(Translation)

Attachment for the consideration of agenda item 1

Adoption of the minutes of the 2021 Ordinary Meeting of Shareholders

Minutes of the 2021 Annual Ordinary Meeting of Shareholders

S&P Syndicate Public Company Limited

Friday, 30th April 2021

At S&P Hall, Sukhumvit 26

No.1/2 Soi Atthakrawee, Sukhumvit 26 Road, Klongton Sub-district, Klongtoey District, Bangkok

Via E-Meeting

The Meeting started at 14.00 hrs.

Mr. Sorayos Sereesawetrat, the Master of Ceremonies, addressed to welcome shareholders and proxies and addressed the Meeting that due to COVID-19 Pandemic situation, the Company was concerned about health and safety of its shareholders and therefore organized the 2021 Annual Ordinary Meeting of Shareholders via Inventech Connect of Inventech Systems (Thailand) Co., Ltd., and clarified the criteria for casting of votes to the Meeting, as follows:

1. The Meeting shall consider all matters according to the numerical sequence of the meeting agenda as specified in the Invitation for Shareholders' Meeting; whereby, the data in each session of the meeting agenda shall be presented, and shareholders shall be given with opportunities to make inquiries, then, resolutions for such session of the meeting agenda shall be passed. In case, shareholders or proxies need to make inquiries or to express their opinions, they may write their questions in Q&A and send them into the system; whereby, all meeting participants shall identify themselves by giving their names and surnames before making their inquiries at all times.

   The Company asked for cooperation from its shareholders to send their questions only during the period when the Company has given opportunities for them to make inquiries and also asked its shareholders to send questions in connection with such session of the meeting agenda, and the Company shall answer those questions as per such meeting agenda, and shall answer other unrelated questions in other sessions of the meeting agenda.
2. In case, there are a lot of questions relating to such session of the meeting agenda being sent into the system, the Company shall consider and select questions as may be suitable.
3. After the presentation of data in each session of the meeting agenda, the Company shall give opportunities for shareholders to cast their votes; whereby, shareholders may cast their votes by accessing the Inventech Connect system in the section of e-voting and pressing the button "Select Session of the Meeting Agenda" (*green*) of Application Cisco Webex Meeting.

   Shareholders may press the button "Cast Vote" as follows: 1. Agree (*green*); 2. Disagree (*red*); 3. Abstain (*orange*) as per the shareholders' intentions. In case, shareholders intend to cancel the latest casting of votes, shareholders may press the button "Cancel the Latest Casting of Votes". In case of failure to cast votes, the Company shall consider that such shareholders agreed with such session of the meeting agenda.

11/ 4. Shareholders...

4. Shareholders may change their casting of votes at any time until a notice of closing of vote casting has been given in the system for gathering of votes. Upon notification of closing of votes, shareholders would be unable to cast their votes in such session of the meeting agenda.
5. In case, a proxy has been appointed for several accounts, such proxy may select "User Icon" and press the button "Switch Account" to use other accounts; whereas, votes and quorum shall not be excluded from the Meeting.
6. All shareholders shall have one vote per one share held. Any shareholder being a stakeholder in any session of the meeting agenda shall not be entitled to cast his/her votes in such session of the meeting agenda.
7. Regarding the counting of votes:
   - For Session No.2 "Presentation of Report for Acknowledgment by the Meeting Only", there would be no casting of votes.
   - For Sessions No.1, 3, 4, 6, 7, 8 and 10, the majority votes of shareholders who attended and cast their votes in the Meeting were required.
   - For Session No.5, it shall be approved by the votes equal to not less than two-third of the total votes of shareholders who attended the Meeting.
   - For Session No.9, it shall be approved by the votes equal to not less than three-fourth of the total votes of shareholders who attended the Meeting and having the voting rights.
8. For shareholders authorizing others to attend the Meeting on their behalf and casting their votes in the Proxy Statement, the Company shall record such votes as specified by shareholders in the Proxy Statement.

The Master of Ceremonies notified details of a quorum to the Meeting. When the Meeting started, there were 17 shareholders who attended the Meeting in person and represented totally 140,119,975 shares and there were 42 shareholders who attended the Meeting by proxies and represented totally 212,165,225 shares. In total, there were 59 shareholders who attended the Meeting and represented 352,285,200 shares or equal to 71.835% of 490,408,365 listed shares and constituting a quorum as per the Company's Regulations.

Mrs. Patara Sila-On, the Chairperson of the Board of Directors, addressed to open the Meeting and read the Message from the Chairperson of the Board of Directors with slides of presentation, as follows:

The Company had encountered the COVID-19 Pandemic situation throughout the year 2020, which was the 47th anniversary of its business operation. This Pandemic had severe impacts on all types of businesses, particularly the restaurant business which had been shut down periodically to prevent the spreading of the Disease. As a result, the Pandemic had impacts on businesses of restaurants, bakeries and the maintaining of occupations of some employees. However, when the COVID-19 crisis was unwinding in the second half of the year 2020, it was delighted that the Company's executives and employees joined their hands to get through the crisis admirably. Though the number of our customers decreased due to the Pandemic and our gross sales failed to reach the target, with our collective efforts and encouragements, cost minimization and excellent customer services and delicious foods as per our policy and concept "customers are very important people", we were still able to create our proud performances.

12/ The Company...

The Company was able to recover rapidly before the end of the year and was able to generate profits for bonus payment to its employees in return for their great determination and devotion to their works as well as thorough dividend payment to all shareholders.

However, the Company has assumed its continuous responsibilities for projects as may be possible, including projects for reduction of wastes and pollutions by means of waste separation, reduction of use of plastics which might have environmental impacts, thus, in conformity with the public sector campaigns on cleanliness and prevention of pandemic.

The Company would like to promise all of you that though the COVID-19 pandemic situation would not disappear from the world in the near future, we would still be determined to continuously operate and develop our businesses for our stable growth.

On behalf of the Board of Directors, we appreciated all shareholders, trading partners, customers, including executives and all employees for their continuous support and trust; and in the 48th anniversary of our business operation, we are still committed to maintaining and developing the quality of good and worthy products and impressive services. Meanwhile, our executives and employees are still cooperating and devoting themselves in working and upgrading the food and bakery business operation.

Then, the Chairperson of the Board of Directors assigned Mrs. Kessuda Raiva, Chairperson of the Executive Committee, to introduce the Board of Directors, subcommittees, the auditor and the legal consultant who attended the Meeting, as follows:

Directors who attended 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.	Mrs. Kessuda Raiva,	Chairperson of the Executive Committee
4.	Mr. Vitoon Sila-On,	Chief Executive Officer
5.	Ms. Khatthaliya Saengsattra,	Independent Director
6.	Ms. Sophavadee Uttamobol,	Independent Director
7.	Mr. Piya Sosothikul,	Independent Director
8.	Mr. Teeranun Srihong,	Independent Director
9.	Mr. Kachorndej Raiva,	Director
10.	Mr. Kamtorn Sila-on,	Director
11.	Mr. Matthew Kichodhan,	Director
12.	Mr. Kosin Chantikul,	Director

(There were 12 out of 12 directors, or equal to 100% of the total directors, who attended the Meeting)

Subcommittees:

The Audit Committee:

1.	Ms. Khatthaliya Saengsattra,	Chairperson of the Audit Committee
2.	Ms. Sophavadee Uttamobol,	Audit Committee
3.	Mr. Piya Sosothikul,	Audit Committee

13/ The Nomination...

The Nomination and Remuneration Committee:

1.	Mr. Teeranun Srihong,	Chairman of the Nomination and Remuneration Committee
2.	Mr. Piya Sosothikul,	Nomination and Remuneration Committee
3.	Mrs. Kessuda Raiva,	Nomination and Remuneration Committee

The Risk Management Committee:

1.	Mr. Piya Sosothikul,	Chairman of the Risk Management Committee
2.	Mrs. Kessuda Raiva,	Risk Management Committee
3.	Mr. Vitoon Sila-On,	Risk Management Committee
4.	Mr. Kamtorn Sila-on,	Risk Management Committee

The Executive Committee:

1.	Mrs. Kessuda Raiva,	Chairperson of the Executive Committee
2.	Mr. Kachorndej Raiva,	Executive Committee
3.	Mr. Pravesvudhi Raiva,	Vice Chairperson of the Board of Directors
4.	Mrs. Patamawalai Ratanapol,	Executive Committee / Company Secretary
5.	Mr. Arth Prakhunhungsit,	Chief Operating Officer (S&P Business)
6.	Mr. Vitoon Sila-On,	Chief Executive Officer
7.	Mr. Kamtorn Sila-on,	President (Production and Finance)

The Auditor who attended the Meeting (via Video Conference):

Mr. Choopong Surachutikarn,	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

The Legal Consultant who attended the Meeting (via Video Conference):

Miss Manunya Thitinuntawan,	CMT Legal Consultant Co., Ltd.

The Rights Protection Volunteer who attended the Meeting (via Video Conference):

Ms. Suwanna Chobsoongnern,	from the Thai Investors Association

Then, the Master of Ceremonies, started to conduct the Meeting as per the Meeting Agenda, as follows:

Agenda 1: Adoption of the Minutes of the 2020 Annual Ordinary Meeting of Shareholders

The Chairperson of the Board of Directors assigned Mrs. Kessuda Raiva, Chairperson of the Executive Committee, to propose this Session of the Meeting Agenda to the Meeting:

Mrs. Kessuda Raiva, Chairperson of the Executive Committee, proposed the Meeting to consider and adopt the 2020 Annual Ordinary Meeting of Shareholders convened on 1st July 2020 with details thereof as per copy of the Minutes of the Meeting which were sent to all shareholders together with the Invitation for Shareholders' Meeting. The Board of Directors had considered the 2020 Annual Ordinary Meeting of Shareholders and agreed that the Minutes of the Meeting were correct and complete and deemed it expedient to adopt the Minutes of the Meeting.

Then, the Master of Ceremonies asked all shareholders if they had any further inquiries or opinions relating to the adoption of the 2020 Annual Ordinary Meeting of Shareholders. It appeared that there were no shareholders having any further inquiries or giving additional opinions thereto.

When there were no shareholders making inquiries or asking for amendments thereof, the Master of Ceremonies proposed the Meeting to pass its resolution to adopt the 2020 Annual Ordinary Meeting of Shareholders; whereas, in this Session, the majority votes of shareholders who attended and cast their votes in the Meeting were required.

Moreover, there were totally 61 shareholders who attended the Meeting in person and by proxies, represented 352,290,300 shares or equal to 71.8361% of the total 490,408,365 listed shares.

Resolution: The Meeting passed its resolution to adopt the 2020 Annual Ordinary Meeting of Shareholders convened on 1st July 2020 with the majority votes of shareholders who attended the Meeting and cast their votes, as follows:

Resolution	Votes	%
"Agreed"	352,288,800	100.0000
"Disagreed"	0	0.0000
"Abstained"	1,500	-
Voided Ballots	0	0.0000
Total Votes	352,290,300	100.0000

Agenda 2 Acknowledgment of the Company's Operating Results in 2020

The Chairperson of the Board of Directors assigned Mr. Vitoon Sila-On, the Chief Executive Officer, to propose this Session of the Meeting Agenda to the Meeting:

Mr. Vitoon Sila-On, the Chief Executive Officer, addressed the Meeting that since the Company had sent the Board of Directors' report relating to the Company's Operating Results in 2020 as per details thereof in the 2020 Annual Report to all shareholders together with the Invitation for Shareholders' Meeting; therefore, the Meeting was requested to consider and acknowledge the Company's Operating Results. Whereby, this Session of the Meeting Agenda was proposed for acknowledgment thereof, and, therefore, there was no passing of the resolution thereof.

15/ Mr. Vitoon Sila-On,...

Mr. Vitoon Sila-On, the Chief Executive Officer, presented the data of operation and financial data of 2020 to the Meeting via Video Conference.

The Master of Ceremonies asked all shareholders if they had any further inquiries or opinions and it appeared that there were no shareholders having any further inquiries or giving additional opinions thereto.

Resolution: The Meeting acknowledged the Company's Operating Results in 2020.

Agenda 3 **Consideration and Approval of Statements of Financial Position, Statements of Earnings and Other Comprehensive Income Ended on 31st December 2020**

The Chairperson of the Board of Directors assigned Mr. Kamtorn Sila-on, President (Production and Finance) to propose this Session of the Meeting Agenda to the Meeting.

Mr. Vitoon Sila-On, the Chief Executive Officer, requested the Meeting to consider and approve the Statements of Financial Position and Statements of Earnings and Other Comprehensive Income Ended on 31st December 2020 which were sent to all shareholders together with the Invitation for Shareholders' Meeting; and the Board of Directors considered the matter and agreed that the Statements of Financial Position and Statements of Earnings and Other Comprehensive Income Ended on 31st December 2020, which were audited and certified the Certified Public Accountant as per the Generally Accepted Accounting Principles, and therefore, requested the Meeting to consider and approve the Statements of Financial Position and Statements of Earnings and Other Comprehensive Income; whereby, shareholders may consider the data as per the Presentation proposed to the Meeting.

The Master of Ceremonies asked all shareholders if they had any further inquiries or opinions relating to the Statements of Financial Position and Statements of Earnings and Other Comprehensive Income Ended on 31st December 2020 and it appeared that there were no shareholders having any further inquiries or giving additional opinions thereto.

When there were no shareholders making inquiries or asking for amendments thereof, the Master of Ceremonies proposed the Meeting to pass its resolution to approve the Statements of Financial Position and Statements of Earnings and Other Comprehensive Income Ended on 31st December 2020; whereas, in this Session, the majority votes of shareholders who attended and cast their votes in the Meeting were required.

Moreover, there were totally 62 shareholders who attended the Meeting in person and by proxies so far and represented 352,307,300 shares or equal to 71.8395% of the total 490,408,365 listed shares.

Resolution: The Meeting passed its unanimous resolution to approve the Statements of Financial Position and Statements of Earnings and Other Comprehensive Income Ended on 31st December 2020, with votes, as follows:

16/ **Resolution**....

Resolution	Votes	%
"Agreed"	352,307,300	100.0000
"Disagreed"	0	0.0000
"Abstained"	0	-
Voided Ballots	0	0.0000
Total Votes	352,307,300	100.0000

Agenda 4 **Consideration and Approval of 2020 Dividend Payment**

The Chairperson of the Board of Directors assigned Mrs. Kessuda Raiva, Chairperson of the Executive Committee, to propose this Session of the Meeting Agenda to the Meeting:

Mrs. Kessuda Raiva, Chairperson of the Executive Committee reported to the Meeting that, according to the operating results and consolidated financial position, the Company had its net earnings in 2020 amounted to 183,024,792 Baht with the earnings per share amounted to 0.37 Baht, it was deemed expedient to propose the matter to the Shareholders' Meeting to pass the resolution to approve the allocation and payment of dividends for the year 2020 at the rate of 0.30 Baht per share, totally 490,408,365 shares. In total, the dividend payment shall be amounted to 147,122,509.50 Baht; and on 13th November 2020, the Board of Directors' Meeting passed its resolution to approve the payment of interim dividends (for the operating results during 1st January 2020-30th September 2020) at the rate of 0.05 Baht per share (totally 490,408,365 shares) or amounted to 24,520,418.25 Baht and were already paid on 9th December 2020. The balance of this payment of dividends (for the operating results during 1st October 2020-31st December 2020) at the rate of 0.25 Baht per share (totally 490,408,365 shares) or amounted to 122,602,091.25 Baht; whereby, dividends were paid to shareholders according to the name list as of the Record Date; and shareholders would be entitled to receive dividends on 11th March 2020, and the due date of dividend payment would be within 19th May 2020; whereas, resolution of such dividend payment was in accordance with the Company's policy of dividend payment. Therefore, it was deemed expedient to propose the matter to the Shareholders' Meeting for consideration and approval of dividend payment of 2020, and for acknowledgment of payment of such interim dividends; whereby, shareholders may consider the data as per the Presentation proposed to the Meeting.

Provided that the Board of Directors considered the matter and had its opinions that the dividend payment of 2020 should be approved, and the payment of interim dividends was acknowledged as per details of the Presentation proposed to the Meeting.

The Master of Ceremonies asked all shareholders if they had any further inquiries or opinions thereon and it appeared that there were no shareholders having any further inquiries or giving additional opinions thereto.

When there were no shareholders making inquiries or asking for amendments thereof, the Master of Ceremonies proposed the Meeting to pass its resolution to approve the dividend payment of 2020; whereas, in this Session, the majority votes of shareholders who attended and cast their votes in the Meeting were required.

Moreover, there were totally 62 shareholders who attended the Meeting in person and by proxies so far and represented 352,307,300 shares or equal to 71.8395% of the total 490,408,365 listed shares.

17/ **Resolution**....

Resolution: The Meeting passed its resolution by the majority votes of shareholders who attended and cast their votes in the Meeting to approve the dividend payment of 2020 and to acknowledge the payment of interim dividends at the rate of 0.30 Baht per share. In total, the dividend payment shall be amounted to 147,122,509.50 Baht as per details of the Presentation proposed to the Meeting, as follows:

Resolution	Votes	%
"Agreed"	352,298,000	99.9973
"Disagreed"	9,300	0.0026
"Abstained"	0	-
Voided Ballots	0	0.0000
Total Votes	352,307,300	100.0000

Agenda 5 **Consideration and Approval of Determination of Directors' Remuneration**

The Chairperson of the Board of Directors assigned Mr. Teeranun Srihong, Chairman of the Nomination and Remuneration Committee, to propose this Session of the Meeting Agenda to the Meeting:

Mr. Teeranun Srihong, Chairman of the Nomination and Remuneration Committee, notified to the Meeting that the Nomination and Remuneration Committee had thoroughly considered and screened for determination of remuneration of the Board of Directors and other subcommittees of the Company for the year 2021 by taking account of the suitability to obligations and responsibilities of directors in comparison with companies in the same group of industry and of similar size, including the operating results of the Company and business growth in 2020.

The Nomination and Remuneration Committee deemed it expedient to determinate regular remuneration and meeting allowances for the Board of Directors and other subcommittees of the Company at the same rates to those of 2020 without any change thereof as per the following details:

Regular Remuneration:

Regular Remuneration (Baht/person/month)	2021 (For Acknowledgment)			2020		
	Chairperson	Executive Director	Non-Executive Director	Chairperson	Executive Director	Non-Executive Director
Board of Directors	37,500	25,000	25,000	37,500	25,000	25,000
The Audit Committee	22,500	-	15,000	22,500	-	15,000

18/ **Meeting**....

Meeting Allowances:

Meeting Allowances (Baht/person/time)	2021 (For Acknowledgment)			2020		
	Chairperson (Non-Executive)	Executive Director	Non-Executive Director	Chairperson (Non-Executive)	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 Nomination and Remuneration 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

Provided that there were no changes of such regular remuneration and meeting allowances from those of the previous year; therefore, it shall be notified to all shareholders for acknowledgment only; and there would be no changes thereof until the Nomination and Remuneration Committee shall have considered and agreed that such remuneration would be unsuitable or not in conformity with the overall economic condition, and it would be proposed to the Board of Directors for consideration and approval by the Shareholders' Meeting for subsequent amendment thereof.

Regarding the annual remuneration, the Nomination and Remuneration Committee deemed it expedient to pay the annual remuneration to the Board of Directors totally amounted to not exceeding 1,305,000 Baht; whereas, the Chairperson of the Board of Directors has received the annual remuneration at the rate of 150,000 Baht, and other 11 directors of the Company have received the annual remuneration at the rate of 105,000 Baht per person. When compared to those of the previous year, the total amount of annual remuneration shall decrease by 435,000 Baht, as per all details of the Presentation proposed to the Meeting.

The Master of Ceremonies asked all shareholders if they had any further inquiries or opinions relating to the determination of directors' additional remuneration and it appeared that there were no shareholders having any further inquiries or giving additional opinions thereto.

When there were no shareholders making inquiries or asking for amendments thereof, the Master of Ceremonies proposed the Meeting to pass its resolution to approve the determination of directors' remuneration of 2021; whereas, in this Session, at least two-third of the total votes of shareholders who attended the Meeting were required.

Moreover, there were totally 62 shareholders who attended the Meeting in person and by proxies so far and represented 352,307,300 shares or equal to 71.8395% of the total 490,408,365 listed shares.

Resolution: The Meeting acknowledged the annual remuneration and the meeting allowances for the Board of Directors and other subcommittees as per the rates proposed; and the Meeting passed its resolution to approve the annual remuneration for the Chairperson of the Board of Directors at the rate of 150,000 Baht and for other 11 directors of the Company at the rate of 105,000 Baht per person and totally amounted to not exceeding 1,305,000 Baht, with at least two-third of the total votes of shareholders who attended the Meeting, as follows:

19/ **Resolutio**n....

Resolution	Votes	%
"Agreed"	352,305,800	99.9995
"Disagreed"	0	0.0000
"Abstained"	1,500	0.0004
Voided Ballots	0	0.0000
Total Votes	352,307,300	100.0000

Agenda 6 **Consideration and Approval of Appointment of Replacement Directors**

The Chairperson of the Board of Directors assigned Mr. Teeranun Srihong, Chairman of the Nomination and Remuneration Committee, to propose this Session of the Meeting Agenda to the Meeting:

Mr. Teeranun Srihong, Chairman of the Nomination and Remuneration Committee reported to the Meeting that the nomination of replacement directors has been considered by the Nomination and Remuneration Committee and as per the Company's Regulations, at each annual ordinary meeting of shareholders, one-third of the total number of directors shall be released from office. This year, there were 4 directors who had to retire by rotation, as follows:

1. Mrs. Patara Sila-On, Chairperson of the Board of Directors
2. Mr. Vitoon Sila-On, Director
3. Mr. Kamtorn Sila-on, Director
4. Mr. Matthew Kichodhan, Director

Whereas, the Company announced on the Company's website inviting shareholders to nominate qualified persons to be selected as the Company's directors. However, it appeared that when the time limit expired, there was no nomination of directors to the Company. The Nomination and Remuneration Committee considered the qualifications and appropriateness according to the laws and the criteria and requirements of the Office of the Securities and Exchange Commission (OSEC) and the law governing public limited companies and also considered qualifications, knowledge, abilities and experiences to be beneficial to the Company's business operation; therefore, the Company has nominated all 4 directors to reassume the office for another term.

Provided that the Board of Directors, represented by directors who had no interests, considered the matter and deemed it expedient to propose the matter to shareholders for consideration and appointment of all 4 directors to reassume the office for another term as may be properly and thoroughly considered by the Nomination and Remuneration Committee; whereby, all 4 nominated people shall have proper qualifications, knowledge and abilities to reassume the office of the Company's directors for another term.

20/ Shareholders....

Shareholders may consider the data and details relating to all 4 nominated directors as per details relating to directors nominating the replacement directors (Attachment No.4) which were sent to all shareholders for consideration together with the Invitation for Shareholders' Meeting.

The Master of Ceremonies asked all shareholders if they had any further inquiries or opinions and it appeared that there were no shareholders having any further inquiries or giving additional opinions thereto.

When there were no shareholders making inquiries or asking for amendments thereof, the Master of Ceremonies proposed the Meeting to pass its resolution to approve the appointment of replacement directors; whereas, in this Session, votes shall be cast for appointment of individual directors, and the individual voting results shall be separated; whereby, in this Session, the majority votes of shareholders who attended and cast their votes in the Meeting were required.

Moreover, there were totally 62 shareholders who attended the Meeting in person and by proxies so far and represented 352,307,300 shares or equal to 71.8395% of the total 490,408,365 listed shares.

Resolution: The Meeting passed its resolution to approve all 4 directors to reassume the office for another term, with the majority votes of shareholders who attended and cast their votes in the Meeting, as follows:

1. Mrs. Patara Sila-On, Chairperson of the Board of Directors

Resolution	Votes	%
"Agreed"	352,307,300	100.0000
"Disagreed"	0	0.0000
"Abstained"	0	-
Voided Ballots	0	0.0000
Total Votes	352,307,300	100.0000

2. Mr. Vitoon Sila-On, Director

Resolution	Votes	%
"Agreed"	352,307,300	100.0000
"Disagreed"	0	0.0000
"Abstained"	0	-
Voided Ballots	0	0.0000
Total Votes	352,307,300	100.0000

21/ 3. Mr. Kamtorn....

3. Mr. Kamtorn Sila-on, Director

Resolution	Votes	%
"Agreed"	352,307,300	100.0000
"Disagreed"	0	0.0000
"Abstained"	0	-
Voided Ballots	0	0.0000
Total Votes	352,307,300	100.0000

4. Mr. Matthew Kichodhan, Director

Resolution	Votes	%
"Agreed"	352,281,900	100.0000
"Disagreed"	0	0.0000
"Abstained"	25,400	-
Voided Ballots	0	0.0000
Total Votes	352,307,300	100.0000

Agenda 7 **Consideration and Approval of Appointment of the Auditor and Determination of Remuneration for the Accounting Period of 2021**

The Chairperson of the Board of Directors assigned Ms. Cattleya Saengsastra, Chairperson of the Audit Committee, to propose this Session of the Meeting Agenda to the Meeting:

Ms. Cattleya Saengsastra, Chairperson of the Audit Committee, reported to the Meeting that to be in compliance with the Public Limited Companies Act B.E.2535, Section 120, the Annual Ordinary Meeting of Shareholders shall appoint the Auditor and shall determine the audit fees of the Company on a yearly basis; whereas, the same auditor may be appointed for not exceeding 7 consecutive accounting years.

Last year, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., having neither relationships nor interests with the Company and its subsidiaries, including executives and the majority shareholders or related parties of such people and having independence to audit and to express opinions on the Company's financial statements, acted as the Company's auditor. The Audit Committee had considered the matter as per "Report of the Audit Committee" included in the Annual Report; and in 2021, the Company has considered and proposed PricewaterhouseCoopers ABAS Ltd., as the auditor of the Company and its subsidiaries; whereas, the Audit Committee and the Board of Directors considered and agreed that the work performances of the Auditor from PricewaterhouseCoopers ABAS Ltd., were at a good level and having acceptable standard of work and the auditing technologies, and having good understanding in the businesses of the Company and its subsidiaries; as a result, the audit work for the year 2021 of the Company were rapid and effective. Therefore, the Audit Committee and the Board of Directors deemed it expedient to propose to the Shareholder's Meeting to consider and appoint the Auditor and to determine the audit fees for the year 2021, with the following details:

22/ 1) It was deemed....

1) It was deemed expedient to nominate PricewaterhouseCoopers ABAS Ltd., as the Auditor for the accounting period of 2021; whereby, any of the following auditors shall be the Company's Auditor for the year 2021:

1.	Mr. Paiboon Tankoon,	CPA No.4298; and/or
2.	Miss Sinsiri Tangsombat,	CPA No.7352; and/or
3.	Mr. Chanchai Chaiprasit,	CPA No.3760

2) Determination of the Auditor's remuneration for the year 2021, as per the following details:

The Company determined the Auditor's remuneration amounted to 2,550,000 Baht, decreased by 430,000 Baht from those of the previous year, thus, excluding other service fees amounted to 320,000 Baht.

Table of Audit Fee Comparison

Auditor's Remuneration	2021 (Year Proposed)	2020
The Company's audit fees (Baht)	2,550,000	2,980,000
Other service fees (Baht)	320,000	440,000
Total (Baht)	2,870,000	3,420,000

The Company's shareholders may consider the detailed data of auditors and the audit fees of the Company for the year 2021 as per data in the Presentation proposed to the Meeting.

In case, the said auditors were unable to perform their duties, PricewaterhouseCoopers ABAS Ltd., shall provide other auditor of the Office to perform the duties of auditing of the Company in place of the said auditors.

The Master of Ceremonies asked all shareholders if they had any further inquiries or opinions and it appeared that there were no shareholders having any further inquiries or giving additional opinions thereto.

When there were no shareholders making inquiries or asking for amendments thereof, the Master of Ceremonies proposed the Meeting to pass its resolution to approve the appointment of the auditor and to determine the auditor's remuneration for the Accounting Period of 2021 as per the details above; whereby, in this Session, the majority votes of shareholders who attended and cast their votes in the Meeting were required.

23/ Moreover....

Moreover, there were totally 62 shareholders who attended the Meeting in person and by proxies so far and represented 352,307,300 shares or equal to 71.8395% of the total 490,408,365 listed shares.

Resolution: The Meeting passed its unanimous resolution to approve the appointment of Mr. Paiboon Tankoon, CPA No.4298 and/or Miss Sinsiri Tangsombat, CPA No.7352 and/or Mr. Chanchai Chaiprasit, CPA No.3760 from PricewaterhouseCoopers ABAS Ltd., as the Auditor for the year 2021. Provided that, in case, the said auditors were unable to perform their duties, PricewaterhouseCoopers ABAS Ltd., shall provide other auditor of the office to perform the duties of auditing of the Company in place of the said auditors; meanwhile, the Company determined the auditor's remuneration for the year 2021 amounted to 2,550,000 Baht and acknowledged other service fees amounted to 320,000 Baht, with the votes, as follows:

Resolution	Votes	%
"Agreed"	352,307,300	100.0000
"Disagreed"	0	0.0000
"Abstained"	0	-
Voided Ballots	0	0.0000
Total Votes	352,307,300	100.0000

Agenda 8 **Consideration and approval of issuing of the Company's ordinary share warrants totally not exceeding 24,520,419 units for proportional allocation to the Company's existing shareholders**

The Chairperson of the Board of Directors assigned Mr. Kamtorn Sila-on, President (Production and Finance), to propose this Session of the Meeting Agenda to the Meeting.

Mr. Kamtorn Sila-on, President (Production and Finance), reported to the Meeting that the Company intended to increase options of investment and to give additional returns to existing shareholders of the Company and to increase the liquidity of trading of the Company's shares as the Board of Directors' Meeting may deem expedient for the Company to issue and allocate ordinary share warrants of S&P Syndicate Public Co., Ltd., No.2 (SNP-W2), totally not exceeding 24,520,419 units, to existing shareholders of the Company as per the shareholding ratio of 20 ordinary shares per 1 unit of warrants. The Company shall use funds received, in case, all warrant holders fully exercised the rights to buy ordinary shares; whereas, it was expected that the Company would receive funds of approximately 24,520,419 Baht to be used as the working capital in business operation of the Company. Important details of warrants are as per summary of important details of ordinary share warrants of S&P Syndicate Public Co., Ltd., No.2 (SNP-W2) submitted to all shareholders together with the Invitation for Shareholders' Meeting.

24/ The Master....

The Master of Ceremonies asked all shareholders if they had any further inquiries or opinions and it appeared that there were no shareholders having any further inquiries or giving additional opinions thereto.

When there were no shareholders making inquiries or asking for amendments thereof, the Master of Ceremonies proposed the Meeting to consider and approve the issuing of the Company's ordinary share warrants, totally not exceeding 24,520,419 units, for proportional allocation thereof to existing shareholders of the Company as per the details proposed; whereas, in this Session, the majority votes of shareholders who attended and cast their votes in the Meeting were required.

Moreover, there were totally 62 shareholders who attended the Meeting in person and by proxies so far and represented 352,307,300 shares or equal to 71.8395% of the total 490,408,365 listed shares.

Resolution: The Meeting considered the matter and passed its resolution to approve the issuing of the Company's ordinary share warrants, totally not exceeding 24,520,419 units, for proportional allocation thereof to existing shareholders of the Company as per the details proposed above, with the majority votes of shareholders who attended and cast their votes in the Meeting, as follows:

Resolution	Votes	%
"Agreed"	352,281,900	99.9927
"Disagreed"	25,400	0.0072
"Abstained"	0	-
Voided Ballots	0	0.0000
Total Votes	352,307,300	100.0000

Agenda 9 **Consideration and Approval of Increase of Registered Capital and Amendment of the Memorandum of Association, Clause 4, accordingly**

The Chairperson of the Board of Directors assigned Mr. Kamtorn Sila-on, President (Production and Finance), to propose this Session of the Meeting Agenda to the Meeting.

Mr. Kamtorn Sila-on, President (Production and Finance) addressed the Meeting that, in order to support the exercise of rights under the Company's ordinary share warrants to be allocated to existing shareholders as per their shareholding ratio, totally 24,520,419 shares with the par value of 1 Baht, the Company needed to increase its registered capital by 24,520,419 Baht by issuing totally 24,520,419 ordinary shares with the par value of 1 Baht from the existing registered capital of 490,408,365 Baht to 514,928,784 Baht, and to amend the Memorandum of Association, Clause 4, accordingly, as follows:

25/ Clause 4....

"Clause 4:	Registered Capital:	514,928,784 Baht	(five hundred and fourteen million, nine hundred and twenty-eight thousand, seven hundred and eighty-four Baht only)
	Divided into	514,928,784 shares	(five hundred and fourteen million, nine hundred and twenty-eight thousand, seven hundred and eighty-four shares)
	With the par value of	1.00 Baht	(one Baht)
	Separated into:		
	Ordinary shares:	514,928,784 shares	(five hundred and fourteen million, Nine hundred and twenty-eight thousand, seven hundred and eighty-four shares)
	Preference shares:	- shares	(-)"

The Master of Ceremonies asked all shareholders if they had any further inquiries or opinions and it appeared that there were no shareholders having any further inquiries or giving additional opinions thereto.

When there were no shareholders making inquiries or asking for amendments thereof, the Master of Ceremonies proposed the Meeting to consider and approve the increase of registered capital and amendment of the Memorandum of Association, Clause 4 accordingly, as per details proposed above; whereas, in this Session, it shall be approved by at least three-fourth of the total votes of shareholders who attended and had their rights to cast votes in the Meeting.

Moreover, there were totally 62 shareholders who attended the Meeting in person and by proxies so far and represented 352,307,300 shares or equal to 71.8395% of the total 490,408,365 listed shares.

Resolution: The Meeting passed its unanimous resolution to approve the increase of the Company's registered capital by 24,520,419 Baht by issuing totally 24,520,419 ordinary shares with the par value of 1 Baht and amendment of the Memorandum of Association, Clause 4 accordingly, as per the details proposed above, with votes, as follows:

26/ **Resolution**....

Resolution	Votes	%
"Agreed"	352,307,300	100.0000
"Disagreed"	0	0.0000
"Abstained"	0	0.0000
Voided Ballots	0	0.0000
Total Votes	352,307,300	100.0000

Agenda 10 **Consideration and Approval of Allocation of New Ordinary Shares**

The Chairperson of the Board of Directors assigned Mr. Kamtorn Sila-on, President (Production and Finance), to propose this Session of the Meeting Agenda to the Meeting.

Mr. Kamtorn Sila-on, President (Production and Finance) addressed the Meeting that since the Company had increased its capital by 24,520,419 Baht from the existing registered capital of 490,408,365 Baht to 514,928,784 Baht by issuing new ordinary shares, totally 24,520,419 shares, with the par value of 1 Baht as per details in Session 9 above. Details thereof are as per information relating to the issuing and offer of new ordinary shares to support the exercise of rights under the Company's ordinary share warrants sent to all shareholders together with the Invitation for Shareholders' Meeting (Attachment No.6).

Therefore, the Company deemed it expedient to propose the matter to the Shareholder's Meeting for consideration and approval of allocation of new ordinary shares of the Company, totally 24,520,419 shares, with the par value of 1 Baht, to support the exercise of rights under the Company's ordinary share warrants to be allocated to existing shareholders as per their shareholding ratio. In case, there are remaining shares due to non-exercise of rights under the Company's ordinary share warrants, the Company shall propose the matter to the Shareholder's Meeting for consideration and reduction of the registered capital.

It was proposed that the Board of Directors or the Executive Committee of the Company or the person assigned by the Board of Directors or by the Executive Committee of the Company should be assigned with powers to take any necessary actions in connection with the offer of new ordinary shares in all respects and to correct words or statements in documents, minutes of the Shareholder's Meeting, Memorandum and/or applications and/or to take any action for compliance with orders of the Registrar to file an application for registration and increase of the Company's registered capital to the Department of Business Development, and to register new ordinary shares as securities in the Stock Exchange and to send data, documents and evidences to the Office of the Securities and Exchange Commission (OSEC), Stock Exchange of Thailand (SET), Ministry of Commerce or other related agencies.

The Master of Ceremonies asked all shareholders if they had any further inquiries or opinions and it appeared that there were no shareholders having any further inquiries or giving additional opinions thereto.

27/ When there....

When there were no shareholders making inquiries or asking for amendments thereof, the Master of Ceremonies proposed the Meeting to consider and approve the allocation of new ordinary shares as per the details proposed above; whereas, in this Session, the majority votes of shareholders who attended and cast their votes in the Meeting were required.

Moreover, there were totally 62 shareholders who attended the Meeting in person and by proxies so far and represented 352,307,300 shares or equal to 71.8395% of the total 490,408,365 listed shares.

Resolution: The Meeting passed its unanimous resolution to approve the allocation of new ordinary shares of the Company, totally 24,520,419 shares to support the exercise of rights under the Company's ordinary share warrants to be allocated to existing shareholders as per their shareholding ratio and to assign the Board of Directors or the Executive Committee of the Company or the person assigned by the Board of Directors or by the Executive Committee of the Company with powers to take any necessary actions in connection with the offer of new ordinary shares as proposed, with votes, as follows:

Resolution	Votes	%
"Agreed"	352,307,300	100.0000
"Disagreed"	0	0.0000
"Abstained"	0	-
Voided Ballots	0	0.0000
Total Votes	352,307,300	100.0000

Agenda 11 **Other Matters (if any)**

The Master of Ceremonies reported to the Meeting that as the Company had published on its website inviting all shareholders to propose the meeting agenda to the Meeting for consideration in advance but there were no shareholders proposing the meeting agenda to the Company; therefore, there were no presentation of any other matters to the Meeting for consideration and approval, and there shall be no passing of any resolution in this Session.

The Master of Ceremonies asked all shareholders if they had any further inquiries or opinions.

Mr. Settapak Kanchanasupasiri, a shareholder, made inquiries on the progress relating to delta-type restaurants, the number of branches in operation, profitability and gross sales of nearby branches.

28/ Mr. Vitoon....

Mr. Vitoon Sila-On, the Chief Executive Officer, clarified to the Meeting that the Company has continuously given the importance to the delivery business, and the Company has been determined to provide services to its customers more closely. There were 2 patterns of opening of delta-type restaurants, i.e., opening of new restaurants such as Prannok Branch, and change of type of existing restaurants; whereby, delta-type restaurants shall provide take-home and delivery services with the target of opening 15 branches of delta-type restaurants within the first half of the year 2021; and at present, there are 7-8 branches which have been open, and the opening of delta-type restaurants had no impacts on the decreasing gross sales of nearby branches but helped increase the gross sales of the Company.

Mr. Settapak Kanchanasupasiri, a shareholder, made inquiries that since the incomes of the year 2020 decreased from the level of 7 billion Baht which has been generated by the Company for several years; and therefore made inquiries if the Company had any work plan to generate the gross sales to the same or equivalent level; and in case, COVID-19 Pandemic situation has been recovered, what is the targeted growth rate of the Company and areas of growth of gross sales.

Mr. Vitoon Sila-On, the Chief Executive Officer, clarified to the Meeting that, during the past 1-2 years, the Company had its average income of approximately 7 billion Baht; and in 2020, the Company's income has decreased due to the COVID-19 situation and temporary closure of several branches, particularly those located at airports. At present, the Company has emphasized its generation of profitable growth; however, the COVID-19 situation built up opportunities for the Company to develop its works properly and more flexibly; as a result, the Company could generate its profits more effectively. Therefore, when the Company could generate its gross sales at the level of 7 billion Baht, its profitability rate would be better than those in the past.

Mr. Settapak Kanchanasupasiri, a shareholder, made inquiries relating to the progress of Smart Distribution Center Project, details of potential cost reduction, impacts from quarterly depreciation and interest, and worthiness of cost reduction to depreciation and interest.

Mr. Kamtorn Sila-on, President (Production and Finance) clarified to the Meeting that the construction of Smart Distribution Center was part of the strategy of logistic centralization relating to 4 factories and warehouses. In 2020, new supply chain units have been established, and the Company has started its operation as per the logistic centralization strategy. Therefore, the Company has started reducing its logistic costs; meanwhile, the quarterly depreciation has increased by 6,000,000 Baht, and the quarterly interest has increased by 1,500,000 Baht, or totally amounted to approximately 30,000,000 Baht per year. The Company has repaid the loan principal to lenders equal to approximately 50%; therefore, the amount of interest would gradually decrease, and the cost reduction from the construction of Smart Distribution Center would help compensate the depreciation and interest incurred.

Mr. Settapak Kanchanasupasiri, a shareholder, asked whether the second and the third waves of COVID-19 Pandemic affected the gross sales of the Company or not and the tendency of its operating result in the second quarter of 2021 when compared to those of the second quarter of 2020.

29/ Mr. Vitoon....

Mr. Vitoon Sila-On, the Chief Executive Officer, further clarified to the Meeting that, in 2020 and 2021, the Company had its Business Continuity Plan (BCP) to keep up with the COVID-19 situation. Regarding its BCP in 2021, the Company has emphasized on 4 principles, including 1) convenient services both in terms of delivery service provision and distribution through other channels; 2) valued brand, emphasizing on its main goods, i.e., birthday cakes and Thai foods; 3) safety for employees and customers; 4) profit focused, emphasizing on the generation of profits; whereby, the operating result in the second quarter of 2021 would receive benefits from its corporate downsizing policy. In addition, the Company has started to use S&P Application for more convenience to its customers in using its delivery services, and the Company would then extend the use of membership system completely within the second quarter of 2021.

Mr. Settapak Kanchanasupasiri, a shareholder, made inquiries relating to the situation of restaurant business in foreign countries and incomes from restaurants in foreign countries during normal period of time.

Mrs. Kessuda Raiva, Chairperson of the Executive Committee clarified to the Meeting that, in England, Switzerland and Austria, people have been widely vaccinated; therefore, business operation in those countries would return to normal by the end of 2021. In addition, regarding the policy of business support from the public sector both in terms of workers and tax, in the previous year, it helped improve the operating results of restaurants satisfactorily in foreign countries, and the situation would be better in 2021. In England, at present, the Company has opened 1 branch of a take-home restaurant, and it was predicted to be fully open in all 5 branches in middle of May 2021.

Then, the Master of Ceremonies reported to the Meeting that when there were no shareholders having any further inquiries or giving additional opinions thereto, the Master of Ceremonies invited the Chairperson of the Board of Directors to address and close the Meeting.

Moreover, during the Meeting, there were additional shareholders and proxies attending the Meeting, and at the end of the Meeting, there were 20 shareholders who attended the Meeting in person representing 140,142,075 shares, and there were 42 shareholders who attended the Meeting by proxies representing 212,615,225 shares. In total, there were 62 shareholders attending the Meeting and representing totally 352,307,300 shares or equal to 71.8395% of the total 490,408,365 listed shares.

The Chairperson of the Board of Director addressed to close the Meeting and to appreciate all shareholders attending the Meeting; and the Meeting was close at 15.37 hrs.

- Patara Sila-on-

(Signature)....., Chairperson of the Meeting

(Mrs. Patara Sila-On)

-Patamawalai Ratanapol-

(Signature)....., Secretary to the Meeting

(Mrs. Patamawalai Ratanapol)