treated fairly in terms of opportunity, benefit in return and potential development and must be assured of her/his life quality and safety of work as well as suitable welfare and Provident Fund. In relation to the employees' remunerations, the Company has set up an employee compensation policies in line with the other company under the same industry and inflation rate.
- **Suppliers:** The Company will treat its suppliers fairly and equal by taking mutual benefits into consideration.
- **Society and Environment:** The Company is determined to conduct economically and socially beneficial business and attaches importance to environmental care and preservation. To this, the Company has a unit performing the duty to take care and charge of society and to promote organizational cultures and evoke awareness in all individuals in the organization so that they take care of, develop and promote the environment and stakeholders in line with the sustainable growth of the Company.
- **Independent organization
Mass media and groups of
influencers online** It is a stakeholder in creating value for the economy and society by helping to publicize news and facts transparent information disclosure.

(4) Disclosure of Information and Transparency

1. Relationship with Investors

The Board of Directors attaches importance and is aware that disclosures of both financial and non-financial information of the Company will all affect the decision processes of investors and stakeholders of the Company. The Board of Directors is therefore aware of the necessity for disclosure of complete, true, reliable, regular and updated information. To disclose this information, the Board of Directors has assigned a finance and accounting support unit to communicate with institute investors, shareholders, analysts and the public sector concerned. Investors can ask information about the Company at telephone no. 0-2785-4000 or on the website www.snpfood.com or via the email address: presidentoffice@snpfood.com.

2. Principles of Corporate Governance

The Company attaches importance to good corporate governance, which is important to the sustainable growth of the Company in a long term. It encourages the directors, Audit Committee members and employees concerned to perform their ethical duties under the Company's missions faithfully, honestly and fairly and to treat the Company and all groups of stakeholders, the general public, society and customers in accordance with ethical practices. To this, the Company communicates regularly with its customers and monitors compliance with these courses constantly and also determines disciplinary action.

In addition, the Company pays strict attention to transactions that may have conflicts of interests, implements the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, and stipulates that changes in the holding of securities be reported to Board meetings at all times, with such details as set out in the heading "Supervision of Use of Internal Information".

3. Remuneration for Directors and Executives

The directors' remuneration is in accordance with a principle and policy specified by the Board of Directors, and it is connected with the Company's operation results. Refer to the heading "Remuneration for Executives". Approval for the directors' remuneration is sought from the meeting of shareholders at all times.

(5) Board’s Responsibilities

1. Board Structure

The Board of Directors attaches importance to good corporate governance, business virtue and transparency. For this purpose, the Board of Directors has appointed an independent Audit Committee comprising 3 independent directors, whose term of office is 3 years each, and 1 secretary. Their names are as follows:

- | | |
|------------------------------|------------------------------|
| 1) Miss Cattleya Saengsastra | Chairperson, Audit Committee |
| 2) Miss Sophavadee Uttamobol | Member, Audit Committee |
| 3) Mr. Piya Sosothikul | Member, Audit Committee |
| 4) Mrs. Chirley Sawangkong | Secretary, Audit Committee |

The purpose is to be in charge of the quality of financial reports and internal control systems. For the Audit Committee’s opinions, please refer to details in the heading “Internal Control”.

2. Counter-balancing by Non-executive Directors

There are 12 members of the Board of Directors, which comprises:

- 6 executive directors
- 2 other directors
- 4 independent directors, equal to one-third of the whole Board

3. Combination or Separation of Positions

- The Board Chairperson is the representative of the group of majority shareholders, who, in 2021, hold in aggregate of 44.38 percent of the shares.
- The Board Chairperson is not the same person as the Vice President, but both are the representatives of the same group of majority shareholders.
- The Board of Directors comprises 4 independent directors and 2 non-executive directors, who will lead to management counterbalancing and cross-examination.

4. Roles, Duties and Responsibilities of Board of Directors

4.1 Leadership and Visions

All members of the Board of Directors possess leadership, have wide visions and are free to make a decision. In addition, the Board of Directors participates in formulating or approving of visions, strategies, targets and budgets of the Company and supervises the Management so that it conducts business affairs efficiently and independently for an increase in the economic values and a sustainable growth

of the business. In the past year, the Company has reviewed the Mission and Vision, and has adopted strategies that have been reviewed to perform, such as reflection in the form of activities.

4.2 Separation of Roles, Duties and Responsibilities between the Board of Directors and the Management

The duties of the Board of Directors and the Management are clearly separated for management counterbalancing and cross-examination. The Board of Directors will consider and approve of policies in their overall pictures, such as, visions, missions and corporate governance policies, whereas the Management will have the duty to manage the Company and lay down plans and strategies in accordance with the policies formulated by the Board of Directors. Details of the roles, duties and responsibilities of the Board of Directors and the Management are indicated in the heading “Directorial Structure”.

4.3 Policy on Conflicts of Interests

To prevent a conflict of interests, the Company has formulated a policy clearly for the supervision of transactions that may lead to conflicts of interests. To this, steps of approval for connected transactions between companies or persons that may have conflicts are specified in writing. In the event a director has an interest in any item on the agenda, that director will have no right to vote on that item. In addition, policies and procedures for supervising executives and parties concerned have been formulated in order that they do not use internal information of the Company for a personal benefit. In 2009, The Board of Directors has also formulated guidelines for the process of submitting each director’s information as well as related personal information. Such information must be reported at least once a year, or once the information has been altered, so that the Company can monitor and control transactions that are related to each member.

4.4 Internal Control and Audit System

Internal Control

S&P’s core business principles are quality, value, morality and a vision to be a leader in the Thai restaurant business bakery and food products that has been loved all over the world by paying attention to controlling quality products and services at every step, aiming to create value for customers and society to achieve maximum satisfaction and future sustainability, including cultivating a good culture

within the organization for all employees at all levels to behave morally on the right, both for themselves, customers, business partners, communities, society and the environment.

Therefore, the Company has pay attention to the internal control system that is suitable for the business operation and has reviewed the operations at both the management and operation levels for efficiency and effectiveness. Having the Audit Committee to responsible for overseeing an operations, internal control and internal audits in accordance with the standards of modern and international operating. There is a clearly written of the obligation, authority of the operator, executives as well as continuous evaluation of internal control. There is also an internal control related to the financial system, with the company having a financial reporting system that has accurate, complete and sufficient information to propose to the responsible line manager. Including requiring employees to evaluate of Control Self-Assessment (CSA) proposes to the department supervisors for using it as a guideline for regularly self-assessment in order to prevent or reduce defects of not knowing, unintentional, or fraud.

Internal Audit

The Audit Committee supervises the operation of the Internal Audit Office by adhering to professional internal auditing practices in accordance with international standards. There is independence, fairness and ethics by having a charter of the Audit Committee and the Internal Audit Office which established the mission, scope of operation, authority and duty, responsibility, including clearly operating guidelines, in consistent with the vision, mission, strategy, and annual plan. And reviewed annually to be suitable. Apart from the risk based audit planning, the Internal Audit Office has developed audit work with emphasis on the creation of preventive systems aside from providing confidence and give advice, including the assessment of fraud risk in accordance with the policy on clues, offenses and fraud. The investigation and protection of informants in order to be efficient and effective, the internal quality assurance has been established by the inspection department compare with the assessments of the Internal Audit Office in order to consider the differences and analyze the causes, which will take the opinions of the auditing agencies into consideration as appropriate.

4.5 Risk Management System

The Company is committed to the development of risk management to increase efficiency and effectiveness. In 2012, the Company has established a Risk Management Committee to responsible for the organizational risk management other than risk management team that responsible for the departmental level. In 2021, the risk management committee had 2 meetings, to identify the risk factors of all departments across the organization, risk prioritized, established the guidelines for risk management of the company, and assigned responsibility to provide the measures to control and manage the risks to an acceptable level in order to achieve the goals and strategies set forth, and build trust with shareholders and other stakeholders which has considered the risks of the Company whether there are any risks that change including changes in economic conditions that may affect the Company in each quarterly. The Risk Management Committee has assessed the risks in the important project, which has been considered by the executive committee to propose to the Audit Committee to review and propose to the Board of Directors for consideration and screened to ensure that risks are managed and closely monitored and ensured that the risks are at the acceptable level as well as the Company was able to achieve the set goals.

4.6 Meetings of the Board of Directors

The Board of Directors holds a regular meeting at least in every quarter. And in order that directors are able to be present at a meeting of the Board of Directors, the Company Secretary Office specifies a schedule of meetings of the Board of Directors in advance every year and informs all the directors of this schedule at all times before the Board meetings. The Company Secretary Office will send an invitation together with supporting documents at least 7 days in advance of the meeting so that the Board of Directors may consider it and have sufficient time to study information before attending the meeting. Also during the meetings the chairperson gave a chance and allocated time for directors to ask the management and for careful, appropriate and sufficient consideration of information, and records of the meetings were kept in writing and minutes of the meetings certified by the Board of Directors were filed and made ready for examination by the directors and parties concerned.

4.7 Reporting by the Board of Directors

The Board of Directors is responsible for consolidated financial statements of the Company and its subsidiaries and for financial information appearing in annual reports. The financial statements have been prepared in conformity with accounting standards generally accepted in Thailand. Appropriate and constantly applied accounting policies are selected for use and careful discretion is exercised and optimum estimations applied for the preparation thereof. Moreover, significant information is sufficiently disclosed in the notes to financial statements. For the details, please refer to the “Report on the Board’s Responsibility for the Preparation of Financial Reports”.

The Board of Directors has caused to be maintained an efficient internal control system so as to reasonably ensure that records of accounting information are correct, complete and sufficient and to disclose weak points for the purpose of preventing dishonest acts or significantly irregular transactions.

4.8 The Performance Evaluation of the Board of Directors

The Nomination and Remuneration Committee has considered the performance evaluation forms of the Board of Directors for evaluating the Board of Directors and the Company sub-committee by categorizing into the performance evaluation of each directors and the performance evaluation of a whole group of directors. Once the performance evaluation forms have been considered, it was proposed in the Board of Directors Meeting.

The Board of Directors approved the performance evaluation forms of the Company, the Board of Directors, and sub-committee used to assess the performance of the Board and sub-committees for the year 2021. The evaluation topic included the evaluation of the structure and the qualification of the directors, the role and responsibility of the directors, the meeting of the board of directors, the performance of the directors, the relationship with the Management, and the self-development of the directors and the management.

The Nomination and Remuneration Meeting No.1/2022 held on 21 February 2022 has considered the summary of the performance evaluation of the directors by comparing with the past 3 years results, and proposed it to the Board of Directors’ Meeting No. 1/2022 held on 21 February 2022 to consider merit, demerit, and direction for improvement. The performance evaluation was aimed to obtain the

result to use in improve the performance of the directors. For the year of 2021, in overall the Board of Directors agreed that the most of the operations have been done properly.

4.9 Development of Directors and Executives

4.9.1 Development of Directors' and Executives' Knowledge – The Company promotes and offers convenience for directors' and executives' training and knowledge development relating to corporate governance. The Company has made an orientation ceremony for new directors whenever a new director is appointed. To this, an overall picture will be presented regarding the Company's business and relevant information; the names of the Company's directors and managerial structure; legal documentation and handbooks; rules and regulations of working units concerned; the directors' roles, powers, duties and responsibilities; corporate governance guidelines; certificates, Memorandum and Articles of Association; the Company's rules, visions, targets, and information on the conduct of business and activities of the Company. Directors are also caused to visit businesses and attend meetings related to the setting of visions and business plans in association with high-ranking executives of the Company.

4.9.2 Work Succession Plan – The Company has prepared some personnel as replacements for high-ranking executives who are about to attain retirement age. At the same time, a guideline has been formulated for the development and enhancement of the potential of executives who would succeed to the positions.

(6) Internal Audit Control

Opinion of the Board of Directors on the Company's internal control system

The Company always recognizes that internal control is an important process in order to effectively prevent and control work. A good internal control system will ensure that the Company's system is accurate, transparent, and capable of reducing or preventing potential damage. As a result, the Company has continuously developed the internal control system to be efficient and effective to allow shareholders and stakeholders to have confidence in the internal control of the Company. The Board of Directors therefore appointed the Audit Committee consisting of 3 independent directors who are fully qualified according to the regulations and rules of the Capital Market Supervisory Board

and the Stock Exchange of Thailand is responsible for reviewing financial reports to be accurate and reliable. The connected transactions or transactions that may cause conflicts of interest to be reasonable and is the most beneficial to the business of the Company including evaluating the adequacy of the risk management system, good and effective corporate governance of the Company pursuant to the Securities and Exchange Act and laws related to the business of the company as proposed by the Audit Committee in the annual report.

The Audit Committee has assigned the Audit Office of the Company which is an agency that is independent from the management to inspect and review the operations of various departments within the Company and its subsidiaries to ensure that those units are in compliance with the internal control system set forth and evaluating the adequacy and appropriateness of the internal control system by the Board of Director. In addition, the Audit Committee and the Internal Audit Office, using the Internal Control Integrated Framework of the Committee of Sponsoring Organization of the Tread way Commission (COSO) as an idealism and reference of working, which can be described as follows:

1. Organization and Environment

The Company promotes and supports a good internal control environment by specifying the corporate governance policy and business ethics in writing. There is communication for employees at all levels to be aware and strictly comply, including penalties for violations. And the organization structure is in line with the business plan and is constantly updated to be suitable for the operations. There is a chain of command separated according to the line of work in accordance with the strategy of operation and corporate governance so that the management and operation of employees can be efficiently monitored and evaluated the operation clearly. There is the Internal Audit Office that is independent and directly to the Audit Committee to inspect and review the operation to support a good internal control environment.

In this year 2021, no significant change in the Company environment. There is still a suitable business operation to have a good and sufficient internal control system.

2. Objective Setting

The Company has clearly defined the objectives of the internal control including the strategy for the operation, for reporting, and for complying with the policy, law, regulation and rule that have been written. This practice have been done in according with the main objectives or the overall mission as well as with the acceptable risk in order to equip the management team with a tool and guideline for managing and

controlling with efficiency, transparency and accountability. This will also create the credibility for those related people. In addition, the Company has also adjusted the strategy plan and objectives to conform to the always fluctuated environment and risk factors.

This year, the objectives have been reviewed. There is an opinion that the said objective has covered the business operations appropriately enough to achieve good efficiency.

3. Risk Management Policy

The Company has established a risk management system with the Risk Management Committee working group responsible for determining the policy framework including systematic risk management having all departments assess risk factors in various aspects, impacts, opportunities for organization and the environment, risk management plan to be in line with changes in both internal and external risks Including the determination of risk management measures to remain at a clearly acceptable level. As well as managing the risks faced quickly and effective and every quarter, the Risk Management Committee's performance will be reported to the Audit Committee for evaluation and comments to the Board of Directors. In addition, internal auditors have followed up to ensure that risk mitigation measures are implemented to ensure that the Company's risks are at an acceptable and manageable level.

In 2021, various risk factors have not changed significantly from 2020 and has monitored and corrected risks that affect the Company's operations to reduce operations to an acceptable and satisfactory levels.

4. Event Identification

The Company has identified various indicators of events or risk factors which may cause damage to objectives at the organization level and the operational level of the Company according to the plan appropriately systematically. Including specifying potential events that are sufficiently favorable for the positive and negative objectives by considering external and internal risk factors and with regular follow to ensure that the company has specified. Risk factors that cover sufficient and appropriate changes in each level Including reporting to executives or related persons for acknowledgment to be correct, complete and continuous.

This year, there are still no significant changes in various risk factors and is constantly updated.

5. Risk assessment

The Company gives importance to risk management by requiring all departments to assess internal and external risk factors that have a direct and indirect impact on the company including the determination of risk management measures to remain at an acceptable level including the management of the risks facing quickly and efficiently. There is a report on the operations of the Risk Management Committee to the Board of Directors. In addition, the internal auditor follow up and review to ensure that risk mitigation measures are implemented to ensure that the Company's risks are at an acceptable and manageable level including specifying and evaluating significant changes that may cause an impact on the internal control system with consideration of changes in laws and regulations, economy and environment.

6. Controlling Activities

The Company has clear and appropriate internal control activities with performance indicators as a tool for planning and control. There are "Work Regulations and Code of Conduct" as well as good corporate governance policies for employees to follow. All employees will be informed of the guidelines from the orientation for new employees. The Company has separated the duties and responsibilities of various tasks clearly and can verify the accuracy between each other to reduce the risk of fraud or inappropriate behavior by having the authority to conduct business and the level of approval for various types of transactions of executives in writing in "The Internal Control Regulations and Business Authorization" including information technology systems. There is a separate function for controlling access to information at each level, assigning passwords and storing data that can be retroactively validated. The Company has clear procedures for making connected transactions or transactions that may cause conflicts of interest being transparent and taking into account the best interests of the company and having the Internal Audit Office to inspect and review the adequacy and appropriateness of the control system on a regular basis by specifying that the audit plan covers important operational processes.

This year, the controlled activities mentioned above is still a satisfactory practice. Resulting in various operations having an appropriate controls suitable for today's business environment.

7. Information and Communication System

The Company gives importance to information and communication systems by having both internal and external communication channels in order to make a decision of shareholders, stakeholders, directors, and management of the company are based on information that is accurate, sufficient, reliable, and timely. The important and general information will be disclosed in the annual report, annual information disclosure form (56-1), via website www.snpfood.com, as well as information disclosure through the Stock Exchange of Thailand including the intranet system for communicating to employees to understand the Company's policies, regulations and orders and important information clearly. And also have Whistleline@snpfood.com as a way to receive complaints from employees. As well in the Board of Directors' meeting, a meeting invitation letter, the agenda and supporting documents will be sent in advance within the period specified by law so that the directors have sufficient time to consider the information before attending the meeting. And in each meeting, a meeting minutes was prepared record questions of directors, opinions or observations of the directors regarding the matters completely considered, including the various systems that are efficiency and effectiveness controlled by a computer system.

8. Monitoring

The Company has continuously followed up the performance from the operational performance indicators, whether it was in accordance with the plan or not, and analyzed the cause in the event that the operations did not go according to the plan by having the Internal Audit Office, which is an independent unit, to review and inspect the operation under the internal control system by emphasizing the audit to cover the operational process with significant risks, various issues detected will report the audit results directly to the Audit Committee as well as following up on the corrective actions from the agencies that have been continuously inspected. And the Audit Committee submits the report to the Board of Directors every quarter. In addition, the Audit Committee also have a meeting with the auditor to assess the adequacy and effectiveness of the internal control system.

In the year 2021, the Audit Committee agreed with the auditor that no significant defects were found. The Company has an internal control system that is sufficient for business operations and all departments following up with the established procedures and regulations and the inspected issues have been improved and amended. There is a follow-up to see whether they can be practiced or there are problems or obstacles that

need to be formulated and revised. There were no significant defects in the internal control system.

9. Head of the Internal Audit

Mrs. Chirley Sawangkong, the Deputy Vice President of the Internal Audit Office, whom qualifications and caliber meet the requirement is currently the Secretary to the Audit Committee.

10. Head of the Company's Compliance

Ms. Sajeemas Apichyodom, the head of the Company's Compliance, has handled this job properly.

(7) Human Resource Development Policy

Human resource development is a key factor in helping organizations drive development and grow their business in the face of challenges and rapid change. The human development policy is designed in line with the business vision, "Strengthen the Core, Create the Next", which is the management of self-learning and self-development through curriculum and methods that encourage people to be able to think, and to have skills and expertise to be able to effectively perform for the assigned work in the constantly changing of competitive and business environment.

The Company therefore, established a framework, guidelines and policies for human resource development and management as follows:

1. "Strengthen the Core" Building strength in knowledge standards core competence.

- 1.1 Developing organizational structure, designing job line and career position (Organization Design and Development) to be changed continuously and updated all the time in order to respond to businesses condition that have adapted rapidly so that every employee can work with agility and manage change quickly.
- 1.2 Focusing on improving the development of skills, knowledge, abilities, including behaviors (Competency) to allow employees to be able to adapt to the work styles that are changing in the New Normal, such as focusing on working as a team, flexibility and the challenge of change and innovation, etc.
- 1.3 Setting up a training course structure for the main job (Career Roadmap) in Operation and Production as the main unit of the organization in order for

employees to strengthen their knowledge and expertise, enhance their expertise, abilities, including foreseeing growth in position and career.

- 1.4 Creating a leadership development course in the digital age, designing and developing courses to increase the skills and competencies of leaders in all levels with a focus on leadership styles in work processes and methods of work and mindset for working in the digital age.
- 1.5 Establishing an effective performance management system to measure the success of the supervisory work, and to track the working behavior that has been defined to be efficient and able to be put into practice to increase efficiency, measure effectiveness and create fairness of which introducing the Online System to increase convenience and speed of work.
- 1.6 Creating a career management development plan for employees to see advance opportunities in their careers, and also an Individual Development Program which emphasizes the personnel to have continuous learning and self-development.

2. “Create the Next” to create new dimensions of organizational capacity to create success in the future

- 2.1 Preparing talent management projects and skilled people, namely Talent: Successor: Master (TSM), that is a project to analyze, plan, seek and develop personnel with high potential or skill to transfer knowledge from generation to generation, system to support the growth of the business creating sustainable success.
- 2.2 Initiating the Next Generation Leader (NGL) project to develop the new generation to have skills, ideas, knowledge, abilities and working methods. "New way of life" or New Normal that must be flexible, fast, brave, use digital in work.
- 2.3 Creating a new normal way of working for employees to have a wide range of aptitudes, focus on one-team, cross-departmental work, reduce and tighten work processes and decision-making, build agility
- 2.4 Cultivating a mindset of employees to have belief and attitudes that must take into account that “Customer Centric Mindset” is the center of everything in the work, and to lay the strong foundation in creating maximum customer satisfaction to meet all expectations impressively.

- 2.5 Creating new skills (Reskill) needed to work in the digital age and upgrading the original skills (Upskill) to better support new businesses and future growth such as Delivery, E-Commerce, etc.

3. Prepare people to support future expansion and growth of the business (Future Workforce)

Modernizing and optimizing of S&P Learning Center to be the teaching and learning center in the New Normal era.

Learning Center of S&P Syndicate Public Company Limited.

First opened in the academic year 2007 according to the National Education Act 1999 Section 12. that has been certified by the Ministry of Education. Open teaching is given at the vocational certificate level (vocational certificate) in retail business and branches of food and nutrition with the objective of being used an educational institution in an establishment that gives knowledge and develops academic skills which are a basic education needed for employees and the underprivileged. Therefore, the education was initiated in the form of a learning center. Section 12 can be considered as the first generation of schools in the workplace. The Institution offers teaching and learning in line the bilateral teaching of vocational education enrolling students from other provinces that lack funds to receive scholarships at the level of vocational certificate in order to expand the organization's intention to support the creation of good people to have a career and sustainably produce quality people into the Thai society.

During the recent COVID situation, there is a modification of the future methods of creating and training young people to become skilled workers in the future for sustainable businesses that need to be adjusted to suit the environment. In collaboration with vocational colleges which is a network of the company in the implementation of bilateral projects organize and improve bilateral teaching and learning curriculum in theoretical and practice teaching in the New Normal way. And adjust the method of teaching and learning in practice by training students to be professional and practice in the school according to the company's standard work before going into the restaurant for practical training which makes the company have a staff to serve customers effectively satisfied and come back to use the service from the shop.