



S&P ANNUAL REPORT - 2015 -





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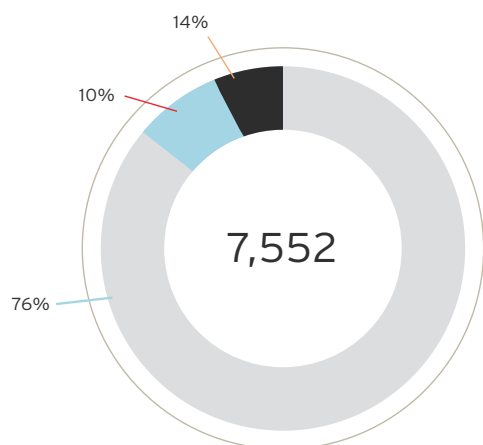
*To be the most favorite brand
of Thai restaurant & bakery*

Financial Highlight

	2013	2014	2015
Statements of Profit or Loss (Million Baht)			
Total Revenues	7,094	7,347	7,631
Revenues from Sales and Services	7,000	7,257	7,552
Gross Profit	3,196	3,320	3,554
Profit before Finance Costs and Income Tax Expenses (EBIT)	802	633	766
Net Profit	626	498	606
Statements of Financial Position (Million Baht)			
Total Assets	3,539	3,625	3,807
Total Liabilities	1,248	1,306	1,308
Shareholder's Equity	2,291	2,319	2,499
Paid-up Capital	490	490	490
Finance Ratio			
Gross Profit Margin (%)	45.66	45.75	47.06
Net Profit Margin (%)	8.82	6.78	7.94
Return on Major Shareholders' Equity (%)	28.92	22.43	26.10
Return on Assets (%)	17.92	13.73	16.31
Liquidity Ratio (Times)	1.47	1.37	1.48
Debt to Equity Ratio (Times)	0.54	0.56	0.52
Per Share Data* (Baht per Share)			
Closing Price as of December 31	27.00	27.00	28.00
Par Value	1.00	1.00	1.00
Book Value per Share	4.67	4.73	4.91
Earning per Share	1.28	1.01	1.23
Dividend per Share	1.10	0.80	1.10
Dividend Payout Ratio (%)	86.17	78.82	89.00

Revenue 2015

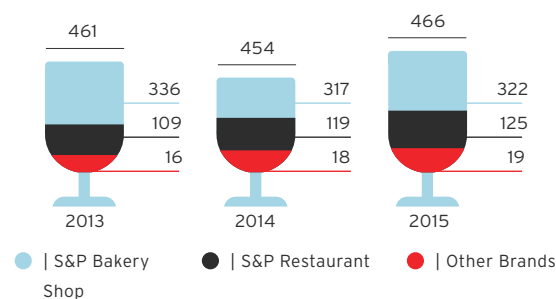
REVENUE FROM SALES AND SERVICES
BREAKDOWN BY DISTRIBUTION CHANNEL



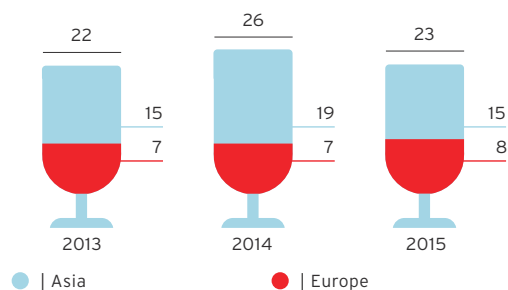
5,753 — | Domestic Restaurant & Bakery Shop
776 — | Packaged Food & Bakery Trading
1,022 — | Overseas Restaurant
1 — | Others
7,552 — | Total

Million Baht

NUMBER OF DOMESTIC OUTLETS

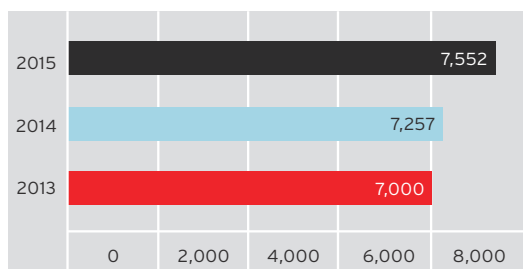


NUMBER OF OVERSEAS RESTAURANTS

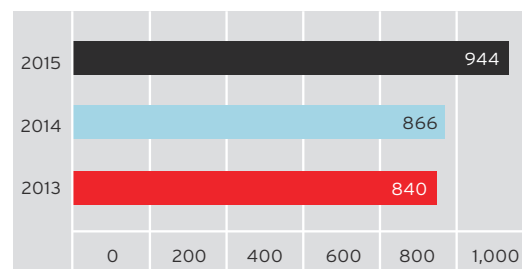


2015 Performance

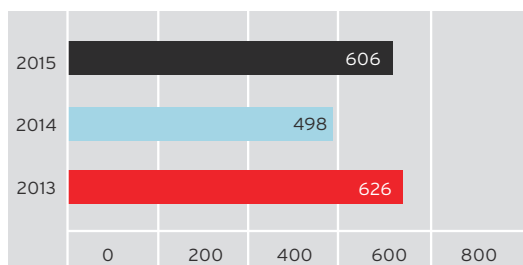
REVENUE FROM SALES AND SERVICE Million Baht



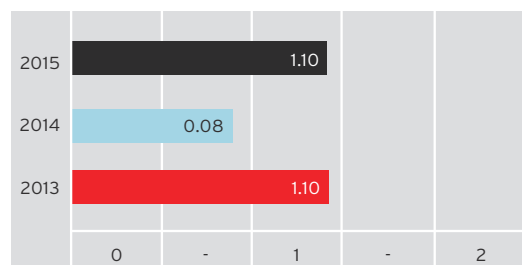
OPERATING CASHFLOWS Million Baht



NET PROFIT Million Baht



DIVIDEND PER SHARE Baht per share



Board of Directors



MRS.
PATARA
SILA-ON

| Chairperson



MR.
PRAVESVUDHI
RAIVA

| Executive Chairman



LT.
VARAKORN
RAIVA

| Vice Chairperson



MRS.
KESSUDA
RAIVA

| President/
Nomination and Remuneration Committee/
President of S&P Global Co., Ltd.



MS.
SOPHADEE
UTTAMOBOL

| Independent Director/
Audit Committee Director



MS.
CATTLEYA
SAENGSASTRA

| Independent Director/
Chairperson of the Audit Committee



MR.
AVIRUTH
WONGBUDDHAPITAK

| Independent Director/
Chairperson of Nomination and
Remuneration Committee



MR.
KACHORNDEJ
RAIVA

| Director



MRS.
PATAMAVALAI
RATANAPOL

| Director/
Nomination and Remuneration
Committee



MR.
PIYA
SOSOTHIKUL

| Independent Director/
Audit Committee/ Nomination and
Remuneration Committee/
Risk Management Committee



MR.
VITON
SILA-ON

| Director and Company Secretary/
Chairperson of Risk Management
Committee/ Senior Vice
President - Domestic Operations



MR.
JOHN SCOTT
HEINECKE

| Director/
Risk Management Committee

Message from Chairperson



/// ... We encourage own personnel to work from
the heart, to have passion and pay attention to details
in order to deliver impressive
services to all of our customers. ///

Dear Shareholders,

S&P has reached our 43rd year of operation. We have been through many circumstances and still grow steadily to achieve our vision "To be the world Favorite Brand of Thai Restaurant & Bakery".

S&P commits to deliver the best products and services to our customers with all-round developments over the past year, including a bakery factory in Lamphun. We have prepared people to support our business expansion within the country and overseas by providing in-house expertise and specialized courses through S&P Learning Center and several dual-vocational training programs. S&P is recognized by Vocational Colleges to be a leading organization that helps youth to develop good characters and skills for future careers. Moreover, we encourage our personnel to work from the heart, to have passion and pay attention to details in order to deliver impressive services to all of our customers.

On behalf of the Board of Directors, I would like to express my gratitude to our shareholders, business partners, valued customers, as well as to our management team and employees for their ongoing trust and support. We will continue to adhere to good governance and to maintain S&P quality standard in delivering best services and quality products, to uphold our name 'S&P' for "Super Service and Premium Products".



Patara Sila-On
Chairperson

Message from President 2015



Successful performance in 2015 was a result of effort and hard work of all employees and the management along with strong support from our customers, business partners and all shareholders.

Dear Shareholders,

In the past year, we have pursued our holistic company strategy, along with the input from every department to ensure that S&P will still remain everyone's favorite restaurant & bakery. This aligns with our vision "To be the Most Favorite Brand of Thai Restaurant & Bakery".

Branding : Although S&P is a renowned brand that has been with Thai people for over 40 years, we never stop learning about our consumers. We continue to offer new products and services for our customers in order to reiterate our commitment to constant development, expansion to new markets with an ever-increasing number of branches as well as brand building through digital marketing.

Growth : Aside from implementing plans to invigorate sales in existing stores, through methods such as promotions, introducing new products and renovating our restaurants' interiors, we have also strategically chosen new, potentially high traffic locations for upcoming branches. S&P, along with other brands under our management has achieved sales that went onto increase our company's growth by 4%. Furthermore, we have built our brand further according to consumer needs and also according to the needs of the market.

Manufacturing and Trading Business : A big accomplishment for us this year was the ability to control our production cost, according to our target. Not only did this allow us to not overspend, it also increased our company's profit. Our trading channels similarly demonstrate an impressive growth. Not only did our sales increase from 2014 by 10%, we also faced the positive challenge of distributing S&P's renowned moon cake to China, further implementing our brand image.

Overseas Expansion : In 2015, we also opened another branch of the Patara Restaurant in Berners Street, London, which is the first project born out of our new partnership with Minor Group. Our shared goal is to further implement and strengthen business in the United Kingdom. Aside from that, we have also been infiltrating AEC region; S&P has opened its first branch in Cambodia for over a year, and received positive feedback and success, which further instills confidence regarding the market growth of this region. We are aiming to open two more branches in Cambodia in the near future, along with branches in neighbouring countries.

Innovation and System Development : In the past year, we have invested in the SAP ERP system which works at organizing our resources to ensure that they are effectively utilized. 2015 was a crucial planning period for those involved in the Company in order to lay out the blueprints to ensure that the launch of this system runs smoothly in 2016.

People Development : We emphasize on sustainable human resource development by providing all our staff with series of trainings on specialized skills for, among others, kitchen section, beverage section, bakery shop, and service while organizing management skill trainings for every executives. We also nurture our people through S&P Learning Center where we provide education to disadvantaged students from all over the country and offer them jobs right after graduation. At the same time, we co-organize professional trainings with vocational colleges around the country. In addition, we established scholarships at several education institutions for undergraduate students, preparing them with necessary knowledge and skills for restaurant and bakery business. Last but not least, we engage our staffs in various CSR activities including mind development courses (Baan Raiva) so that they become assets of the organization and the society at large.

Successful performance in 2015 was a result of effort and hard work of all employees and the management along with unwavering support from our customers, business partners and all shareholders. I would like to take this opportunity to thank all of the parties. I promise I will continue to lead S&P to a sustainable growth.



Kessuda Raiva
President



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Nature of Business

Company's History

Restaurant and Bakery business group was founded in October 14, 1973. From food, ice cream and desserts restaurants in Soi Sukhumvit 23 (Soi Prasarnmit), the Company introduced its bakery line and become the leader in custom-made cake decoration and cartoon-designed cake in Thailand as well as in impressive package designing. S&P food and bakery are well-accepted by customers which support the store expansion in major areas in Bangkok and upcountry. In 1980, the Company opened its landmark outlet in Siam Square and applied new marketing strategy to bring in more customers. In addition to this, S&P was among the first operators that opened its restaurant in the department store. For the upcountry expansion, Chiang Mai was where S&P had its first provincial outlet.

In 1989, S&P Syndicate Public Company Limited was listed in the Stock Exchange of Thailand. The Company has invested in both restaurant and bakery businesses under the brand "S&P". There were S&P restaurants and S&P bakery shops to respond to customers' requirement. The Company has built the "S&P" brand to be broadly well-known. Moreover, the company has been very successful in introducing new brands such as the contemporary Thai restaurant brand Patara; the international restaurant brand Patio; the high quality food in unique ambience restaurants brand Vanilla; the quality coffee outlet brand BlueCup; Thai sweets brand Simply Thai; cookies brand Delio; Carrageenan jelly brand Jelio Jelly. Significantly, S&P is deemed as the pioneer and still the leader in moon cake market with two quality brands, S&P and Golden Dragon, and with its well-designed and premium package.

For the overseas business, the Company opened its first Thai restaurant under the name Patara in London, England, in 1990. The restaurant was well-accepted and improved popularity of Thai food in overseas market. The Company opened more Thai restaurants later. As of December 31, 2014, the Company has totally 25 overseas restaurants in 7 countries around the world; England, Switzerland, Austria, Taiwan, Singapore, China and Malaysia, under various brands including Patara, SUDA, Siam Kitchen, Bangkok Jam and Bangkok Best Bristro.

For ready-meal business, the Company has introduced frozen ready-to-eat food under the brand "Quick Meal" and sausage products to accommodate changing consumer's preference and lifestyle. The Company has continued to invest in ready-meal research and development to respond to customer's demand by focusing on food quality, taste and menu variety. Moreover, S&P Group is the leader in catering business under the brand Caterman, and food delivery service (Delivery: 1344). Moreover, in order to expand its business to cover wider range of customer groups especially those admirers of Japanese cuisine, in 2012 the Company has brought Maisen - a top brand in Tonkatsu restaurant in Japan - to open its first outlet abroad for the first time. Recently in 2013, the Company introduced a Japanese restaurant serving authentic kaiseki cuisine under the brand Umenohana; also the first time to have outlet outside Japan.

The year of 2015 auspiciously marked the 42 years of its operation, in order to be the leader in food and bakery business, the Company has striven to develop and create the new products as well as to expand its business to cover all over the country and abroad without failing to offer its customers with the quality products and good service.

Business Overview

S&P Syndicate Public Company Limited and its subsidiaries operate business related to restaurants, coffee and beverages, bakery, and ready to eat food, and produces various food products under the name S&P. Details of operation, product and service types, and structures of the Company are as follows.

1. Domestic Business Group

As of December 31, 2015, the Company operates 466 restaurants and bakery stores under S&P brand, contributing most to the Company's revenue. The Company positions each store-type differently to better serve different groups of customers. S&P restaurants and bakery store will focus on mass market, while other specialty restaurant brands will target more unique customers. Details of domestic restaurant and bakery business of the Company are as table below.

Restaurant and Bakery Shop	Number of outlets		
	Bangkok & Suburb	Upcountry	Total
S&P Bakery Shop	118	204	322
S&P Restaurant & Bakery	66	59	125
Vanilla Group	5	-	5
BlueCup	1	1	2
Patio	1	-	1
Patara	1	-	1
Grand Seaside	-	1	1
Maisen	7	1	8
Umenohana	1	-	1
Total	200	266	466

Remark: The Company operates 245 BlueCup coffee corners in S&P restaurants and bakery shops.

In addition to this, the Company also provides food delivery service (1344), catering service (Caterman) and also trading business.

1.1 Business Group under S&P Syndicate

1 | S&P Restaurant & Bakery

S&P restaurant offers a variety of Thai food and international food, beverage and dessert, such as, BlueCup drink, bakery product, ice-cream under named, as well as various ready-meal products. The Company pays attention to details, quality, freshness, hygiene, safety, together with selecting the best raw materials and creating menu by professional chef with targeting middle-class family, teenagers and working people. The restaurant provides eat in, take away and delivery services. The customer can buy tasty frozen ready-to-eat meal, cookies, and Thai sweets. It is a family restaurant for everyone, everything and everywhere.



2 | S&P Bakery Shop & Corner

The Bakery shops offer all kinds of bakery products, sandwich, coffee and ready-to-eat meal to customers in general community areas, such as supermarkets, department stores and offices to offer customers access to the company's drinks, coffee, cake, cookie, sandwich, bread and ready-to-eat meal. The branches are mainly located in Bangkok and major cities in Thailand.





3 | BlueCup Coffee

BlueCup Coffee is quality coffee outlets in the S&P shop and restaurant. It started up for the first time on January 21, 2002 at Siriraj Hospital, which at that time the coffee market has just developed in Thailand. According to the potential and the resources available, S&P has to offer the customer the quality coffee, and was the origin of the name BlueCup Coffee ever since. BlueCup Coffee presents in 250 S&P sales outlets all over the country. In addition to this, BlueCup Coffee also has a standalone-store type with its first outlet at Central World Shopping Plaza and Complex and the latest one at Suvarnabhumi Airport. The goal of BlueCup Coffee is to be a leading coffee shop in the minds of consumers in Thailand that offers quality coffee with delicious food and bakery in a casual atmosphere. The company plans to expand the BlueCup Coffee to the target market all over the country.



4 | Delivery 1344

S&P Group provides home and office delivery services for its products through 1344 "hotline" to meet every customer's need and life style with fresh food and fast delivery. We deliver you not only food and services but also value and convenience.



5 | Caterman

Ideal catering service for any functions or special events. Our arrangements are completely professional and overseen by a team of specialists. The catering menu, including Thai and international cuisine, is constantly revised with new selections to offer clients more varieties.

6 | Trading Business

Aiming to facilitate our customers to easily access to our products in other channels besides our S&P restaurants and bakery shops, the Company thus established Trading Business Department to look after this channel specifically. Under this trading business, we have products been created under S&P brand in various categories such as sausage under brand S&P Premo, cookies and snack under brand S&P Delio, frozen food under brand S&P Quick Meal, caragenan jelly under brand S&P Jelio and also moon cake under brand Golden Dragon. These products were distributed via domestic modern trade including hypermarkets, department stores, and convenient stores. Moreover, we also offer producing OEM products for various food chain customers as well as export some products abroad.



7 | Vanilla Group

Vanilla Group is a brand targeting the stylish, confident teenagers and the young professional customers. The restaurants under Vanilla Group offer high-quality food in a unique ambiance.

• Vanilla Brasserie: Café/Pâtisserie Salon de the Creperie/Chocolatier/Confiserie

Inspired by French Cafe, the restaurant is designed to fit modern lifestyle customers who come to shop at luxurious department store Paragon Shopping Mall. The restaurant offer creative menu, such as crepe, salad, sandwich, chocolate, French sweets, and souvenir.

• Vanilla Café: Japanese Style Café

Italian-Japanese restaurant designed in Japanese Retro style emphasizing on simplicity. The restaurant offers privacy and a variety of Japanese dishes. The restaurant is attracted by the variety of Japanese sweets same as the party at your friend place. This considers as a choice of the high-end customer.

• **Vanilla Home Café: Quick Lunch & Street Food**

Easy Thai local food restaurant which emphasizes on high quality and freshness of raw material and carefully cooking, together with various bakery products, drinks and Thai sweets.

• **Vanilla Bakeshop**

Based on the concept of industrial look, this homemade pastry and dessert café is mainly built with steel, wood and ceramic while allowing the texture of decorative materials to reveal its true nature. Menus are mainly served in sharing style. Besides, there is in-store corner to offer chef's table food and cooking workshop as well.

• **Vanilla Cafeteria**

The newest Vanilla concept located in Bangkok's newest shopping complex, The EmQuartier, "Vanilla Cafeteria" is the hottest spot in town to hang out with either friends, family and your loved ones. Beautifully decorated in Art Deco style, this full service cafeteria offers a wide range of menu selections from the famous Vanilla main dishes, pasta, and appetizers as well as the best selections of coffee, tea, and bakery.



8 | Patio: Delicatessen

The international restaurant serves the specific group of customer who prefer the international Home Style Cooking in the simply and relax atmosphere.



9 | Patara : Fine Thai Cuisine

The restaurant offers stylish Thai cuisine for business gatherings and special occasions. The décor evokes feelings of traditional yet comfortable Thai hospitality. The restaurant has received the Thailand Best Restaurant award 9 years running.



10 | Grand Seaside: Seafood

The restaurant offers seafood and Thai fusion food in a relaxing ambience at Laem Farn, Sriracha, Chonburi Province.

1.2 Business Group under Subsidiary Companies

1 | S&P Asset Co.,Ltd.

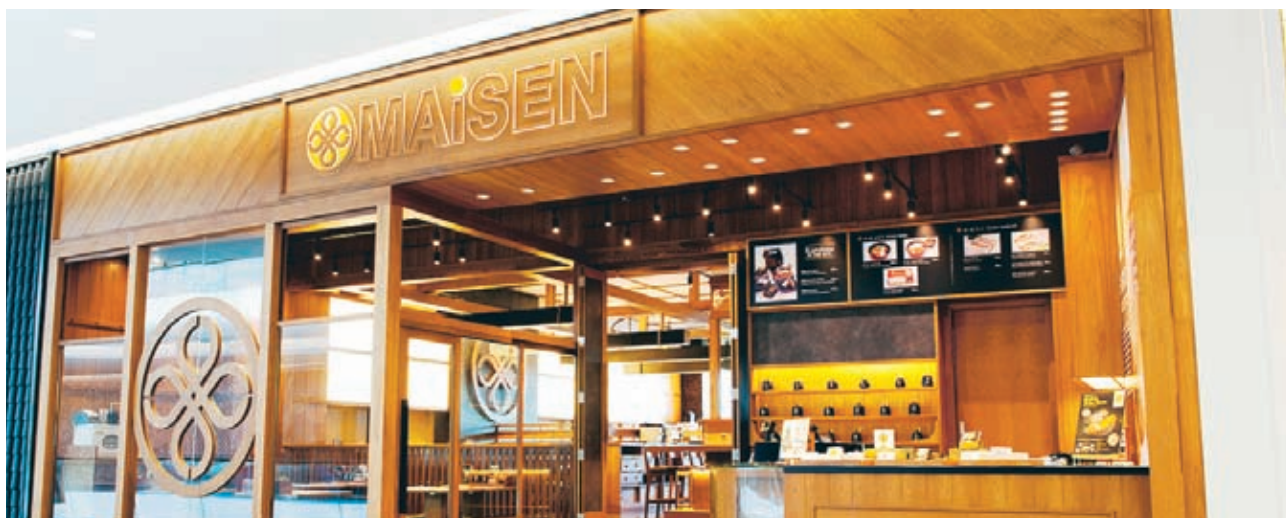
Paid up capital of Baht 1 million, of which the company holds 99.93% and engages in real estate development.

2 | S&P International Foods Co.,Ltd.

Established on July 27, 2012 to operate restaurant business in Thailand with the paid up capital of Baht 50 million where 99.99% of its shares are held by the company. It currently operates a franchise Japanese restaurant "Maisen".

• Maisen

"Tonkatsu Maisen", a top brand in Tonkatsu restaurant in Japan since 1965, well-known for Tonkatsu as soft enough to cut with chopsticks, making a big step for 48th Anniversary by consenting business alliance with S&P to introduce soft pork-deep-fried with a breadcrumb coating that spreads like a blooming flower, served with an original sauce.



3 | Umenohana S&P Co.,Ltd.

Established on June 7, 2013 to operate Japanese restaurant and food products in Thailand with the paid up capital of Baht 25 million where 60% of its shares are held by S&P Syndicate Public Company Limited and another 40% are held by Umenohana Co.,Ltd. It currently operates a franchise Japanese restaurant "Umenohana"

• Umenohana

Umenohana is a Japanese restaurant with three main concepts as follows;

- (1) it is an authentic kaiseki cuisine deeming that the food consumption is not merely feeding one's hunger but fulfilling one's inner satisfaction,
- (2) It offers beyond-expectation deliciousness focusing that each dish must always be special, especially its signature dishes - those menus made of Tofu or King Crab, and
- (3) It provides customers with unforgettable experience from well and consistently trained staff.



1.3 Business Group under Associate Companies

1 | HD Distributors (Thailand) Co.Ltd.

Paid up capital of Baht 100 million, of which the company holds 49 % and engages in importing of Häagen Dazs ice-cream.

• Häagen Dazs Café: Super Premium Ice-Cream

The world's super-premium ice-cream with the finest ingredients from around the world, Häagen Dazs ice-cream is crafted to be the best, rich ice-cream. The customers can feel the special moment at 38 Häagen Dazs Cafés and many more in hotels, restaurants, hypermarket and leading supermarkets.



2 | Foodhouse Catering Services Co.Ltd.

Paid up capital of 10 Baht million, of which the company holds 49.97% and engages in various food businesses related such as operation of canteens, food production, contracts, food preparation for institutions such as hospitals, factories, and school. His is a joint venture with Property Care Services (Thailand) Co. Ltd., a subsidiary of OCS (U.K.) Co. Ltd. under the brand "Foodhouse".



3 | MSC Thai Cuisine Co.Ltd.

Initial registered capital of Baht 40 million, the Company held 50% of such company's authorized share capital. Subsequently in February 2015, such joint venture increased authorized share capital to Baht 50 million and offered all new shares to a company. Thus, the percentage of shareholding of the Company decreased from 50% to 40% of such joint venture. The joint venture operates MSC Thai Culinary School.

• MSC Thai Culinary School

MSC fundamentally focuses on developing chefs to meet international standard. By doing so, the school has thus prepared courses for those who wish to be a professional chef and master in cooking Thai food. The school aims to cultivate chef for food service industry ranging from restaurants to hotels domestically and internationally.



2 | International Business Group

The company proudly represents Thai culture on cuisine aspect in the foreign countries. As of December 31, 2015, the Company operates 23 restaurants in 6 countries as follows

	England	Switzerland	Austria	Singapore	China	Cambodia	Total
Patara	5	1	1	1	1	-	9
SUDA	1	-	-	-	-	-	1
Siam Kitchen	-	-	-	4	-	-	4
Bangkok Jam	-	-	-	8	-	-	8
S&P	-	-	-	-	-	1	1
Total	6	1	1	13	1	1	23

2.1 S&P Global Co.Ltd.

Paid up capital of Baht 50 million, of which the company holds 80% and operates restaurants abroad, as follows:



• **Patara: Fine Thai Cuisine**

Authentic Thai cuisines in modern and elegant environment with the western modern concept, Patara restaurant chain has 5 restaurants in England, one in each country of Switzerland, Singapore, China and Austria.



• **SUDA: Thai Cafe Restaurant**

The latest sister brand from S&P Global, is a Thai restaurant which celebrate the richly diverse cuisine of Thailand, made relevant for the 21st century young consumer worldwide.

2.5 S&P International Foods (Cambodia) Co.Ltd.

This company registered in April 30, 2014 with the paid up capital of Riel 10 million (equivalent to Baht 14.88 million) and 99.96% of its shares were held by S&P Syndicate Public Company Limited. It operates a restaurant business in Cambodia. At the present, there is one outlet at AEON Mall in Phnom Penh, Cambodia.



• **Siam Kitchen: Authentic Thai Restaurant**

Siam Kitchen chain is well-accepted in Singapore. The Halal certified chain and is the only brand accessible for Muslim consumers. It is now operating 4 outlets.



• **Bangkok Jam (Singapore): Thai and Pan-Asian Cuisine**

Thai cuisine that is influenced by Asian countries, targeting young and active life style professional group.



Products and Services

1 | Bakery Products

Being the leader in cake and bakery products for more than 40 years, the company continues to introduce new products and packaging designs to satisfy customers of all ages, professions, and demographics in a competitive manner. Improvements of new products encompass quality raw materials, freshness, and taste to stay true to our slogan "S&P Simply Delicious".



1.1 | Cake

From our long experience in making cakes to satisfy our loyal customers, we have always been meticulous about selection of raw materials and ingredients so that we produce the best and most delicious cakes for our customers. Developing new styles, being creative in cake decoration, the company's goal is to have our products represent dedication and commitment to producing the best products for our customers. Products under this group includes pound cake, individual cake, cupcake, and frozen cake.



1.2 | Puff and Pastry

Our patisserie products emphasize freshness and taste. Our pies and puffs are unique as our process allows us to achieve 144 layers of dough and butter leading to crispness and lightness. We also offer croissant & Danish with soft flour texture and authentically fresh butter; these include French style croissant, croissant hotdog roll and Danish spinach. Besides, our pizza products are ready to eat with no need to add extra seasoning as we have prepared them with intense flavors, as preferred by local tastes.



1.3 | Fresh Bread

Bread is divided into bread with filling, both savory and sweet; and sandwich bread, which comes in several flavors. Moreover, we give importance to healthy products and have introduced new healthy choices such as GABBA rice, high calcium bread, pumpkin bread, and carrot bread.

1.4 | Cookies

We use real butter making our cookies fragrant, crisp, and delicious. We offer many types of cookies with a variety of beautiful packaging, the classic cookies such as milk, butter, coffee and pandan, crispy light cookies such as almonds, chocolate chip and pistachio, Danish cookies, fancy cookies such as butter, Tiramisu, chocolate malt and caramel, premium cookies such as chocolate chip, almonds, Earl Grey, Mocha Almond and Short Bread that have more butter than other cookies. For Lava cookies, premium cookies with melted chocolate inside, we offered two styles: Chocolate Lava cookies and chocolate chip Lava cookies.

The company has created a brand Delio cookies to deliver various types of cookies and expand the customer base. For an assorted cookies distributing at S&P outlets, hypermarkets, supermarkets, convenience stores and mini-marts in both Bangkok and the provinces.



1.5 | Moon Cake

The Company is dedicated to delivering fresh Moon Cake with longer shelf life. As a leader and well accepted by the customer of S&P and Golden Dragon Mooncake, each year we offer a variety favors of Moon Cake filling to meet the needs of consumers. Apart from the taste of the products carefully selected, S&P also featured on the packaging, the classic design of peonies, a sacred symbol of good health, fortune, prosperity, lasting love and wealthy family that make an impression on the recipient as well.



1.6 | Thai Sweet Delicacies

In addition to a variety of both traditional and contemporary Thai sweets in irresistible packages, the Company also offers some indigenous and rarely found Thai desserts as well as a refined blend of Thai and western flavors.



2 | Food Products

2.1 Food at S&P Restaurant

Since our first store, S&P has offered some food menus: starting with those simple dishes with taste that impressed many customers. Some of those menus are still popular up to now such as S&P Rice with Roasted Chicken, Fried Glass Noodles Thai Style with Prawns, Rice with Prawns and Bird Chili, American Fried Rice, Rice Vermicelli with Fried Chicken in Roasted Chili Sauce. Later on, in response to the request from our customers, more varieties have been added ranging from appetites, salad, sandwich, pasta, Japanese food, vegetarian food, main dishes and also desserts. In addition to this, in some period or festival of the year we also offer special menus to our customers; some even become our signature dish such as Khao Chae.



2.2 Frozen Food: Quick Meal

A pioneer in the frozen food industry, S&P has consistently sought to invest in R&D and innovation new products to better meet customers' demands. S&P frozen food offers not only impressive varieties, but also carefully cooked to ensure tastiness and healthiness. Our packaging design is not only modern look, but convenient by shorten cooking time to response to the modern life style. We constantly develop our new frozen food products as in the past year, we introduced various new menus including Stir-Fried Salmon with Thai Herbs and Rice, Black Glutinous Rice in Coconut Cream, Water Chestnut Coated with Tapioca Starch in Coconut Cream.



2.3 Sausage: Premo

We have various types of sausage, ham, and bacon under "Premo" brand to meet diverse demands of middle-to-upper group customers. With our exclusive formula, we select the finest quality of meat and delicately produce it under high standards to ensure excellent quality products. S&P Sausages are distributed through modern trade channels nationwide. In the past year, the company has continuously introduced new products to the market including Italian with Mozzarella Cheese Sausage, and Pork Basil Sausage.



2.4 Caragenan Jelly: Jellio Jelly

Seeking to innovate a new product line, we offer caragenan jelly in the forms of both ready-to-eat fruit jelly in cups and ready-to-drink fruit juice in bottles high of vitamin C. The latest one introduced in 2013 is blackcurrant flavor.

2.5 Dry Mix: Royallee

Dry Mix products awarded with the Certified International Quality Standards. Our products include food coloring, custard powder, etc.

2.6 Delicatessen

S&P produced the international food under brand "Patio" such as, dressing, soup etc., distributing in S&P outlets and leading supermarket.

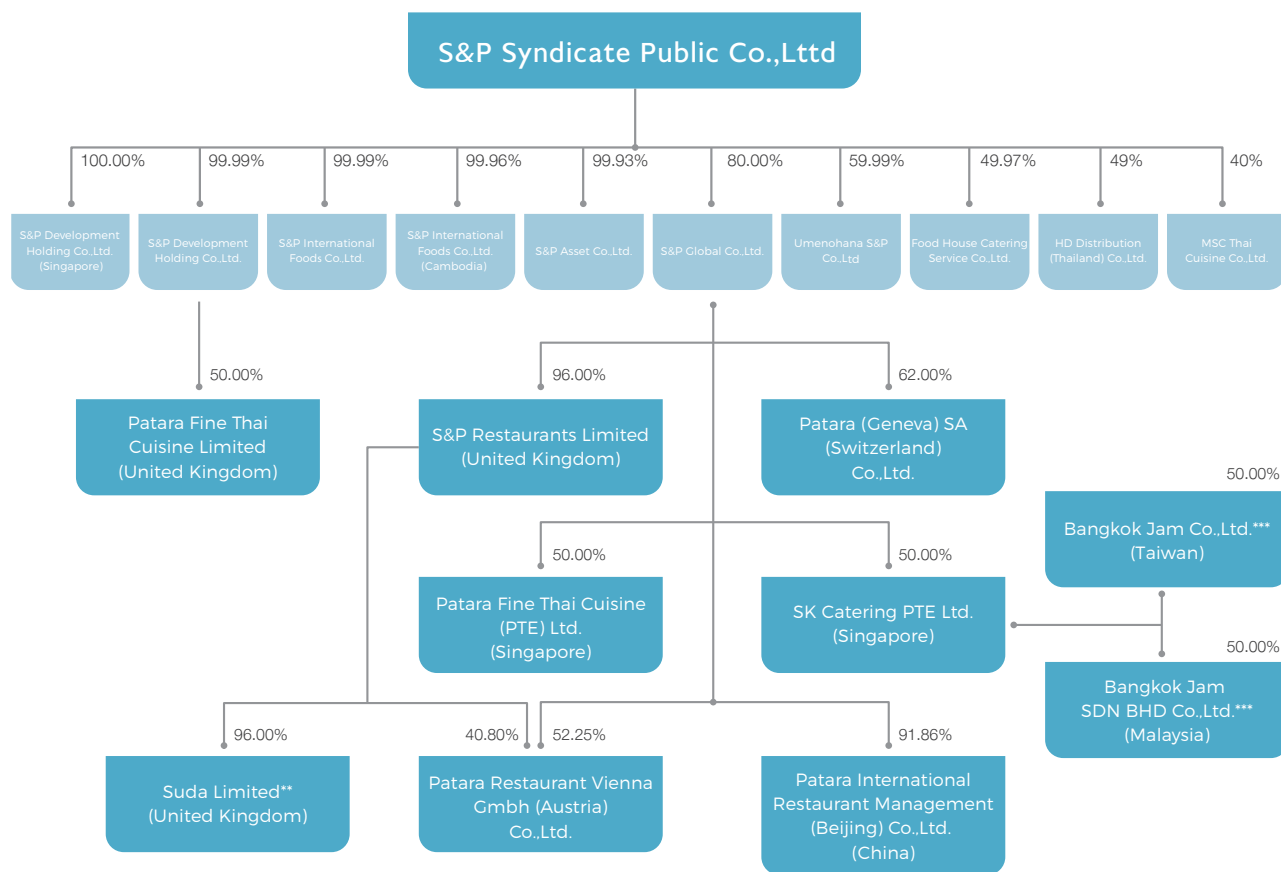


3 | Beverage Products

Drinks from S&P beverage bar consists of 100% fresh fruit juice and fresh fruit freeze such as watermelon freeze, fresh orange juice, pineapple juice, longan juice, coconut juice etc. Moreover, S&P offers healthy drink called 'Tonyu', both hot and cold style, procured from a well known Japanese producer - Umenohana. And for those coffee lovers, within all S&P Restaurants and in some S&P Bakery Shops, we have BlueCup Coffee corners providing high quality fresh coffee. Not only premium taste from quality coffee beans, our baristas are also equipped with expertise in making latte art on top of each coffee cup.



S&P Group Structure



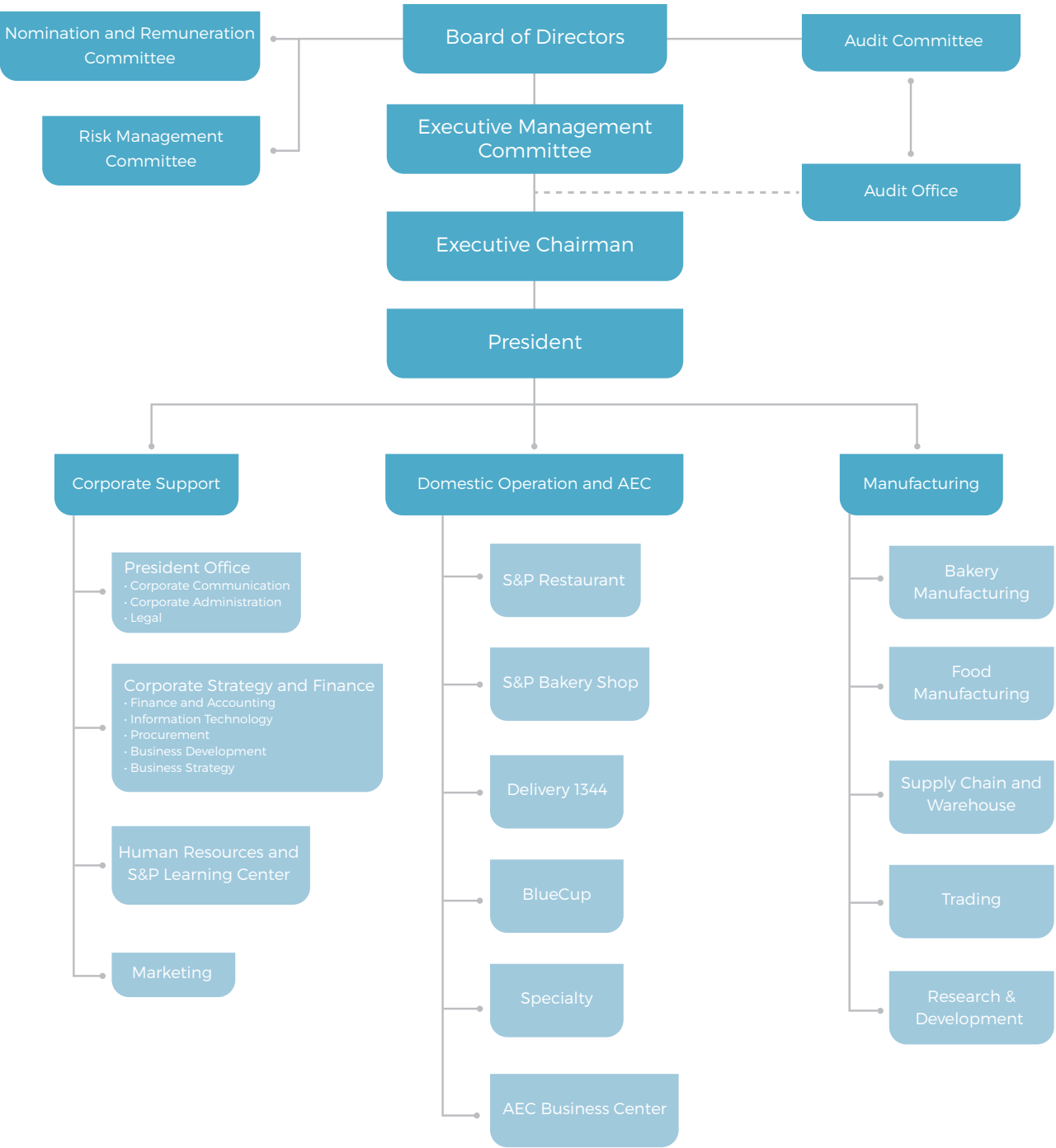
Remark

* Formally the Thai Cuisine Co.,Ltd

** Not open yet

*** Ceased operation

Organization Chart



The managerial structure of the Company comprises 5 boards or committees, that is, the Board of Directors, the Audit Committee, Nomination and Remuneration Committee, Executive Management Committee and Management Team. Details of these directors are as follows:

Board of Directors

The Board of Directors comprises 12 members

1. Mrs. Patara	Sila-On	Chairperson of the Board of Directors
2. Lt. Varakorn	Raiva	Vice Chairperson of the Board of Directors (Resigned on February 23, 2016)
3. Mr. Pravesvudhi	Raiva	Executive Chairman
4. Mrs. Kessuda	Raiva	President
5. Mr. Vitoon	Sila-On	Director and Company Secretary
6. Ms. Cattleya	Saengsastra	Independent Director
7. Ms. Sophavadee	Uttamobol	Independent Director
8. Mr. Piya	Sosothikul	Independent Director
9. Mr. Aviruth	Wongbuddhapitak	Independent Director
10. Mr. John Scott	Heinecke	Director
11. Ms. Patamavalai	Ratanapol	Director
12. Mr. Kachorndej	Raiva	Director
13. Mr. Kamtorn	Sila-On	Director (Appointed on February 23, 2016)

Audit Committee

The Audit Committee comprises 3 members.

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

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises 3 members.

1. Mr. Aviruth	Wongbuddhapitak	Chairperson of the Nomination and Remuneration Committee
2. Ms. Patamavalai	Ratanapol	Nomination and Remuneration Committee member
3. Mr. Piya	Sosothikul	Nomination and Remuneration Committee member
4. Mrs. Kessuda	Raiva	Nomination and Remuneration Committee member

Risk Management Committee

The Risk Management Committee comprises 4 members.

1. Mr. Vitoon	Sila-On	Chairperson of the Risk Management Committee
2. Mr. John Scott	Heinecke	Risk Management Committee
3. Mr. Piya	Sosothikul	Risk Management Committee
4. Mr. Kamtorn	Sila-on	Risk Management Committee

Executive Committee

The Executive Committee comprises 6 members.

1. Mr. Pravesvudhi	Raiva	Chairperson of the Executive Committee
2. Mr. Kachorndej	Raiva	Executive Committee Director
3. Mrs. Kessuda	Raiva	Executive Committee Director
4. Mr. Vitoon	Sila-On	Executive Committee Director
5. Mr. John Scott	Heinecke	Executive Committee Director
6. Ms. Patamavalai	Ratanapol	Executive Committee Director

Management Team

1. Mr. Pravesvudhi	Raiva	Executive Chairman
2. Mrs. Kessuda	Raiva	President
		President of S&P Global Co., Ltd.
3. Mr. Vitoon	Sila-On	Director / Company Secretary and Senior Vice President - Domestic Operations
4. Mr. Kamtorn	Sila-on	Director and Senior Vice President for Group Production and Supply Chain
5. Mr. Somjit	Kititeerakul	Vice President for Bakery
6. Mr. Chongchana	Chantamas	Vice President for Food Operations
7. Mr. Pakorn	Tiewcharoen	Vice President-Trade
8. Mr. Karn	Tidtjumroenporn	Vice President-Finance and Accounting (Resigned on January 31, 2016)

Remark: Details of all Directors and Executives are shown later under the title Details of All Directors and Executives

Economic Situation and Competition

Thailand's overall economic situation in 2015 indicated 2.0 - 3.0% growth which was higher than last year's rate of 0.7%. Economic Intelligence Center (EIC) of Siam Commercial Bank summarized that the economy in the first half of the year had quite plateaued as the private sector's consumption as well as the government investment spending during the first quarter had shown no distinct sign of recovery. Export sector's revenue had also shrunk. Only tourism sector had exhibited an apparent growth, saving the whole country from falling into a recession. For the second half of the year, the economic situation moved in a slowing down direction as private sector's consumption still displayed no clear sign of recuperation, as a result of the continuously low farmers' income, high household debts and reduced consumer confidence level. Even though, after forming a new cabinet, the government had implemented a measure to inject money into economic system to improve its liquidity, it would take time for the plan to take effect. Furthermore, export revenue continued to reveal no sign of improvement. Tourism was still the only factor contributing to the overall economic growth.

However, when focusing only on restaurant market in 2015, there was an indication of a higher growth compared to the previous year. According to a study conducted by Kasikorn Research Center, its overall market value was Baht 375,000 - 385,000 million, which was 4.0 - 6.8% greater than that of 2014. Among this amount was Baht 267,000 - 275,000 million of the general restaurant market value which was 2.9 - 5.9% higher than in 2014. The market value of chain restaurant business accounted for approximately Baht 110,000 million but experienced 6.9 - 8.9% growth compared to 2014. Thus, the growth rate of chain restaurant business was more than twice of that of general restaurant business.

Besides the higher growth rate, chain restaurant business had also witnessed a more variety of competitive strategies including placing the restaurant in a strategic location that would better reach the target customers, selecting the restaurant brands that would be suitable for the purchasing power level of customers in the area and offering more unique and appealing choices of food that would satisfy the demand of the target customers. With an increasing number of the new players in the scene while the rate of Thai people dining out grew minimally in 2015, a fierce competition in this market was inevitable. Thus, some of the entrepreneurs, especially in the chain restaurant business, opted for investing in the neighboring ACE countries.

Celebrating its 42nd anniversary in 2015, S&P had expanded steadily and widely received the acceptance both domestically and internationally. Its total sales had risen by 4.1% compare to that of last year. At present, the company has as many as 449 branches of S&P restaurants and bakery shops, including BlueCup coffee shops, and 17 branches of affiliated restaurants, including Vanilla, Patio, Patara, Maisen, Umenohana in the domestic market while there are 23 overseas branches including 8 branches in Europe and 15 branches in Asia. Marking its first anniversary in June, the first overseas restaurant branch under S&P brand that was launched in Cambodia has been well received by the local customers. Furthermore, at the end of year 2015, Patara opened up a new branch on Berners Street, London, England.

In 2015 alone, the company established 14 additional domestic branches of restaurants and bakery shops under S&P and other brands, with the investment budget of 6 - 9 million baht each. The selected locations of the new branches inclined to be in upcountry area, especially in the big cities as well as in leading urban department stores. Regarding overseas market, the goal is to launch 20 more branches with in the next 5 years, mainly under Patara brand, with the investment budget of Pound 700,000 - 1,000,000 or approximately Baht 40 - 54 million per branch. Moreover, the company plans to open up 2 more restaurant branches in Cambodia in 2016. As for other AEC countries, since the first branch in Cambodia has performed according to plans, the company has set the target of establishing at least 10 branches of restaurants and bakery shops under S&P brand.

Notable Events & Highlights of 2015

Business Expansion and Product Development

1. Expansion of business

- In 2015, the Company launched new restaurants in both Bangkok and other provincials, 22 branches in total. 8 S&P Restaurant & Bakery branches and 11 S&P Bakery Shop branches, whereas Maisen launched 2 additional branches. One Vanilla Cafeteria branch also launched under the Vanilla Group.
- S&P Development Holding Pte. Ltd. (SPDH), S&P's subsidiary company, jointed venture with MFG International Holding (Singapore) Pte. Ltd., Minor International PCL (MINT)'s subsidiary, in a new JV Company under the name "Patara Fine Thai Cuisine Limited (PFTC)". Holding 50% of share each, this new JV Company aims to expand Thai restaurants in the UK. This new Company will also acquire the business of Thai restaurants owned by S&P in England: 4 stores under name "Patara" and 1 store under name "Suda" through its subsidiary. Besides, the new JV Company is granted the franchise right to develop and manage the new stores under two brands - Patara & Suda. This franchise right covers the existing stores and the new stores to be open in the UK. The investment will value about Pounds 7 million or equivalent to Baht 350 million.

2. Product Development

It has been one of the Company's missions to focus on researching and developing the product in order to be the leader in the market. In 2015, the Company's R&D Division in collaboration with the Marketing Division, the Operation Division, and also the Production Division has developed new products and also improved some existing products to be more attractive and conform to current trend of the market.

• Bakery

- S&PA's bakery goods have responded to consumption trends of Japanese treats under the theme 'Hokkaido Sweet Bake', which is produced from fresh Hokkaido milk. Menus include Hokkaido Milk Cake, Hokkaido Milk Rolls, Hokkaido Roll Cake, Hokkaido Milk & Soft Cheese Cake. Aside from this, the bakery has also launched a series of products for summer such as 'Rainbow Layer Cake' and new brownies such as 'Green Tea Brownie' and 'Cranberry Brownie'.
- S&P is the market leader for 'Moon Cake', and the company reinvents the packaging every year to keep the brand fresh. This year, new flavors have been introduced such as cranberry and earlgrey, matcha red bean and macadamia. Mini moon cake flavors include custard, durian, caramel and golden pineapple. There were also Disney cartoon themed and Doraemon themed mooncakes for sale. Aside from selling at S&P bakeries, the Company also sold moon cakes through convenience stores to maximize exposure for consumers.

• Food

- In response to new trend on healthy food, S&P introduced 3 new menus made of Quinoa - cereal from South America containing higher nutrient than other types of cereal, including Quinoa Fried Rice, Grilled Mushroom & Papaya Salad with Quinoa Sticky Rice, and Grains & Quinoa Salad. All three Quinoa menus contained protein, fiber, and mineral, and were easily digested. Quinoa's benefit in controlling blood glucose level and containing antioxidant also matched with the trend of new generation, who were health concern.
- In summer, S&P launched "Summer Coolers" campaign offering several special menus. The special one was "Khao Chae" - a Thai Classical recipe of rice soaked in jasmine-scented water and savory condiments - with options of both Jasmine Rice and Gaba Rice for those health concern customers. For summer desserts, S&P offered Fresh Mango and Sticky Rice served with special recipe of coconut milk.
- In addition to the above, those restaurants operated by subsidiary companies also offered several interesting menus, such as Umenohana, a Japanese restaurant specialized in kaiseki dining, introduced menu in accordance with season; in spring there were Sakura Ebi, Amaou Strawberry and seasonal vegetable prepared together with signature menu like Taraba King Crab and Fresh Tofu, and in summer there were "Hanabi Set" with selected summer ingredients such as imported Hokkaido Hairy Crab and Hamo fish etc.

• Drinks and Desserts

Besides bakery and food, new drinks and desserts menus were also introduced in order to fulfill our customers' experience with S&P.

- During summer, S&P welcomed Songkran Festival by launching “Mango Festival” menu with varieties of drinks and desserts made of special selected mangoes such as Mango-day (Vanilla ice cream served with mango and sticky rice), Fresh Milk Mango Pudding, Mango Smoothie with Sago, and Mango Smoothie with Bubble.
- For healthy drink menu, S&P introduced “Tonyu” – soy milk with high quality production by Umenohana, a well known tofu producer from Japan. While glucose, starch and fat are low, Tonyu contained high nutrient that is good for health.
- In rainy season, S&P introduced various flavors of UHT fruit juice such as apple & pomegranate, red grape, valencia orange, purple carrot with mixed fruit, sweet corn milk, and red berry punch. Besides, Jelio Jelly with 6 different flavors: strawberry, melon, orange, salacca, lynchee, and blackcurrant, and jelly with fruit juice were also introduced.
- For S&P sparkling drinks, 4 varieties were launched: Raspberry & Strawberry Sparkling, Apple & Pomegranate Sparkling, Strawberry & Pink Grapefruit Sparkling, Cherry Blossom Sparkling.
- For coffee lover, in 2015 BlueCup introduced “Royal Honey Coffee” that combines the premium Arabica coffee with 100% longan honey from the Royal Project.

Awards and Accomplishments

- 5th January 2015 Umenohana was awarded with “best Japanese restaurant” award given by “Wongnai Awards 2014 Presented by Kbank Credit Card” which considered scores from user reviews, the goal of the award is to reward the most popular restaurants across Bangkok and other provinces.
- 25th March 2015, Patara Fine Thai Cuisine received the ‘Thailand Tatler best Restaurant Award 2015’ from Thailand Tatler magazine. This is the 9th consecutive award, which was given from performance in 4 key areas; taste, service, wine and location.
- 27th March 2015, S&P Syndicate Public Company Limited was awarded with ‘ESG 100 Certificate’ from Thai Phat Institution to certify that the company has succeeded in running business which works towards environmental and socially responsible goals. The award was given by Dr Pipat Yordphutikarn, Director of the institution.
- 28th March 2015, received the ‘Food Safety In Mass Catering Standard’ certification at The 3rd Thailand Culinary World Challenge 2015 held at Siam Square, with 3 of the company’s branches receiving gold certification and 2 branches receiving silver certification.
- 8th April 2015, recipient of ‘Thailand Top Company Awards 2015’, for companies that have performed successfully in the food and beverage industry, for two years running. This award was given by University of the Thai Chamber of Commerce with ARP Company Limited. The award was given by H.E. Prof Dr. Kasem Wattanachai at the Marriott, Sukhumvit.
- 19th June 2015, S&P Syndicate Public Company Limited was awarded with ‘Asia Responsible Entrepreneurship Awards 2015’ (AREA) for acts of social responsibility, in the social empowerment category. The company was rewarded for S&P Kitchen for Kids campaign which focused on kitchen restoration and development for schools in underdeveloped areas. The award was given by Mr. William Ng, President of Enterprise Asia, at the Banyan Tree Hote, Macau.
- 16th September 2015, S&P’s Suvarnabhumi Airport branch received the ‘1st Winner Great Food Good Service Award 2015’ by Suvarnabhumi Airport with King Power Suvarnabhumi Airport PLC. S&P received Gold Award certification and 30,000 baht as reward from 4,000 customer votes who chose from 80 restaurants.
- 29th September 2015, S&P Syndicate Public Company Limited received the honorary award bestowed by HRH Princess Soamsawali at the S&P Bakery Factory in Sukhumvit 62 for the company’s contribution to continuous blood donation for 9 years, 4 times a year totaling in 1,000 units of blood given.
- 19th October, 2015 Khun Maneesuda Sila-On, Deputy Vice President of Corporate Communications, was awarded with ‘Quality Person of the Year’ in the business section for food and beverage from H.E. General Pichitr Kullavanijaya, Privy Councilor. This award was initiated by the Foundation of Science and Technology Council of Thailand (FSTT) at Chulalongkorn Research Center.

Sale-Oriented Marketing Activities

In 2015, the Company’s Marketing Division has implemented various forms of marketing campaigns to boost sales, and also to provide our customers with significant rewards for their loyalty to our brand.

- 20% Discount schemes for bakery goods on Wednesday, which received continuous participation from our customers. Special price for certain baked goods when you spend over a certain limit, along with rewards with our partnerships ie. credit card members receive Baht 100 cash back with Baht 500 spending.
- Marketing activations that align with important Thai holidays such as Children’s Day, where children receive memorabilia. Father’s Day and Mother’s Day, where customers and their parents can enjoy free lunches/dinners to further enforce S&P as a family restaurant.
- As the market leader and key distributor of moon cakes, S&P has presented various fillings and variations of the dessert, in beautiful packaging. Aside from this, there have been various marketing activation campaigns such as 4 for 1 promotion for moon cake purchases, along with nationwide delivery of moon cakes. The Company also held ‘S&P Moon Cake 2015’ event to encourage Thai people to indulge in the joy of giving to loved ones.

- Organized lucky draw for big campaign, 'Dine & Fly to Japan' when a customer spends Baht 500 on products at the restaurant or bakery. The five lucky winners would win a package tour to Japan for 5 days, 3 nights. The company also gave away 20 Samsung Galaxy S5 phones, along with 100 S&P Vouchers, valued at Baht 5,000, total value being Baht 1,500,000.
- Workshop for lucky customers from the Blue Cup fanpage - a workshop run by Blue Cup baristas. Additionally, a sepia art class from coffee taught by Darin 'Tank' Potjes with special guest Prakarn 'Name' Raiva who joined in on the intimate art workshop at Central World Department Store, 3rd floor.
- S&P has recognized the importance of smartphones and digital channels and their integration within Thai society. Latest research has shown that Thai people's smart phone use totals to 98 million uses, more than the general population of the country. Therefore, S&P invested in branding through digital channels, with advertising agencies assisting in content production. The fresh and innovative content led to sharings of S&P content through online channels.
- S&P also produced LINE stickers for the Moon Cake and Vegetarian Festival in 2015, and results exceeded expectations. A total number of 1 million users added S&P's LINE account within 13 hours of the launch. Following this, the company released their second sticker set for New Year festivities, which increased followers to 14 million, leading to S&P becoming the 2nd most popular restaurant brand on LINE in the country.
- In December, which is the period of selling cakes and cookies for new year, S&P released the viral clip titled 'The Gift' which told the story of a blind man who tried to surprise his family with a beautiful cake, but things do not go as planned as the cake was ruined. But his family saw the positive side of things and saw it as an act of love and care. The clip was viewed 4.4 million times and was shared by many viewers.
- Aside from this, S&P has prepared for the scale of 'online ordering' which is continuously increasing, by altering the brand website to become 'responsive', which means customers can view content and order food through tablets and computers, which meets the needs and demands of contemporary consumers.
- Mobile applications is also another channel in which S&P gives importance. The company sees an application as a key strategy in reaching consumers on their smartphones, which means more personalized means of communication and personal tailoring of each customer's preferences.

Coperate social responsibility policy

Overall Policy

S&P Syndicate Public Company Limited has been doing CSR (Corporate Social Responsibility) activity earnestly, whether regarding the education of disadvantaged students by admitting them to school at vocational certificate level in the fields of retail business, and food and nutrition at the S&P Learning Center in the dual system so as to accord them an opportunity to practice on-the-job and earn income during their studies, or the implementation of the "Kitchen for Kids" Program to establish good hygienic practice for communities and make them learn how to develop the quality of life. Moreover, the public are allowed access to mental development through dharma practice in association with employees of the organization. In environmental terms, the factory has updated its quality and standardization systems so they are always acceptable at national and international levels of standard to customers' satisfaction.

Moreover, the Company was announced one of 100 listed companies performing well on environment, social and governance (ESG) issues, or ESG 100 Security Group. The companies on the list were selected from 567 listed companies by Thaipat Institute and the Securities and Exchange Commission and will be awarded ESG 100 Certificate.

Overall Operation

In addition to the careful selection of raw materials and the emphasis on developing the quality products for the consumers, the Company also has been practicing the CSR with level 2 (engaged) for the CSR Content Index and with level 4 (certified) for the Anti Corruption Content Index. This assessment was done by the Thaipat Institute and the Securities and Exchange Commission in 2014. And in 2015, we have continued these policies as following details.

Anti-corruption Policy

Being aware of the importance of complying with the corruption policy, S&P and its subsidiaries have participated in Committee Nation Associate Anti-Corruption Network (NACN) and have also been certified as a member of the Thai Institute of Directors' Private Sector Collective Action Coalition against Corruption since 2012. In addition to this, the Company and its subsidiaries have also set the code of conduct in compliance with this policy and continued organizing the activities against corruption that led the Company to be awarded NACC Integrity Awards from The Office of Anti-Corruption Commission. In addition to this, S&P Learning Center also provided "Growing Good" curriculum for students in order to cultivate students with the integrity principle for students who will later on become the Company's staff.

Furthermore, in order to stimulate the staff to understand and continuously practice in according with this policy, the Company has initiated WB News (Whistleblower News) to disseminate knowledge and clarify with all staff of the Company or other people who will contact with the Company about the code of conduct in accordance with anti corruption policy. This WB News was made in cartoon style that was easily to understand and monthly circulated through the Company's website.

Also the fraud risk assessment process has been applied to prevent and suppress the fraud and corruption; the incidents with high risk of fraud and corruption from operating the business were

specified, the risk level of both the probability to occur and its effect was evaluated, the appropriate standard on anti corruption and the achievement measurement were set, the resources utilized for reducing the risk was defined, and the evaluation of the operation of risk management plan was followed up.

Responsibility for Consumer

The Company and its subsidiaries' policy is to focus on producing quality and safe product in according to the law and international quality standard by controlling the whole process of food chain: from the quality of raw material to the consumption of the consumers. The back tracking system also has been applied in order to ensure the consumers in quality and safety in consuming products under brand S&P, Premo, Delio, Patio. The Company and its subsidiaries determined to continue developing in line with the growth of the market and quality standard in international level to satisfy the need of the consumers domestically and internationally.

Food Line Production

The policy of the food line of the Lat Krabang Factory is to emphasize on producing the products with good quality, safety, compiling with the law and with the international standard. This quality control has been done through the whole food chain including the quality of the raw material and product, the application of the consumers, and also the food traceability system in order to ensure the consumers with the quality and safety.

The food line of the Lat Krabang Factory also has quality systems of food production accredited by agencies of the public sector, that is, Good Manufacturing Practice (GMP) and Hazard Analysis and Critical Control Points (HACCP) by the Food and Drug Administration (FDA), the Department of Agriculture and the Department of Fisheries. It also has been inspected by the United States of Food and Drug Administration (USFDA); the inspection included the frozen ready to eat products, seafood

and dessert, and also accredited by the private sector, that is, Good Manufacturing Practice (GMP), Hazard Analysis and Critical Control Points (HACCP), ISO9001:2008, ISO22000:2005, IFS and BRC by SGS (Thailand) Ltd. This was to ensure our customers in quality and safety of products.

In 2015, the food line production has emphasized on the significance of production standard by organizing the seminar about standard on raw material preparation, stand on food preparation and cooking, standard on food preparation, and measures to control allergens etc.

Bakery Line Production

The bakery line has carried out production continuously under qualify systems acceptable to international standards. In this regard, the Sukhumvit Factory has had its production accredited pursuant to the Good Manufacturing Practice (GMP) regarding the safety management system for food quality by the Food and Drug Administration and the Department of Agriculture. The Hazard Analysis and Critical Control Points (HACCP) standard has also been applied. Besides, the bakery line production's laboratory that examines the raw material, the finished product and the environment was also certified ISO/IEC 17025: 2005 standard from Department of Medical Sciences and Thai Industrial Standard Institute. Furthermore the Bangna Factory has had its production accredited pursuant to the Good Manufacturing Practice (GMP) from the Food and Drug Administration, and the Department of Agriculture, and also had its food safety management system accredited pursuant to the ISO 22000: 2005 from Lloyd's Register (LRQA), which is a standard covering good practice of the production facility, food safety and production system and can confirm the quality and safety from the production facility to the consumers.

In 2015, the bakery line production has organized several seminars for both existing and new employees. The seminar topics included the fundamental knowledge about of GMP system, the internal quality audit, the understanding about standard specification of laboratory in accordance with ISO/IEC 17025:2005, the follow-up on law about food label, nutrition label and related law, the safety and occupational health and working environment.

Environment Conservation

The Company has been aware of environment conservation in many ways. In 2015, the food line of the Lat Krabang Factory has participated in the Clean and Green Technology Project with the objective to decrease the cost of energy and cost of production leading to the higher level of production efficiency.

Also the bakery line production at Bangna Factory participated in Environmental Good Governance Project of Samut Prakarn's Office of Industry, Provincial Electricity Authority's saving energy project in industrial sector by utilizing LED lamp, also campaigning the use of plastic baskets instead of the paper ones for packing and transporting production in the factory.

Participating in Developing the Community and Society

(1) S&P Learning Center

From the vision of the high-ranking management regarding "human resource" stating that "Individuals in the Company, wherever they are, are deemed as important assets that must be developed for maximum efficiency", thereby conceiving a notion that supports learning in the form of learning center; a long term project as implemented by the Education Council based on the relevant Act. The organization has discerned the importance of fundamental education that can develop its personnel in the form of in-house "learning center" under the State Policy. The S&P Learning Center was opened in 2007 as its first academic year, with a vocational certificate curriculum comprising 2 types of subject, that is, commerce and home economics, with the objective of upgrading the education of the Thai workforce in the Company, developing the human resources for an increase in their potential for work, educating personnel to meet industrial demand in the lines of food and retail service for employment in the Company, and giving support to individuals interested in food science by allowing them access to both theoretical and practical learning so they are able to continue working in the organization. Moreover, while supporting the expansion of the Company's business, it also provides education opportunity for many underprivileged students as well.

In 2015, there have already been 6 classes of students graduated from this learning center. Also, the S&P Learning Center has implemented educational program in association with nationwide academic institutes and schools, for example:

- 1) Providing scholarship for those disadvantaged students from the Rajaprajanugroh and Suksasongkra School nationwide as well as those low-income students from other schools. This scholarship was provided for students to further their school at vocational certificate level, and bachelor's degree level. The students will have an opportunity to train in on-the-job training while studying, and upon the completion of their education they could join the Company. In 2015, there were 45 vocational certificate level students graduated and they have already been recruited as the Company's employees.
- 2) Collaborating with the Department of Vocational Education in admitting vocational students in Bangkok and from provincial regions to do internship. In 2015, there were totally 448 students from more than 50 institutes sending their students to train with the Company.
- 3) Collaborating with university level institutes to cultivate the bachelor level graduates in the fields of culinary technology and service in order to develop the human resources equipped with the knowledge and skill in food and service business that suit with the demand of the Company. Upon their completion, the students from this program can immediate become chef or restaurant/bakery shop management. The institutes collaborating in this program included the following institutes.

- Suan Dusit University: Program in Culinary Technology and Service (Class of 1st - 4st)

- Rajamangala University of Technology Krungthep: Program in Retail Marketing and Program in Food and Nutrition (Class of 1st)
- Institute of Vocational Education: Northern Region 2 (Phrae Vocational College), Program in Retail Marketing (Class of 2nd)

In 2015, there were totally 119 bachelor degree students receiving scholarship and 20 of them graduated from Suan Dusit University. These graduates will be later recruited as the Company's employees.

4) Collaborating with more than 14 university level institutes in admitting the students to train in on-the-job training and career training in the Company outlets/office/factory. The institutes collaborating in this program included Thunyaburi Technology University, Assumption University, Mahidol University, Kasetsart University, Chiang Mai University, Suan Sunandha Rajabhat University, Suan Dusit University, Silpakorn University, Burapha University, Rangsit University, King Mongkut's Institute of Technology Ladkrabang, Chulalongkorn University, and British Columbia University. The total numbers of student were 37.

5) S&P was appointed by the Vocational Education Commission (VEC) to be a chairperson of joint public-private sub-committee to cultivate qualified vocational graduates in food and service business. The memorandum of agreement of this joint public-private sub-committee has been created with the objective to develop the international standard labor in accordance with the market demand. This effort will be done in collaboration with the vocational schools nationwide.

(2) Dhamma Practice Venue, Raiva House

In 1979, Mother Chamnong Raiva gave out, as a dhamma practice venue, the Raiva House at Tambon Bang Phra, Chon Buri Province, where she had been born and which had been built by Father Suriron Raiva, whereupon Mother Dr. Siri Krinchai was invited to introduce a training course for mental development and the training had been in operation since then until the present time. The Raiva House has organized mental training and developing activities with at least 10 courses a year, allowing the public to participate in the dhamma practice in association with employees of the Company. In 2015, Raiva House had provided dhamma practice totally 18 courses with 813 people participated in the program: both from the Company's employees and the public.

Activities for Society and Environment



(1) "Cake A Wish Make A Wish" Project (11th Year)

S&P, acting in consideration of society continuously every year, gave cakes to the disadvantaged, the orphans, the disabled, the old and also the veteran patients at 25 foundations in both Bangkok Metropolitan and peripheral areas in the "Cake a Wish Make a Wish" program (11th Year). The total amount of cake given was 725 pounds.



(2) "Filling Smile" Project (8th Year)

The Company in collaboration with the First Naval Area Command organized the "Filling Smile" Project (8th Year) by inviting the Company's staff to help grow coral at Kham Island, Sattahip District, Chonburi Province in March 30, 2015. This activity, apart from improving the ocean ecology, marked the auspicious occasion of HRH Maha Chakri Sirindhorn's 60th birthday anniversary as well.



(3) "Kitchen for Kids" Project (7th Year)

The Company continued "S&P Kitchen for Kids" project (7th year) by improving the hygienic condition of the kitchen and donating the kitchen utensils for the needy schools. This year, 3 schools were selected for this program; Rajaprajanugroh 26 School in Lamphun Province, Romklao Wattana Nakhon Sa Kaeo Ratchamangalapisek School in Sa Kaeo Province, and Border Patrol Police School (supported by the Airports of Thailand to

mark the Auspicious Occasion of Her Royal Highness Princess Maha Chakri Sirindhorn's 5th Circle) in Chiang Rai. The Company also brought the specialists to share their knowledge in kitchen sanitation with school's cooks and students. In addition, on the donation day, the Company also provided lunch for students and mushroom houses to support the sustainable farming. And for those school received donation from this project in the previous years, the Company also sent staff to follow up and assess the sustainability of the project. This year, 5 schools were revisited: Suksasongkraw Maechan School in Chiang Rai Province, Romklao School in Kanchanaburi Province, Rajaprajanugroh School in Lopburi Province, Rajaprajanugroh School in Chai Nat Province, Suksasongkraw School in Chanthaburi Province. With this continual working process, this year the "S&P Kitchen for Kids" Project thus won Asia Responsible Entrepreneurship Awards 2015 under Social Empowerment category.



(4) Donation for Nepal Earthquake Victims

To help those Nepal earthquake victims, the Company donated S&P cookies worth 1,735,000 Baht via the King Own Body Guard, the 1st Infantry Battalion and also a donation of Baht 100,000 via the Thai Red Cross Society.



(5) Public Relation for Moon Cake Festival

The Company collaborated with Samphanthawong District Office of Bangkok Metropolitan Administration to keep on the legend of moon cake in Mid-Autumn Festival in September 27, 2015 by providing a giant dragon pattern mooncake (weigh 109 kg.) to show in this festival and distributed to make auspicious marking for those participated.



(6) Sponsor for "Ghost Run 2015"

The Company sponsored the charity "Ghost Run 2015" at Ratchaprasong area in October 2015. This charity run was organized by Social Connect Club. The income after expenses will be donated to HRH Princess Maha Chakri Sirindhorn to support the education of underprivileged children in the three southern provinces.



(7) Cooking Training for Male Detainees Project

The Company joined the project to provide cooking lesson for the male detainees at Juvenile Observation and Protection Center (Ban Karuna Remand Home) in August 19, 2015 in hope that once they end their sentence they will be equipped with professional knowledge to earn their living.



(8) Donating Cookbook "Favorite Menus for School Kids"

Being aware of the significance of nutrition for kids in school, the Company created a cookbook entitled "Favorite Menus for School Kids" and freely distribute to many schools. While keeping good taste and ample nutrition, menus in this cookbook are all practical and inexpensive.

Report of the Board of Directors' Responsibilities for Financial Statements

The financial statements of S&P Syndicate Public Company Limited and Subsidiaries, which have been brought to create the consolidated financial statements, have been prepared in accordance with the Thai Accounting Standard No.1 (Revised B.E. 2555) , regarding "the presentation of financial statements", in accordance with the Regulation of the Stock Exchange of Thailand dated January 22, 2001, regarding "the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2544", in compliance with the Notification of the Department of Business Development dated September 28, 2011 regarding "The Brief Particulars in the Financial Statements B.E. 2554", in accordance with Thai Accounting standard No.34 (vison B.E. 2557) regarding "the interim financial statement", in accordance with Thai Financial Reporting Standards and practices generally accepted in Thailand. Also the significant information has been sufficiently disclosed in the notes to the financial statements.

The Board of Directors has appointed the audit committee comprising of the independent directors responsible for controlling the correctness and sufficiency of the financial statements as well as for assessing the appropriate and the efficiency of the internal control and the independence of the internal audit. This is to assure that the reports have been recorded correctly, completely, on time, and prevented the fraud or misconduct. The audit committee has expressed opinions in this Annual Report.

The Board of Directors has an opinion that the audited financial statement and the notes to the financial statements have reflected the financial standing, income and expenses and cash flows that are real and reasonable in accordance with the Generally Accepted Accounting Principles. Besides, the Company has provided the corporate governance system and the internal control system that reasonably assure the material correctness.



Patara Sila-On
Chairperson



Kessuda Raiva
President

Audit Committee's Report

S&P Public Co. Ltd.'s audit committee was appointed by the company's board of directors comprising 3 independent directors, with Ms. Cattleya Saengsastra as Chairman of the audit committee, and Ms. Sophavadee Uttamobol and Mr. Piya Sorsothikul, the audit committee, has the responsibility of reviewing financial statements, internal control, and internal audit to comply with law and regulations without any conflict of interests, assessing risk management, encouraging good corporate governance, and proposing to appoint auditor and its remunerations to the board of directors.

In order to achieve the duty and responsibility mentioned above, in 2015, the audit committee held 6 meetings with the auditor, the internal auditor, and involved persons. All members of the audit committee participated in every meeting and also held a meeting with the auditor without the management. Key summary of the meeting are as follows:

1. Quarterly and yearly review financial position of the company and its subsidiaries in 2015

The meetings were held with the auditor, the internal auditor, the finance and accounting manager, and involved persons, to consider and review the Company's information, evidences and accounting system, and also to inquire and to obtain the satisfied clarification of the main issues, such as impairment assets, cost budgeting, domestic and abroad operation, and the fraud prevention ect., so that the financial statements had been prepared in conformity with accounting standard, issue by the Federation of Accounting Professions, with is based on Accounting Act, and that information had been sufficiently disclosed in notes to financial statements, as well as adoption of new financial reporting standards suggested by the auditor and the accounting division agreed with, led the auditor to express its opinion without any condition of the financial position of the company and its subsidiaries.

The audit committee endorsed the auditor's report and the company's and its subsidiaries' financial positions and forwarded it to the board of directors for consideration and proposed to shareholders for approval on the Annual General Meeting.

2. Review of internal control and internal audit

The meetings were held with the internal audits and involved management division to assess internal audit and the computer system used for financial recording and operation. In reference to the Company's internal control system together with the authorization in writing to all departments within the organization for their operation, the audit committee had an opinion that the Company has sufficient internal control and the computer system suited with its business and management and was in accordance with the auditors' assessment. However, in 2015 the decision to implement SAP ERP (Enterprise Resource Planning) has been approved in order to enhance the efficiency of the computer procession system.

3. The internal auditing

The audit committee has assessed the operation in according to the approved annual audit plan and found that the results were well beyond the target in developing the job in line with the vision; to creatively audit in order to add value to the organization as stated in the good corporate governance principle. It was found that the internal audit was able to set the mission, strategy and plan for the most part successfully when compared with the target. This could be considered from the summary in the internal audit's quarterly report that revealed what have been monitored and the opinions shared with the divisions where the assessment took place in setting the improving measures, and in following up the improvement for enhancing the efficiency of each operation unit. In addition to this, the internal quality assurance also has been set by allowing the divisions that have audited to assess the auditing process; the result revealed that they were satisfied which conform to the self assessment of the auditors. The result was also brought to improve the quality of the auditing.

4. Review rules and regulations comply

The audit committee reviewed the internal audits and related management division and found that majority comply with rules and regulations. The minority issues were followed up and promptly resolved. Besides, there was an agenda in considering the change in law, in the accounting standard, and in other issues which have implications to the business operations in each quarter so that the study and the opinion toward the operation of related divisions will be provided. It is thus expected that each division will then operate properly in accordance with the business nature of the Company.

5. Assessment of risk management

This Year the audit committee has assessed the risk management by the risk management committee and found that its operation conformed to the regulation in risk management, could control and follow up, and could also manage to decrease the risk, especially those significant ones, to the accepted level. This could be evidently witnessed from the continuously improved performance when compared to the past years. In this annual report, the significant risk factors are presented. Moreover, for the major extension projects and new projects, the Company has set the regulation for risk assessment including the forecast of those risk factors impeding the success of the project and the methods to decrease the risk in advance.

6. Review intra-company transactions regarding conflicts of interest

The audit committee considered the proper and adequacy of internal auditing the intra-company transactions or connected transaction which may lead to conflict of interest. It was found that in 2015 the Company and its subsidiaries engaged in normal business transactions and these intra-company transactions were also considered normal transactions according to an announcement of The Stock Exchange of Thailand. The adequate information was properly disclosed in the annual report.

7. The promotion of good corporate governance

The Company had strived to operate the business by holding to the good corporate governance principles so that its operation will be transparent and accountable. Besides, in order to build the credibility for the shareholders and stakeholders, the Company has provided the channel to appeal, so called "Whistle Blower", when one find the misbehavior in according to the law, regulation, and code of conduct. In 2015, however, there was little appeal on these issues and each has been thoroughly investigated in according to the regulation. Also the activities on communication with staff of all levels have also been conducted so they could understand and behave accordingly especially on anti-corruption issue. Moreover, the internal audit's operation efficiency has been increase and moving toward preventive development.

8. Propose to appoint the auditor and its remuneration

The audit committee reviewed the performance and qualification of the auditor and agreed that the current auditor satisfactorily perform well. The committee had a consensus to propose Deloitte Touche Tohmatsu Jaiyos Co.,Ltd. to be the Company auditor for another one more year. This will be proposed to the Board of Directors to consider before proposing to the shareholders for approval on the appointment and the remuneration in the 2016 Annual General Meeting.

To maintain the effectiveness and independence of the internal audit works from the management, the audit committee has one meeting with the auditor without the management. The audit committee had an open-door policy for the internal audit team and the auditor to meet and report or consult on related matters and the development to the high standard of internal audit works.



Cattleya Saengsastra
Chairperson of the Audit Committee

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS S&P SYNDICATE PUBLIC COMPANY LIMITED

We have audited the consolidated financial statements of S&P Syndicate Public Company Limited and its subsidiaries and the separate financial statements of S&P Syndicate Public Company Limited, which comprise the consolidated and separate statements of financial position as at December 31, 2015, and the related consolidated and separate statements of profit or loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Thai Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the aforementioned consolidated and separate financial statements present fairly, in all material respects, the financial position of S&P Syndicate Public Company Limited and its subsidiaries and of S&P Syndicate Public Company Limited as at December 31, 2015, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.



Choopong Surachutikarn
Certified Public Accountant (Thailand)

Registration No. 4325

DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD

BANGKOK
February 23, 2016

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION AS AT DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2015	2014	2015	2014
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	4.1	650,969,643	570,399,001	498,011,934	433,308,469
Temporary investments	5	317,645,387	321,395,736	312,789,399	314,111,001
Trade and other receivables	6 and 25	333,502,746	312,985,149	335,781,597	291,748,951
Current portion of loans to related parties	11	-	-	18,054,890	-
Inventories	7	324,038,040	328,832,472	309,242,875	312,052,973
Other current assets		9,224,243	11,115,461	7,061,959	11,144,289
Total Current Assets		1,635,380,059	1,544,727,819	1,480,942,654	1,362,365,683
NON-CURRENT ASSETS					
Deposits used as collateral	8	1,052,860	4,318,045	583,660	583,660
Investments in associates	9 and 25	84,940,840	68,374,780	53,995,000	53,995,000
Investments in subsidiaries	9 and 25	-	-	220,880,839	120,881,115
Investments in joint ventures	9 and 25	86,959,641	17,620,388	20,000,000	20,000,000
Other long-term investment	10	10,000,000	10,000,000	10,000,000	10,000,000
Loans to related parties	11	6,000,000	7,500,000	38,934,780	52,792,250
Property, plant and equipment	12	1,579,709,775	1,605,781,578	1,269,851,526	1,280,092,795
Leasehold rights	13	79,442,310	70,379,871	42,716,424	55,258,485
Intangible asset	14	15,339,422	13,633,168	15,120,106	13,331,438
Deferred tax assets	15	34,481,289	33,350,724	27,807,087	26,697,864
Long-term deposits		254,328,094	225,521,985	183,139,920	167,378,288
Other non-current assets		19,069,720	23,794,697	9,384,774	10,636,192
Total Non-current Assets		2,171,323,951	2,080,275,236	1,892,414,116	1,811,647,087
TOTAL ASSETS		3,806,704,010	3,625,003,055	3,373,356,770	3,174,012,770

Notes to the financial statements form an integral part of these statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED) AS AT DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2015	2014	2015	2014
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Bank overdrafts	16	-	905,810	-	-
Trade and other payables	17 and 25	907,875,143	933,113,847	794,538,147	788,055,415
Current portion of long-term borrowings from financial institutions	19	16,302,487	21,651,496	-	-
Corporate income tax payable		112,186,818	96,083,257	93,516,946	88,448,617
Provision for customer loyalty programmes		5,096,474	9,345,679	5,096,474	9,345,679
Other current liabilities	18	62,166,222	62,670,785	36,106,478	29,927,899
Total Current Liabilities		1,103,627,144	1,123,770,874	929,258,045	915,777,610
NON-CURRENT LIABILITIES					
Long-term borrowings from financial institutions	19	18,066,036	33,512,916	-	-
Deferred tax liabilities	15	2,167,317	2,032,428	-	-
Employee benefit obligation	20	129,049,920	110,522,944	123,414,203	105,648,566
Other non-current liabilities	21	54,667,041	36,477,005	35,152,809	34,347,132
Total Non-current Liabilities		203,950,314	182,545,293	158,567,012	139,995,698
TOTAL LIABILITIES		1,307,577,458	1,306,316,167	1,087,825,057	1,055,773,308

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED) AS AT DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2015	2014	2015	2014
LIABILITIES AND SHAREHOLDERS' EQUITY (CONTINUED)					
SHAREHOLDERS' EQUITY					
SHARE CAPITAL					
Authorized share capital					
490,408,365 ordinary shares of Baht 1 each		490,408,365	490,408,365	490,408,365	490,408,365
Issued and paid-up share capital					
490,408,365 ordinary shares of Baht 1 each, fully paid		490,408,365	490,408,365	490,408,365	490,408,365
PREMIUM ON ORDINARY SHARES		689,980,549	689,980,549	689,980,549	689,980,549
RETAINED EARNINGS					
Appropriated					
Legal reserve	22	52,343,137	52,343,137	52,343,137	52,343,137
Unappropriated		1,200,583,335	1,035,818,446	1,052,799,662	885,507,411
OTHER COMPONENTS OF SHAREHOLDERS' EQUITY		(23,681,899)	(33,832,381)	-	-
TOTAL ATTRIBUTIONS TO OWNERS OF THE PARENT		2,409,633,487	2,234,718,116	2,285,531,713	2,118,239,462
NON-CONTROLLING INTERESTS		89,493,065	83,968,772	-	-
TOTAL SHAREHOLDERS' EQUITY		2,499,126,552	2,318,686,888	2,285,531,713	2,118,239,462
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		3,806,704,010	3,625,003,055	3,373,356,770	3,174,012,770

Notes to the financial statements form an integral part of these statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2015	2014	2015	2014
Revenues from sales and services		7,551,991,844	7,256,854,663	6,378,768,346	6,075,849,330
Cost of sales and services		(3,997,737,764)	(3,936,797,971)	(3,690,738,084)	(3,622,268,347)
Gross profit		3,554,254,080	3,320,056,692	2,688,030,262	2,453,580,983
Other income	24	78,525,384	89,839,533	90,544,395	113,762,254
Selling expenses		(263,140,651)	(240,455,324)	(233,654,902)	(216,137,032)
Administrative expenses		(2,560,443,448)	(2,478,290,733)	(1,747,184,457)	(1,659,748,079)
Management benefit expenses	25	(53,069,246)	(59,191,941)	(45,155,309)	(45,186,058)
Net gain (loss) on exchange rate		4,502,127	(5,017,549)	4,205,754	(2,528,434)
Finance costs		(2,268,755)	(2,889,378)	(278,094)	(302,421)
Share of profits of associates and joint ventures	25	4,215,229	5,746,165	-	-
Profit before income tax expense		762,574,720	629,797,465	756,507,649	643,441,213
Income tax expense	15	(154,507,100)	(132,861,968)	(147,847,869)	(130,431,174)
PROFIT FOR THE YEAR		608,067,620	496,935,497	608,659,780	513,010,039
OTHER COMPREHENSIVE INCOME (LOSS)					
Item that will not be reclassified subsequently to profit or loss					
Actuarial gain on defined employee benefit plan - net of tax		-	13,829,524	-	9,661,719
Items that may be reclassified subsequently to profit or loss					
Exchange differences on translation of financial statements		13,824,938	(15,306,834)	-	-
Unrealized gain on revaluation of available-for-sales securities (reversal)		(106,706)	(126,041)	-	-
Income tax relating to components of other comprehensive income		21,341	25,208	-	-
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)					
FOR THE YEAR - NET OF TAX		13,739,573	(1,578,143)	-	9,661,719
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		621,807,193	495,357,354	608,659,780	522,671,758

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED) FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2015	2014	2015	2014
PROFIT (LOSS) ATTRIBUTABLE TO :					
Owners of the Parent		606,132,418	497,737,783	608,659,780	513,010,039
Non-controlling interests		1,935,202	(802,286)	-	-
		608,067,620	496,935,497	608,659,780	513,010,039
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:					
Owners of the Parent		616,282,900	497,907,925	608,659,780	522,671,758
Non-controlling interests		5,524,293	(2,550,571)	-	-
		621,807,193	495,357,354	608,659,780	522,671,758
BASIC EARNINGS PER SHARE	BAHT	1.23	1.01	1.24	1.05
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES	SHARES	490,408,365	490,408,365	490,408,365	490,408,365

Notes to the financial statements form an integral part of these statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE YEAR ENDED DECEMBER 31, 2015 CONSOLIDATED FINANCIAL STATEMENTS

UNIT : BAHT

	Notes	Equity attributable to owners of the parent							Non- controlling interests	Total shareholders' equity	
		Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Other components of shareholders' equity					Total attributions to owners of the parent
				Appropriated	Unappropriated	Other comprehensive income (loss)					
						Exchange differences on translation of financial state- ments	Unrealized gain on revaluation of available for-sale securities (reversal)	Income tax relating to components of other comprehensive income (loss)			
BEGINNING BALANCE AS AT JANUARY 1, 2014		490,408,365	689,980,549	52,343,137	990,972,640	(21,496,581)	612,538	(122,510)	2,202,698,138	2,291,214,471	
Increase in non-controlling interests resulting from increasing the capital of subsidiaries		-	-	-	-	-	-	-	-	6,510	
Total comprehensive income for year		-	-	-	510,733,753	(12,724,995)	(126,041)	25,208	497,907,925	495,357,354	
Dividends paid	23	-	-	-	(465,887,947)	-	-	-	(465,887,947)	(467,891,447)	
ENDING BALANCE AS AT DECEMBER 31, 2014		490,408,365	689,980,549	52,343,137	1,035,818,446	(34,221,576)	486,497	(97,302)	2,234,718,116	2,318,686,888	

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2015 CONSOLIDATED FINANCIAL STATEMENTS

UNIT : BAHT

	Notes	Equity attributable to owners of the parent							Non- controlling interests	Total shareholders' equity		
		Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Other components of shareholders' equity					Total attributions to owners of the parent	
				Appropriated	Unappropriated	Other comprehensive income (loss)						
						Legal reserve	Exchange differences on translation of financial state- ments	Unrealized gain on revaluation of available -for-sale securities (reversal)				Income tax relating to components of other comprehensive income (loss)
BEGINNING BALANCE AS AT JANUARY 1, 2015		490,408,365	689,980,549	52,343,137	1,035,818,446	(34,221,576)	486,497	(97,302)	2,234,718,116	83,968,772	2,318,686,888	
Total comprehensive income for year		-	-	-	606,132,418	10,235,847	(106,706)	21,341	616,282,900	5,524,293	621,807,193	
Dividends paid	23	-	-	-	(441,367,529)	-	-	-	(441,367,529)	-	(441,367,529)	
ENDING BALANCE AS AT ECEMBER 31, 2015		490,408,365	689,980,549	52,343,137	1,200,583,335	(23,985,729)	379,791	(75,961)	2,409,633,487	89,493,065	2,499,126,552	

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE YEAR ENDED DECEMBER 31, 2015 SEPARATE FINANCIAL STATEMENTS

UNIT : BAHT

	Notes	Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Totalt Shareholders' equity
				Appropriated Legal Reserve	Unappropriated	
BEGINNING BALANCE AS AT JANUARY 1, 2014		490,408,365	689,980,549	52,343,137	828,723,600	2,061,455,651
Total comprehensive income for year		-	-	-	522,671,758	522,671,758
Dividends paid	23	-	-	-	(465,887,947)	(465,887,947)
ENDING BALANCE AS AT DECEMBER 31, 2014		490,408,365	689,980,549	52,343,137	885,507,411	2,118,239,462
BEGINNING BALANCE AS AT JANUARY 1, 2015		490,408,365	689,980,549	52,343,137	885,507,411	2,118,239,462
Total comprehensive income for year		-	-	-	608,659,780	608,659,780
Dividends paid	23	-	-	-	(441,367,529)	(441,367,529)
ENDING BALANCE AS AT DECEMBER 31, 2015		490,408,365	689,980,549	52,343,137	1,052,799,662	2,285,531,713

Notes to the financial statements form an integral part of these statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2015	2014	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before income tax expense		762,574,720	629,797,465	756,507,649	643,441,213
Adjustments :					
Depreciation and amortization		367,855,261	359,488,678	294,720,495	292,195,506
Unrealized (gain) loss on exchange rate		116,263	(47,301)	(1,408,928)	1,064,379
Unrealized gain on revaluation of trading securities		(3,238,421)	(6,147,670)	(3,238,224)	(6,147,413)
Doubtful accounts - short-term loan to a related party		-	-	-	25,000,000
Share of profits of associates and joint ventures		(4,215,229)	(5,746,165)	-	-
Loss on impairment of fixed assets (reversal)		(7,674,332)	8,946,088	1,077,937	(751,181)
Loss on write-off of fixed assets and intangible asset		10,968,841	17,265,116	8,242,569	16,402,415
Gain on sales of temporary investments		(2,774,627)	(5,650,552)	(2,596,865)	(5,365,584)
Loss on impairment of investment (reversal)		-	-	-	(4,997,000)
Gain on sales of fixed assets		(1,623,952)	(1,539,413)	(1,639,844)	(1,539,413)
Employee benefit obligation expense		19,522,466	21,259,780	18,761,127	19,328,055
Customer loyalty programmes expense (reversal).		(4,249,205)	4,270,442	(4,249,205)	4,270,442
Dividend income		-	-	(1,499,940)	(15,258,408)
Interest income		(2,650,297)	(2,525,995)	(4,638,584)	(4,477,180)
Interest expense		2,268,755	2,889,307	278,094	302,421
Profit from operations before changes in operating assets and liabilities		1,136,880,243	1,022,259,780	1,060,316,281	963,468,252

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS (CONTINUED) FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2015	2014	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES (CONTINUED)					
Operating assets (increase) decrease					
Trade and other receivables		(20,547,495)	(44,987,980)	(42,642,483)	(29,585,421)
Inventories		4,794,432	(10,880,885)	2,810,098	(9,300,468)
Other current assets		1,891,218	4,444,516	4,082,330	(4,319,500)
Deposits used as collateral		3,265,185	-	-	-
Long-term deposits		(28,806,109)	(11,857,490)	(15,761,632)	(13,451,824)
Other non-current assets		4,724,977	3,926,565	1,251,418	2,466,956
Operating assets (increase) decrease					
Trade and other payables		(18,131,676)	67,580,593	11,066,654	22,755,438
Other current liabilities		387,121	3,183,137	6,815,636	(2,624,756)
Cash paid for employee benefit obligations		(995,490)	(7,324,600)	(995,490)	(7,324,600)
Other non-current liabilities		(981,708)	(2,423,239)	-	-
Cash received from operations		1,082,480,698	1,023,920,397	1,026,942,812	922,084,077
Cash received from interest		2,680,195	2,548,523	3,700,850	1,182,105
Cash paid for interest		(2,255,176)	(2,719,934)	(59,310)	(65,705)
Cash paid for income tax		(139,377,873)	(157,447,916)	(143,888,764)	(146,468,163)
Net cash provided by operating activities		943,527,844	866,301,070	886,695,588	776,732,314
CASH FLOWS FROM INVESTING ACTIVITIES					
Cash payments for loans to related parties		-	-	(10,094,000)	-
Cash received from loans to a related party		1,500,000	-	6,969,340	2,564,850
Cash payments for purchases of temporary investments		(540,000,000)	(460,000,000)	(540,000,000)	(460,000,000)
Proceeds from sales of temporary investments		549,656,692	589,488,027	547,156,692	584,488,027
Cash payment for purchase of investment in joint ventures		(83,190,144)	(20,000,000)	-	(20,000,000)
Cash payment for purchase of investments in subsidiaries		-	-	(99,999,724)	(14,885,115)

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS (CONTINUED) FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2015	2014	2015	2014
CASH FLOWS FROM INVESTING ACTIVITIES (CONTINUED)					
Cash payments for purchases of fixed assets,intangible asset and leasehold right	4.2.1	(340,862,194)	(482,577,330)	(287,565,982)	(356,621,072)
Proceeds from sales of fixed assets		2,429,726	2,334,618	2,400,734	2,334,618
Proceeds from sales of leasehold right		-	3,549,150	-	-
Dividends received		-	2,261,908	1,499,940	15,258,408
Net cash used in investing activities		(410,465,920)	(364,943,627)	(379,633,000)	(246,860,284)
CASH FLOWS FROM FINANCING ACTIVITIES					
Decrease in bank overdrafts		(905,810)	(1,151,848)	-	-
Cash repayments for long-term borrowings from financial institutions		(20,795,889)	(29,028,221)	-	-
Proceeds from long-term borrowings from financial institutions		-	18,348,134	-	-
Cash repayments for long - term finance lease liabilities	4.2.1	(891,684)	(1,808,476)	(891,684)	(1,808,476)
Dividends paid to non-controlling interests		-	(2,003,500)	-	-
Dividends paid	4.2.2	(441,351,177)	(466,648,725)	(441,351,176)	(466,648,725)
Cash received from non-controlling interests resulting from increasing the capital of subsidiaries		-	6,510	-	-
Net cash used in financing activities		(463,944,560)	(482,286,126)	(442,242,860)	(468,457,201)
Unrealized loss on exchange of cash and cash equivalents		(116,263)	(150,073)	(116,263)	(150,073)
Exchange rate differences on translation of financial statements		11,569,541	4,622,240	-	-
Increase in cash and cash equivalents		80,570,642	23,543,484	64,703,465	61,264,756
Cash and cash equivalents as at January 1,		570,399,001	546,855,517	433,308,469	372,043,713
CASH AND CASH EQUIVALENTS AS AT DECEMBER 31,	4.1	650,969,643	570,399,001	498,011,934	433,308,469

Notes to the financial statements form an integral part of these statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2015

1. GENERAL INFORMATION AND THE OPERATION OF THE COMPANY

S&P Syndicate Public Company Limited ("the Company") was incorporated under the Civil and Commercial Code of Thailand as a limited company on October 14, 1973. Subsequently in May 1989, the Stock Exchange of Thailand registered the Company's common shares as a listed security and the Company was transformed to Public Company Limited on April 20, 1994. The address of its head office is at Italthai Tower, 23rd and 24th Floor, No. 2034/100 - 107, New Petchburi Road, Kwaeng Bangkapi, Khet Huay Kwang, Bangkok.

S&P Syndicate Public Company Limited is the parent company within the group of companies. The principal business is the operation of a nationwide and international chain of restaurants and bakery shops, the production of bakery, frozen foods and other food products and food-service related businesses such as outside catering.

2. BASIS FOR PREPARATION AND PRESENTATION OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

2.1 The Company maintains its accounting records in Thai Baht and prepares its statutory financial statements in Thai language in conformity with Thai Financial Reporting Standards and accounting practices generally accepted in Thailand.

2.2 The Company's financial statements have been prepared in accordance with the Thai Accounting Standard (TAS) No. 1 (Revised 2014) "Presentation of Financial Statements", and the Regulation of The Stock Exchange of Thailand (SET) dated January 22, 2001, regarding "the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2544" and the Notification of the Department of Business Development dated September 28, 2011 regarding "The Brief Particulars in the Financial Statement B.E. 2554".

The accounting standards being adopted by the Company may not be in conformity with generally accepted accounting principles in other countries because the financial statements is not intended to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries other than Thailand. Accordingly, the financial statements have not been designed for those who are not familiar with accounting principles and accounting practices generally accepted in Thailand.

For the convenience of readers, an English translation of the financial statements has been prepared from Thai language statutory financial statements which are issued for domestic financial reporting purposes.

2.3 Thai Financial Reporting Standards affecting the presentation and/or disclosure in the current year financial statements

The Federation of Accounting Professions has issued the Notifications regarding Thai Financial Reporting Standards (TFRSs) which are effective for the financial statements for the periods beginning on or after January 1, 2015 onwards, as follows:

Thai Accounting Standards ("TAS")

TAS 1 (Revised 2014)	Presentation of Financial Statements
TAS 2 (Revised 2014)	Inventories
TAS 7 (Revised 2014)	Statement of Cash Flows

TAS 8 (Revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (Revised 2014)	Events after the Reporting Period
TAS 11 (Revised 2014)	Construction Contracts
TAS 12 (Revised 2014)	Income Taxes
TAS 16 (Revised 2014)	Property, Plant and Equipment
TAS 17 (Revised 2014)	Leases
TAS 18 (Revised 2014)	Revenue
TAS 19 (Revised 2014)	Employee Benefits
TAS 20 (Revised 2014)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (Revised 2014)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (Revised 2014)	Borrowing Costs
TAS 24 (Revised 2014)	Related Party Disclosures
TAS 26 (Revised 2014)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (Revised 2014)	Separate Financial Statements
TAS 28 (Revised 2014)	Investments in Associates and Joint Ventures
TAS 29 (Revised 2014)	Financial Reporting in Hyperinflationary Economies
TAS 33 (Revised 2014)	Earnings per Share
TAS 34 (Revised 2014)	Interim Financial Reporting
TAS 36 (Revised 2014)	Impairment of Assets
TAS 37 (Revised 2014)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (Revised 2014)	Intangible Assets
TAS 40 (Revised 2014)	Investment Property

Thai Financial Reporting Standards ("TFRS")

TFRS 2 (Revised 2014)	Share-Based Payment
TFRS 3 (Revised 2014)	Business Combinations
TFRS 5 (Revised 2014)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (Revised 2014)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (Revised 2014)	Operating Segments
TFRS 10	Consolidated Financial Statements
TFRS 11	Joint Arrangements
TFRS 12	Disclosure of Interests in Other Entities
TFRS 13	Fair Value Measurement

Thai Accounting Standards Interpretations ("TSIC")

TSIC 10 (Revised 2014)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (Revised 2014)	Operating Leases - Incentives
TSIC 25 (Revised 2014)	Income Taxes - Change in the Tax Status of an Enterprise or its Shareholders
TSIC 27 (Revised 2014)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29 (Revised 2014)	Service Concession Arrangements : Disclosures
TSIC 31 (Revised 2014)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (Revised 2014)	Intangible Assets - Web Site Costs

Thai Financial Reporting Standard Interpretations ("TFRIC")

TFRIC 1 (Revised 2014)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (Revised 2014)	Determining whether an Arrangement contains a Lease
TFRIC 5 (Revised 2014)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (Revised 2014)	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10 (Revised 2014)	Interim Financial Reporting and Impairment
TFRIC 12 (Revised 2014)	Service Concession Arrangements
TFRIC 13 (Revised 2014)	Customer Loyalty Programmes
TFRIC 14	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction.
	TAS 19 (Revised 2014)
	- Employee Benefits
TFRIC 15 (Revised 2014)	Agreements for the Construction of Real Estate

TFRIC 17 (Revised 2014)	Distributions of Non-cash Assets to Owners
TFRIC 18 (Revised 2014)	Transfers of Assets from Customers
TFRIC 20	Stripping Costs in the Production Phase of a Surface Mine

The Company's and its subsidiaries' management has assessed such Thai Financial Reporting Standards. Such TFRSs have no impact on the Company and its subsidiaries' financial statements.

In addition, the Federation of Accounting Professions issued the Notification regarding the Conceptual Framework for Financial Reporting (Revised 2015), which was announced in the Royal Gazette and effective from November 6, 2015 onwards to replace the Conceptual Framework for Financial Reporting (Revised 2014). Such Conceptual Framework for Financial Reporting has no material impact on these financial statements.

2.4 New Standard on Fair Value Measurement

Impact of the application of TFRS 12

TFRS 12 is a new disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangement, associates and/or unconsolidated structured entities. The application of TFRS 12 has resulted in more extensive disclosures in the consolidated financial statements (see Note 2.8 and 9).

Impact of the application of TFRS 13

The Group has applied TFRS 13 for the first time in the current year. TFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The scope of TFRS 13 is broad; the fair value measurement requirements of TFRS 13 apply to both financial instrument items and non-financial instrument items for which other TFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of TFRS 2 (Revised 2014) "Share-based Payment", leasing transactions that are within the scope of TAS 17 (Revised 2014) "Leases", and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

TFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under TFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, TFRS 13 includes extensive disclosure requirements.

TFRS 13 requires prospective application for the financial statements for the periods beginning on or after January 1, 2015 onwards. The application of TFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements (see Note 29.4).

2.5 Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective.

The Federation of Accounting Professions has issued the Notification regarding Thai Financial Reporting Standards (TFRSs) which will be effective for the accounting period beginning on or after January 1, 2016 onwards, as follows:

Thai Accounting Standards ("TAS")

TAS 1 (Revised 2015)	Presentation of Financial Statements
TAS 2 (Revised 2015)	Inventories
TAS 7 (Revised 2015)	Statement of Cash Flows
TAS 8 (Revised 2015)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (Revised 2015)	Events after the Reporting Period
TAS 11 (Revised 2015)	Construction Contracts
TAS 12 (Revised 2015)	Income Taxes
TAS 16 (Revised 2015)	Property, Plant and Equipment
TAS 17 (Revised 2015)	Leases
TAS 18 (Revised 2015)	Revenue
TAS 19 (Revised 2015)	Employee Benefits
TAS 20 (Revised 2015)	Accounting for Government Grants and Disclosure of Government Assistance

TAS 21 (Revised 2015)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (Revised 2015)	Borrowing Costs
TAS 24 (Revised 2015)	Related Party Disclosures
TAS 26 (Revised 2015)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (Revised 2015)	Separate Financial Statements
TAS 28 (Revised 2015)	Investments in Associates and Joint Ventures
TAS 29 (Revised 2015)	Financial Reporting in Hyperinflationary Economies
TAS 33 (Revised 2015)	Earnings per Share
TAS 34 (Revised 2015)	Interim Financial Reporting
TAS 36 (Revised 2015)	Impairment of Assets
TAS 37 (Revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (Revised 2015)	Intangible Assets
TAS 40 (Revised 2015)	Investment Property
TAS 41	Agriculture

Thai Financial Reporting Standards ("TFRS")

TFRS 2 (Revised 2015)	Share-based Payment
TFRS 3 (Revised 2015)	Business Combinations
TFRS 4 (Revised 2015)	Insurance Contracts
TFRS 5 (Revised 2015)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (Revised 2015)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (Revised 2015)	Operating Segments
TFRS 10 (Revised 2015)	Consolidated Financial Statements
TFRS 11 (Revised 2015)	Joint Arrangements
TFRS 12 (Revised 2015)	Disclosure of Interest in Other Entities
TFRS 13 (Revised 2015)	Fair Value Measurement

Thai Accounting Standards Interpretations ("TSIC")

TSIC 10 (Revised 2015)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (Revised 2015)	Operating Leases - Incentives
TSIC 25 (Revised 2015)	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (Revised 2015)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (Revised 2015)	Service Concession Arrangements : Disclosures
TSIC 31 (Revised 2015)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (Revised 2015)	Intangible Assets - Website Costs

Thai Financial Reporting Standard Interpretations ("TFRIC")

TFRIC 1 (Revised 2015)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (Revised 2015)	Determining whether an Arrangement contains a Lease
TFRIC 5 (Revised 2015)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (Revised 2015)	Applying the Restatement Approach under TAS 29 (Revised 2015) Financial Reporting in Hyperinflationary Economies
TFRIC 10 (Revised 2015)	Interim Financial Reporting and Impairment
TFRIC 12 (Revised 2015)	Service Concession Arrangements
TFRIC 13 (Revised 2015)	Customer Loyalty Programmes
TFRIC 14 (Revised 2015)	TAS 19 (Revised 2015) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (Revised 2015)	Agreements for the Construction of Real Estate
TFRIC 17 (Revised 2015)	Distributions of Non-cash Assets to Owners
TFRIC 18 (Revised 2015)	Transfers of Assets from Customers
TFRIC 20 (Revised 2015)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21	Leases

Guideline on Accounting

Guideline on Accounting regarding Recognition and Measurement of Bearer Plants

The Company's and its subsidiaries' management will adopt the above TFRSs relevant to the Company in the preparation of the Company's and its subsidiaries' financial statements when they become effective and the management is in the process to assess the impact of these TFRSs on the financial statements of the Company and its subsidiaries in the period of initial application

2.6 Basis for preparation of consolidated financial statements

The consolidated financial statements for the years ended December 31, 2015 and 2014. These subsidiaries of the Company are detailed as follows:

	Business type	Country of registration	Percentage of shareholdings (%) As at December 31,	
			2015	2014
Subsidiaries				
S&P Global Co., Ltd.	Investment in other companies	Thailand	80.00	80.00
S&P Asset Co., Ltd.	Office rental	Thailand	99.93	99.93
S&P International Foods Co., Ltd.	Restaurant	Thailand	99.99	99.99
Umenohana S&P Co., Ltd.	Restaurant	Thailand	59.99	59.99
S&P International Food (Cambodia) Co., Ltd.	Restaurant	Cambodia	99.96	99.96
S&P Development Holding Pte. Ltd. ⁽¹⁾	Investment in other companies	Singapore	100.00	-
S&P Development Holding Co., Ltd. ⁽²⁾	Investment in other companies	Thailand	99.99	-

(1) In March 2015, S&P Development Holding Pte. Ltd. registered to incorporate with primary authorized share capital of SGD 1 (equivalent to Baht 23) and fully called and paid-up share capital.

(2) In June 2015, S&P Development Holding Co., Ltd. registered to incorporate with authorized share capital of Baht 5 million and fully called and paid-up share capital. On August 13, 2015, the Board of Directors' Meeting of the Company passed the resolution to invest in S&P Development Holding Co., Ltd. totalling 1,999,997 shares, in the amount of Baht 199,999,700 which represents 99.99% of total shares of such company. Subsequently, the subsidiary increased its authorized share capital from Baht 5 million to Baht 200 million by issuing additional 1,950,000 ordinary shares of Baht 100 each, totalling Baht 195 million. Such subsidiary called up and received such share subscriptions at Baht 50 per share, totalling Baht 97.50 million and registered the increase in share capital with the Ministry of Commerce on August 21, 2015.

Additionally, the consolidated financial statements include the results from the financial statements of overseas subsidiaries invested by S&P Global Co., Ltd., which has been given authority to provide technical assistance to, and management of overseas Thai food restaurants. Those subsidiaries as follows:

	Business type	Country of registration	Percentage of shareholdings (%) As at December 31,	
			2015	2014
Directly invested by S&P Global Co., Ltd.				
S&P Restaurant Limited	Restaurant	United Kingdom	96.00	96.00
Patara (Geneva) SA	Restaurant	Switzerland	62.00	62.00
Patara Fine Thai Cuisine Pte. Ltd.	Restaurant	Singapore	50.00	50.00
SK Catering Pte. Ltd.	Restaurant	Singapore	50.00	50.00
Patara International Restaurant Management (Beijing) Co., Ltd.	Restaurant	The People's Republic of China	91.86	91.86
Patara Restaurant, Vienna GmbH	Restaurant	Austria	52.25	52.25
Indirectly invested through S&P Restaurant Limited				
Patara Fine Thai Cuisine Limited (1)	Restaurant	United Kingdom	-	96.00
SUDA Limited	Restaurant (No operation)	United Kingdom	96.00	96.00
Patara Restaurant, Vienna GmbH	Restaurant	Austria	40.80	40.80
Indirectly invested through SK Catering Pte. Ltd.				
Bangkok Jam Co., Ltd. (2)	Restaurant (Ceased operation)	Taiwan	50.00	50.00
Bangkok Jam Sdn. Bhd. (2)	Restaurant (Ceased operation)	Malaysia	50.00	50.00

(1) On July 16, 2015, S&P Restaurant Limited registered the transfer of 1 ordinary share of Patara Fine Thai Cuisine Limited to S&P Development Holding Co., Ltd.

On July 16, 2015, S&P Development Holding Co., Ltd. (a subsidiary of the Company) entered into the shareholders' agreement with MFG International Holding (Singapore) Pte. Ltd. (a subsidiary of Minor International Public Company Limited) to invest in Patara Fine Thai Cuisine Limited for the purpose of engaging in the business and operating new Thai restaurants in the United Kingdom. Subsequently, on August 6, 2015, Patara Fine Thai Cuisine Limited registered the increase share capital from Pound Sterling 1 to Pound Sterling 3 million by issuing 2,999,999 new ordinary shares of Pound Sterling 1 each, totalling Pound Sterling 2.9 million which S&P Development Holding Co., Ltd. holds 50% of Patara Fine Thai Cuisine Limited.

(2) During the year ended December 31, 2015, Bangkok Jam Co., Ltd. and Bangkok Jam Sdn. Bhd. ceased its operation.

Significant intercompany transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.

The consolidated financial statements for the years ended December 31, 2015 and 2014, included the financial statements of Bangkok Jam and Patara Fine Thai Cuisine, which are sole proprietorship entities registered under the laws of Singapore which are under the control of SK Catering Pte. Ltd. and Patara Fine Thai Cuisine Pte. Ltd., respectively.

2.7 Assets and investments recorded by the equity method as at December 31, 2015 and 2014, revenues and the share of profit (loss) from investments recorded by the equity method in associates and joint venture for the years ended December 31, 2015 and 2014 accounted for by the percentage of total assets, net assets (total assets net of total liabilities), consolidated revenues and total net profit, respectively, in the consolidated financial statements are summarized below:

COMPANY'S NAME	CONSOLIDATED FINANCIAL STATEMENTS							
	Assets of subsidiaries as percentage of total assets As at December 31,		Investments recorded by the equity method as percentage of net assets As at December 31,		Revenues as percentage of consolidated revenues for the years ended December 31,		Share of profit (loss) as percentage of net profit for the years ended December 31,	
	2015	2014	2015	2014	2015	2014	2015	2014
Subsidiaries: Shares held by S&P Syndicate Public Company Limited								
S&P Global Co., Ltd. and subsidiaries (Proportion of subsidiaries of S&P Global Co., Ltd. are presented below)	12.80	13.54	-	-	13.15	13.67	-	-
S&P Asset Co., Ltd.	0.24	0.33	-	-	0.07	0.09	-	-
S&P International Foods Co., Ltd.	2.66	2.64	-	-	1.79	1.83	-	-
Umenohana S&P Co., Ltd.	0.50	0.67	-	-	0.46	0.65	-	-
S&P International Foods (Cambodia) Co., Ltd.	0.68*	0.76*	-	-	0.38*	0.17*	-	-
S&P Development Holding Pte. Ltd.	-	-	-	-	-	-	-	-
S&P Development Holding Co., Ltd.	2.34	-	-	-	-	-	-	-
Associates: Shares held by S&P Syndicate Public Company Limited								
HD Distributors (Thailand) Co., Ltd.	-	-	2.78*	2.74*	-	-	1.23*	0.93*
Foodhouse Catering Service Co., Ltd.	-	-	0.62*	0.21*	-	-	1.75*	0.71*
Joint venture: Shares held by S&P Syndicate Public Company Limited								
MSC Thai Cuisine Co., Ltd. (formerly The Thai Cuisine Co., Ltd.) ⁽¹⁾	-	-	0.57*	0.76*	-	-	(054)*	(048)*
Shares held by S&P Development Holding Co., Ltd.								
Patara Fine Thai Cuisine Limited	-	-	2.90*	-	-	-	(1.75)*	-
	19.22	17.94	6.87	3.71	15.85	16.41	0.69	1.16

*Information was provided by the management and was not audited and reviewed by auditors.

(1) On May 14, 2014, the Board of Directors' Meeting of the Company passed a resolution to approve an investment in The Thai Cuisine Co., Ltd. which was registered in Thailand and has authorized share capital of Baht 40 million. The Company hold 50% of such company's authorized share capital. Subsequently, in February 2015, such joint venture increased authorized share capital to Baht 50 million by issuing 100,000 new ordinary shares at par value of Baht 100 each, totalling Baht 10 million and offered all to a company. Thus, the percentage of shareholding of the Company decreased from 50% to 40% of the authorized share capital of such joint venture. In addition, such joint venture registered to change the Company's name to MSC Thai Cuisine Co., Ltd.

COMPANY'S NAME	CONSOLIDATED FINANCIAL STATEMENTS					
	Assets of subsidiaries as percentage of total assets As at December 31,		Investments recorded by the equity method as percentage of net assets As at December 31,		Revenues as percentage of consolidated revenues for the years ended December 31,	
	2015	2014	2015	2014	2015	2014
Shares held by S&P Global Co., Ltd.						
S&P Restaurant Limited	6.78	6.60	-	-	5.18	5.18
Patara (Geneva) SA	0.65*	0.45*	-	-	1.05*	1.04*
Patara Fine Thai Cuisine Pte. Ltd.	0.36*	0.44*	-	-	0.54*	0.65*
SK Catering Pte. Ltd.	2.93*	3.46*	-	-	5.06*	0.65*
Patara International Restaurant Management (Beijing) Co., Ltd.	0.27*	0.44*	-	-	0.23*	0.25*
Patara Restaurant, Vienna GmbH	1.05*	1.36*	-	-	0.65*	0.78*
	12.04	12.75	-	-	12.71	12.96
Shares held directly by SK Catering Pte. Ltd.						
Bangkok Jam Co., Ltd.	0.23*	0.30*	-	-	0.27*	0.49*
Bangkok Jam Sdn. Bhd	0.04*	0.07*	-	-	0.11*	0.22*
	12.31	13.12	-	-	13.09	13.67

* Information, which was provided by the management, was not audited or reviewed by an auditor.

2.8 Details of non-wholly owned subsidiaries

Details of non-wholly owned subsidiaries of the Group as at December 31, 2015 are as follows:

Unit : Thousand Baht

COMPANY'S NAME	CONSOLIDATED FINANCIAL STATEMENTS					
	Proportion of ownership interests and voting rights held by non-controlling interests(%)		Profit (loss) allocated to non-controlling interests For the 3 years ended December 31,		Accumulated Non-controlling interests As at December 31,	
	2015	2014	2015	2014	2015	2014
SK Catering Pte., Ltd.	50	50	3,070	8,729	42,523	39,453
Individually immaterial subsidiaries with non-controlling interests			2,454	(11,280)	46,970	44,516
			5,524	(2,551)	89,493	83,969

The summarized financial information before intragroup eliminations of each subsidiaries that has material non-controlling interests were as follows:

Unit : Thousand Baht

SK Catering Pte., Ltd.	As at December 31,	
	2015	2014
Current assets	71,155	79,797
Non-current assets	90,160	101,403
Current liabilities	(76,269)	(102,293)
Total attributions to owners	42,523	39,453
Non-controlling interests	42,523	39,453

Unit : Thousand Baht

SK Catering Pte., Ltd.	As at December 31,	
	2015	2014
Revenue	387,945	378,314
Expenses	(383,645)	(358,336)
Profit for the year	4,300	19,978
Profit attributable to :		
Owners of the Parent	2,150	9,989
Non-controlling interests	2,150	9,989
	4,300	19,978
Total comprehensive income		
attributable to :		
Owners of the Parent	3,070	8,729
Non-controlling interests	6,140	17,458

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the measurement basis of historical cost except as disclosed in the significant accounting policies as follows:

3.1 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and all types of deposits at financial institutions with the original maturities of three months or less from the date of acquisition, excluding deposit at financial institutions used as collateral.

3.2 Temporary investments

Temporary investments consist of investment in trading securities, available-for-sale securities, time deposits with maturity term over 3 months up to 12 months and held-to-maturity debt security due within 12 months and without obligation.

Investments in trading securities are carried at fair value. Realized gains and losses from the sales of trading securities and unrealized gain and loss on the changes in fair values are recognized in statement of profit or loss and other comprehensive income.

Investments in available-for-sales securities are carried at fair value, differences between book value and fair value of available-for-sales securities are recorded as unrealized gain (loss) on the changes in fair values of investments under shareholders' equity.

3.3 Allowance for doubtful accounts

Allowance for doubtful accounts is provided at the estimated collection losses on receivables. Such estimate based on the Company's and subsidiaries' collection experiences of each receivable.

3.4 Inventories

Inventories of the Company and its subsidiaries are carried at the lower of cost or net realizable value. The cost of inventories of the Company and its five subsidiaries are calculated by using the weighted average cost method and of the other eight subsidiaries are calculated by using the first-in, first-out method.

3.5 Investments in associates, subsidiaries and joint ventures

Investments in associates, subsidiaries and joint ventures are presented by the cost method in the separate financial statements.

Investments in associates are presented by the equity method in the consolidated financial statements.

Investments in joint ventures are accounted for using the equity method in the consolidated financial statements.

In the case where impairment of investment is occurred, the impairment loss of investment will be charged to the statement of profit or loss and other comprehensive income.

3.6 Other long-term investment

Other long-term investment is debt security which the Company has the intent and ability to hold until maturity is classified as held-to-maturity and carried at the amortized cost, net of allowances for impairment (if any.)

3.7 Property, plant and equipment

Land of the Company is stated at cost less provision for impairment (if any.)

Plant and equipment of the Company and its subsidiaries are stated at cost, less accumulated depreciation and provision for impairment (if any.)

Depreciation of plant and equipment of the Company and its subsidiaries is calculated by the straight-line method over the estimated useful lives of the assets as follows:

Buildings and building improvements	5 - 30	years
Factory buildings	5 - 40	years
Machinery and equipment	5 - 15	years
Furniture and equipment	3 - 5	years
Vehicles	5	years

In case of impairment of property, plant and equipment is occurred, the loss on impairment will be charged to the statement of profit or loss and other comprehensive income.

Dismantling, moving and renovating assets location cost in which the Company obligates when receiving such asset. The Company recognizes them at the cost of assets and depreciated them.

3.8 Intangible asset

Intangible asset consists of computer software development cost.

Intangible asset is stated at costs less accumulated amortization.

Amortization is calculated by the straight-line method, based on the estimated useful lives of the assets as follows:

Computer software development costs	5 years
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3.9 Leasehold rights

Leasehold rights of the Company and its subsidiaries consist of leasehold rights for land and buildings, which are stated at cost, less accumulated amortization.

Amortization of leasehold rights of the Company and its subsidiaries are calculated by using the straight-line method over the lease periods as follows:

Leasehold rights of the Company	- land and buildings	3 - 30 years
Leasehold rights of subsidiaries	- buildings	15 - 20 years

3.10 Impairment

The carrying amounts of the assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amounts of asset is estimated.

The Company recognizes impairment loss when the recoverable amount of an asset is lower than its carrying amount. The recoverable amount is the higher of the asset's fair value less cost to sell and its value in use. The Company determines the value by estimating the present value of future cash flows generated by the asset, discounted using a pre-tax discount rate which reflects current market assessments of the time value of money and the risk specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. The calculation reflects the amount that the Company could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

The Company recognizes an impairment loss as expense in the statement of profit or loss and other comprehensive income.

Reversal of an impairment loss.

The Company reverses impairment loss of asset (if any), which had been recognized in the prior periods, if there is an indicator for impairment may no longer exist or may have decreased which the recoverable amount must be estimated.

3.11 Provision for customer loyalty program

The provision for customer loyalty program represents current obligations arising from reward point program granted to the Company's customers, which is calculated based on the estimates of redemption rate of the accumulated points used by the customers for the rewards and the average prices of the rewards and is presented as current liabilities in the statement of financial position.

3.12 Employee benefit obligation

The Company and its subsidiaries have accounted for post-employment benefits obligation under the Thai Labor Protection Act at the end of reporting period based on actuarial assumptions using Projected Unit Credit Method, such as discount rates, mortality rates, normal retirement age, salary increase rates and turnover rates, etc.

The Company and its subsidiaries recognize the expense for defined employee benefit as personnel expenses in the statement of profit or loss and other comprehensive income.

The actuarial gains (losses) are recognized in other comprehensive income and transferred in full to the retained earnings in the period in which they arise.

3.13 Leases

Operating lease

Long-term lease for assets which a significant portion of the risks and rewards of ownership are still retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit or loss and other comprehensive income on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period expired, any payment required to be made to the lessor by way of penalty is recognized as an expense in the period in which termination takes place.

Finance lease

Lease in which substantially all the risk and reward of ownership, other than legal title is transferred to the Company is accounted for as a finance lease. The Company capitalized the asset and liabilities in statements of financial position in the amount at the lower of estimated present value of the underlying lease payments or at the fair value of the leased asset at the contractual date. The leased assets are depreciated using the straight-line method over their estimated useful lives. Financial charge is calculated by the effective interest rate method over the term of contracts. Financial charge and depreciation are recognized as expenses in the statement of profit or loss and other comprehensive income.

3.14 Provident fund

The contribution paid by the Company and its domestic subsidiaries to the provident funds of employees is recognized as an expense in the statement of profit or loss and other comprehensive income when the transactions occurred.

3.15 Foreign currency transactions

Transactions in foreign currencies occurred during the year are translated into Baht at the rates of exchange prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies outstanding at the end of the reporting period are retranslated into Baht at the exchange rates prevailing on that date as determined by the Bank of Thailand. Gains or losses on retranslation are included in the statement of profit or loss and other comprehensive income.

The translation of foreign financial statements into Baht for the purpose of preparing the consolidated financial statements is determined by using the following rates:

- Assets and liabilities are retranslated at the closing rate at the statements of financial position date.
- Shareholders' equity is retranslated at the rates prevailing on the transaction dates.
- Revenues and expenses are retranslated at the average rate during the period.

Gain (loss) on translation of foreign financial statements is shown under shareholders' equity.

3.16 Recognition of revenues and expenses

Revenues from the sales of goods are recognized as revenue when the significant risks and rewards of ownership are transferred to the buyer. For domestic sales, title is considered to have passed when goods are dispatched to customers. For export sales, sales are recognized when goods are shipped and significant risks and rewards are passed to the buyer according to the shipment term. Sales are presented by deducting discounts, purchase volume discount and goods returned.

Revenues from services are recognized as revenue when the services are rendered.

Revenues from dividend from investments are recognized as income when the dividend is declared. Interest income and other income are recognized on an accrual basis.

Expenses are recognized on an accrual basis.

3.17 Taxation

Tax expense (tax income) comprises the sum of current tax in respect of the current year and deferred tax.

- Current tax

Current tax represents tax currently payable which is based on taxable profit for the period. Taxable profit differs from profit as reported in the statement of profit or loss and other comprehensible income because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

- Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit (tax base). Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each of the end of reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset is recognized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off the current tax asset against current tax liabilities and the Company intends to settle such current tax liability and asset on a net basis or intends to recognize the asset and settle the liability simultaneously.

Current and deferred tax are recognized as income or expense and included in profit or loss for the period.

Income tax expense related to profit or loss from normal activities are presented in the statement of profit or loss and other comprehensive income except for current and deferred taxes of related items that recognized directly in the shareholders' equity in the same or different period.

3.18 Basic earnings per share

Basic earnings per share are calculated by dividing profit attributable to the ordinary equity holders of the parent for the year by the weighted average number of ordinary shares outstanding during the year.

3.19 Use of management's judgment

The preparation of financial statements in accordance with Thai Financial Reporting Standards requires the Company's management to exercise judgments in order to determine the accounting policies, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although, these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates.

3.20 Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company and its subsidiaries take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of TAS 17 (Revised 2014), and measurements that have some similarities to fair value but are not fair value, such as net realizable value in TAS 2 (Revised 2014) or value in use in TAS 36 (Revised 2014).

In addition, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

4. SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION

4.1 Cash and cash equivalents

Cash and cash equivalents as at December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Cash on hand	9,089	9,156	7,638	7,491
Bank deposits in savings and current accounts	625,645	526,640	481,957	398,618
Time deposits with maturity not more than 3 months (interest rates 0.62% - 1.25% per annum)	16,236	34,603	8,417	27,199
	650,970	570,399	498,012	433,308

4.2 Non-cash transactions are as follows:

4.2.1 Liabilities incurred from acquisition of fixed assets, intangible asset and leasehold rights as at December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Liabilities incurred from acquisition of fixed assets, intangible asset and leasehold rights as at January 1,	72,138	86,263	67,707	66,169
<u>Add</u> Purchases of fixed assets, intangible asset and leasehold rights during the years	352,896	508,982	283,808	397,764
<u>Less</u> Provision for costs of dismantling, removing and restoring the site	(18,953)	(30,067)	(842)	(29,142)
Advance payments for purchases of machine paid in the prior year	-	(10,463)	-	(10,463)
Cash payments	(340,862)	(482,577)	(287,566)	(356,621)
Liabilities incurred from acquisition of fixed assets, intangible asset and leasehold rights as at December 31,	65,219	72,138	63,10	67,707

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Liabilities under finance lease agreements (Presented in other current liabilities and other non-current liabilities in the statement of financial position) Balance as at January 1,	1,146	2,955	1,146	2,955
<u>Less</u> Cash payments	(891)	(1,809)	(891)	(1,809)
Balance as at December 31,	255	1,146	255	1,146
Future lease payments under finance lease agreements as at December 31, 2015 and 2014				
Not later than 1 year	255	891	255	891
Later than 1 year but not later than 5 years	-	255	-	255
	255	1,146	255	1,146

4.2.2 Accrued dividends as at December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Accrued dividends as at January 1,	290	1,051	290	1,051
<u>Add</u> Dividends declaration during the year	441,367	465,887	441,367	465,887
<u>Less</u> Dividends paid	(441,351)	(466,648)	(441,351)	(466,648)
Accrued dividends as at December 31,	306	290	306	290

4.3 Amounts of total unused credit facilities as at December 31, are as follows:

Unit : Thousand Baht

	Million Baht		Million Pound Sterling		Million US Dollars		Million Euro	
	2015	2014	2015	2014	2015	2014	2015	2014
Short-term borrowings	355.00	355.00	-	-	-	-	-	-
Bank overdrafts	91.00	91.00	0.20	0.20	-	-	0.10	0.10
Letters of guarantee	247.28	247.26	-	-	-	-	-	-
FOREX Credit Limit	95.00	95.00	-	-	1.00	1.00	-	-
Total	788.28	788.26	0.20	0.20	1.00	1.00	0.10	0.10

5. TEMPORARY INVESTMENTS

Temporary investments as at December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Time deposits with maturity more than 3 months but not more than 1 year (interest rates 2.5% per annum)	13	13	-	-
Trading securities				
- Fixed income open-ended funds	194,976	182,604	194,976	182,604
- Private funds	117,813	131,507	117,813	131,507
Available-for-sales securities				
- Fixed income open-ended funds	4,843	7,272	-	-
Total temporary investments	317,645	321,396	312,789	314,111

Additional detail of temporary investments in the consolidated financial statements is as follows:

Unit : Thousand Baht

As at December 31, 2015	Cost value As at December 31, 2015	Unrealized gain on revaluation of temporary investments	Fair value As at December 31, 2015
Trading securities			
- Fixed income open-ended funds	194,121	855	194,976
- Private funds	115,430	2,383	117,813
Available-for-sales securities			
- Fixed income open-ended funds	4,463	380	4,843

Unit : Thousand Baht

As at December 31, 2014	Cost value As at December 31, 2014	Unrealized gain on revaluation of temporary investments	Fair value As at December 31, 2014
Trading securities			
- Fixed income open-ended funds	181,887	717	182,604
- Private funds	126,077	5,430	131,507
Available-for-sales securities			
- Fixed income open-ended funds	6,785	487	7,272

Additional detail of temporary investments in the separate financial statements is as follows:

Unit : Thousand Baht

As at December 31, 2015	Cost value As at December 31, 2015	Unrealized gain on revaluation of temporary investments	Fair value As at December 31, 2015
Trading securities			
- Fixed income open-ended funds	194,121	855	194,976
- Private funds	115,430	2,383	117,813

Unit : Thousand Baht

As at December 31, 2014	Cost value As at December 31, 2014	Unrealized gain on revaluation of temporary investments	Fair value As at December 31, 2014
Trading securities			
- Fixed income open-ended funds	181,887	717	182,604
- Private funds	126,077	5,430	131,507

6. TRADE AND OTHER RECEIVABLES

Trade and other receivables as at December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Trade receivables - other companies	277,279	263,557	256,136	231,940
Trade receivables - related parties	6,447	2,534	33,534	20,250
	283,726	266,091	289,670	252,190
<u>Less</u> Allowance for doubtful accounts	(2,575)	(2,575)	(2,152)	(2,152)
Total trade receivables	281,151	263,516	287,518	250,038
Advance payments to related parties	177	392	13,144	22,874
Other receivables - other companies	10,469	10,447	6,539	162
Accrued income - related parties	416	125	7,481	4,965
Prepaid expenses	41,290	38,505	21,100	13,710
Total trade and other receivables	333,503	312,985	335,782	291,749

Trade receivables as at December 31, 2015 and 2014 are classified by aging as follows:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Trade receivables Third parties				
Current	131,399	123,284	110,679	92,090
Overdue				
3 months or less	142,372	136,723	142,372	136,723
Over 3 months up to 6 months	631	309	631	309
Over 6 months up to 12 months	193	286	193	286
Over 12 months	2,684	2,955	2,261	2,532
Total	277,279	263,557	256,136	231,940
Related parties				
Current	6,327	2,168	5,200	4,698
Overdue				
3 months or less	75	254	9,590	6,668
Over 3 months up to 6 months	1	87	4,985	6,315
Over 6 months up to 12 months	40	1	9,131	2,490
Over 12 months	4	24	4,628	79
Total	6,447	2,534	33,534	20,250
	283,726	266,091	289,670	252,190
<u>Less</u> Allowance for doubtful accounts	(2,575)	(2,575)	(2,152)	(2,152)
Trade receivables	281,151	263,516	287,518	250,038

7. INVENTORIES

Inventories as at December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Finished goods	107,888	101,686	107,772	101,607
Work in process	72	55	72	55
Raw materials	149,949	159,152	137,584	143,748
Packaging materials	54,895	54,863	54,415	54,315
Spare parts and supplies	11,234	12,540	9,400	11,792
Goods in transit	-	536	-	536
Total inventories	324,038	328,832	309,243	312,053

For the years ended December 31, 2015 and 2014, the costs of inventories recognized as an expense during the year in the consolidated financial statements are Baht 3,998 million and Baht 3,937 million, respectively, and in the separate financial statements are Baht 3,691 million and Baht 3,622 million, respectively.

8. DEPOSITS USED AS COLLATERAL

8.1 As at December 31, 2015 and 2014, cash at banks of the Company of Baht 0.58 million was used as collateral against the letters of guarantee from a bank for electricity usage (see Note 31.3).

8.2 As at December 31, 2015, cash at bank of S&P Asset Co., Ltd. of Baht 0.47 million was used as collateral against the letters of guarantee from a bank for electricity usage (see Note 31.3).

8.3 As at December 31, 2014, the 12-month fixed deposit of SK Catering Pte. Ltd. of SGD 150,000 (equivalent to Baht 3.73 million) was pledged as collateral for loans of Bangkok Jam Co., Ltd. with a commercial bank. Subsequently, on February 6, 2015, such subsidiary fully repaid the loan. SK Catering Pte. Ltd., therefore, redeemed such deposit which was used as collateral in March 2015 (see Note 19).

9. INVESTMENTS IN ASSOCIATES, SUBSIDIARIES AND JOINT VENTURES

Investments recorded by the equity method in the consolidated financial statements as at December 31, consist of:

Unit : Thousand Baht

	Type of business	Paid-up share capital		Percentage of shareholding (%)		Balance (at cost method)		Balance (at equity method)	
		2015	2014	2015	2014	2015	2014	2015	2014
Associates :									
Shares held by S&P Syndicate Public Company Limited									
HD Distributors (Thailand) Co., Ltd.	Agency for food distribution	100,000	100,000	48.99	48.99	48,998	48,998	69,438	63,475
Foodhouse Catering Services Co., Ltd.	Catering	10,000	10,000	49.97	49.97	4,997	4,997	15,503	4,900
Total investments in associates						53,995	53,995	84,941	68,375
Joint ventures :									
Shares held by S&P Syndicate Public Company Limited									
MSC Thai Cuisine Co., Ltd. (formerly The Thai Cuisine Co., Ltd.)	Culinary School	50,000	40,000	40.00	50.00	20,000	20,000	14,369	17,620
Shares held by S&P Development Holding Co., Ltd.									
Patara Fine Thai Cuisine Limited	Restaurant	GBP 3 million	-	50.00	-	83,190	-	72,591	-
Total investments in joint ventures						103,190	20,000	86,960	17,620

Investments recorded by the cost method in the separate financial statements as at December 31, consist of:

Unit : Thousand Baht

	Type of business	Paid-up share capital as at December 31,		Percentage of shareholding (%) as at December 31,		Balance (at cost method) as at December 31,		Dividend income for the year ended for the year ended December 31,	
		2015	2014	2015	2014	2015	2014	2015	2014
Associates :									
Shares held by S&P Syndicate Public Co., Ltd.									
HD Distributors (Thailand) Co., Ltd.	Agency for food distribution	100,000	100,000	48.99	48.99	48,998	48,998	1,500	2,262
Foodhouse Catering Services Co., Ltd.	Catering	10,000	10,000	49.97	49.97	4,997	4,997	-	-
Total investments in associates						53,995	53,995		
Subsidiaries :									
Shares held by S&P Syndicate Public Co., Ltd.									
S&P Global Co., Ltd.	Invest in other companies	50,000	50,000	80.00	80.00	40,000	40,000	-	8,000
S&P Asset Co., Ltd.	Office rental	1,000	1,000	99.93	99.93	999	999	-	4,996
S&P International Foods Co., Ltd.	Restaurant	50,000	50,000	99.99	99.99	49,997	49,997	-	-
Umenohana S&P Co., Ltd.	Restaurant	25,000	25,000	59.99	59.99	15,000	15,000	-	-
S&P International Foods (Cambodia) Co., Ltd	Restaurant	USD 457,500	USD 457,500	99.96	99.96	14,885	14,885	-	-
S&P Development Holding Pte. Ltd.	Invest in other companies	SGD 1	-	100.00	-	-	-	-	-
S&P Development Holding Co., Ltd.	Invest in other companies	100,000	-	99.99	-	100,000	-	-	-
Total investments in subsidiaries						220,881	120,881		
Joint venture :									
Shares held by S&P Syndicate Public Co., Ltd.									
MSC Thai Cuisine Co., Ltd. (formerly The Thai Cuisine Co., Ltd.)	Culinary School	50,000	40,000	40.00	50.00	20,000	20,000	-	-
Total investments in joint venture						20,000	20,000		
Total dividend income								1,500	15,258

On April 22, 2015, the Board of director's Meeting of the Company passed a resolution to approve the joint venture plan with Minor International Public Company Limited group to expand Thai restaurant business in the United Kingdom. It operates through a joint venture under "Patara Fine Thai Cuisine Limited", currently as a subsidiary of the Company in the United Kingdom, and passed a resolution to increase the authorized share capital of Patara Fine Thai Cuisine Limited from Pound Sterling 1 to Pound Sterling 3 million. S&P Development Holding Pte. Ltd., a subsidiary of the Company in Singapore, will hold 50% of Patara Fine Thai Cuisine Limited's authorized share capital or Pound Sterling 1.50 million. Subsequently, on June 17, 2015, the Extraordinary of Shareholders' meeting passed a resolution to approve the joint venture plan by investing through S&P Development Holding Co., Ltd., a subsidiary of the Company in Thailand.

Details of material associates

The summarised financial information of the material associates represents amounts shown in the associate's financial statements prepared in accordance with TFRSs and adjusted by the Group for equity accounting purposes, are as follows:

Unit : Thousand Baht

HD Distributors (Thailand) Co., Ltd.	As at December 31,	
	2015	2014
Current assets	171,210	151,288
Non-current assets	70,475	54,908
Current liabilities	(98,654)	(74,891)
Non-current liabilities	(1,292)	(1,738)

Unit : Thousand Baht

	For the years ended December 31,	
	2015	2014
Revenue	383,143	337,655
Profit from continuing operations	19,758	15,546
Profit for the year	15,232	9,406

Reconciliation of the above summarised financial information to the carrying amount of the interest in HD Distributors (Thailand) Co., Ltd. recognised in the consolidated financial statements is as follow:

Unit : Thousand Baht

	As at December 31,	
	2015	2014
Net assets of the associate	141,739	129,567
Proportion of the Group's ownership interest in HD Distributors (Thailand) Co., Ltd. (%)	48.99	48.99
Carrying amount of the Group's interest in HD Distributors (Thailand) Co., Ltd.	69,438	63,475

Aggregate information of associates that are not individually material

Unit : Thousand Baht

	For the years ended December 31,	
	2015	2014
The Group's share of profit from continuing operations	10,603	3,518
Aggregate carrying amount of the Group's interests in these associates	15,503	4,900

The summarized financial information of the material associates represents amounts shown in the associate's financial statements prepared in accordance with TFRSs and adjusted by the Group for equity accounting purposes for the year ended December 31, 2015 were as follows:

Summarised statement of financial position

Unit : Thousand Baht

Patara Fine Thai Cuisine Limited	As at December 31,
	2015
Current assets	
Cash and cash equivalents	77,838
Other current assets (excluding cash)	10,085
Total current assets	87,923
Non-current assets	70,013
Total assets	157,936
Current liabilities	
Financial liabilities (excluding trade payables)	(204)
Other current liabilities (including trade payables)	(12,550)
Total current liabilities	(12,754)
Total liabilities	(12,754)
Net assets	145,182

Summarised statements of profit or loss and other comprehensive income

Unit : Thousand Baht

Patara Fine Thai Cuisine Limited	For the year ended December 31, 2015
Revenue	1,755
Cost of sale	(706)
Staff cost	(2,528)
Administration expense	(19,719)
Loss from continuing operations	(21,198)
Income tax expense	-
Post-tax loss from continuing operations	(21,198)
Total comprehensive loss	(21,198)

Reconciliation of the above summarized financial information to the carrying amount of the interest in joint ventures recognized in the consolidated financial statements is as follows:

Unit : Thousand Baht

Patara Fine Thai Cuisine Limited	As at December 31, 2015
Net assets of the joint ventures	145,182
Proportion of the Group's ownership interest in the joint ventures (%)	50.00
Carrying amount of the Group's interest in the joint venture	72,591

Aggregate information of joint ventures that are not individually material

Unit : Thousand Baht

Patara Fine Thai Cuisine Limited	For the year ended December 31,	
	2015	2014
The Group's share of profit (loss)	(3,252)	(2,380)
Aggregate carrying amount of the Group's interests in these joint ventures	14,369	17,620

10. OTHER LONG-TERM INVESTMENT

Other long-term investment as at December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Security Held-to-Maturity				
Subordinated debenture 10 years (interest rate at 4.375% per annum)	10,000	10,000	10,000	10,000

11. LOANS TO RELATED PARTIES

Loans to related parties as at December 31, consist of:

Unit : Thousand Baht

	Principal	Interstrate % per annum	Consolidated Financial Statements		Separate Financial Statements	
			2015	2014	2015	2014
Loans to related parties Subsidiaries						
S&P International Foods Co., Ltd.	Baht 10.09 million	3.0	-	-	10,094	-
Patara Restaurant, Vienna GmbH	Baht 49.97 million	3.0	-	-	49,974	49,974
S&P Restaurant Limited	GBP 0.4 million	3.0	-	-	15,922	20,318
An associate						
Foodhouse Catering Services Co., Ltd.	Baht 7.5 million	5.0	6,000	7,500	6,000	7,500
Less: Allowance for doubtful accounts						
- Patara Restaurant, Vienna GmbH			-	-	(25,000)	(25,000)
Total loans to related parties			6,000	7,500	56,990	52,792
Current portion of loans to related parties - presented in current assets			-	-	18,055	-
Loans to related parties - presented in non-current assets			6,000	7,500	38,935	52,792
			6,000	7,500	56,990	52,792

- On November 25, 2013, the Company granted a loan to S&P Restaurant Limited in the amount of GBP 0.4 million in order to purchase a building. Such loan is due within 1 year.

Subsequently in 2015, the Company entered into a memorandum of agreement (“MOU”) with such subsidiary to extend the loan period pursuant to the Loan Agreement. The loan is payable on the yearly basis, totalling 3 installments. The first principal repayment will be repaid in November 2015 of GBP 0.10 million. The second repayment will be repaid in November 2016 in the amount of GBP 0.15 million and the final repayment will be repaid in November 2017 in the amount of GBP 0.15 million. During 2015, the Company received the partial payment in the amount of GBP 0.10 million (equivalent to Baht 5.47 million).

- In 2013, the Company granted a loan to Patara Restaurant, Vienna GmbH in the amount of Baht 49.97 million. Such subsidiary issued a promissory note to the Company and the note is callable on demand.

As such subsidiary has retained deficit as at December 31, 2014 of Baht 92.02 million; therefore, the Company considered to provide an allowance for doubtful accounts for loan to such subsidiary of Baht 25 million.

- Loan to Foodhouse Catering Services Co., Ltd. was promissory note of Baht 7.50 million and is callable on demand. During 2015, the Company received the partial payment in the amount of Baht 1.50 million.

- On June 3, 2015, the Company granted a loan in the amount of Baht 10.94 million to S&P International Foods Co., Ltd in order to purchase a leasehold rights. Such loan is due within 10 months.

As at December 31, 2014, loans to Patara Restaurant, Vienna GmbH, S&P Restaurant Limited and Foodhouse Catering Services Co., Ltd., the Company anticipated to be collectible from those to related parties after 12 months for the date of reporting period, therefore, those loans were presented as the non-current assets.

12. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as at December 31, consist of:

As at December 31, 2015

Unit : Thousand Baht

	Consolidated Financial Statements					
	Balance as at January 1, 2015	Additions	Cost	Transfer in (Transfer out)	Differences on Translation of Financial Statements	Balance as at December 31, 2015
Cost						
Land	279,483	-	-	-	-	279,483
Buildings and building improvements	229,718	1,523	-	-	6,797	238,038
Factory buildings	200,260	-	(129)	-	-	200,131
Machinery and equipment	1,218,759	54,227	(70,379)	53,129	3,918	1,259,654
Furniture and equipment						
- Offices and factories	625,368	35,799	(12,161)	91,702	-	740,708
- Restaurants and bakery shops	1,484,258	85,984	(58,331)	86,113	1,543	1,599,567
Vehicles	61,387	3,327	(1,029)	-	73	63,758
Total cost	4,099,233	180,860	(142,029)	230,944	12,331	4,381,339
Accumulated depreciation						
Buildings and building improvements	(86,419)	(8,049)	-	-	(2,824)	(97,292)
Factory buildings	(126,870)	(7,803)	128	-	-	(134,545)
Machinery and equipment	(870,808)	(113,765)	64,686	-	(2,952)	(922,839)
Furniture and equipment						
- Offices and factories	(473,659)	(45,592)	11,678	-	-	(507,573)
- Restaurants and bakery shops	(992,001)	(167,495)	52,910	-	(3,550)	(1,110,136)
Vehicles	(46,181)	(5,508)	976	-	(72)	(50,785)
Total accumulated depreciation	(2,595,938)	(348,212)	130,378	-	(9,398)	(2,823,170)
Building improvements and equipment under construction and installation	112,486	142,371	-	(230,944)	(47)	23,866
<u>Less</u> Allowance for impairment - building improvements and equipment	(9,999)	(1,380)	9,054	-	-	(2,325)
Property, plant and equipment	1,605,782					1,579,710

As at December 31, 2014

Unit : Thousand Baht

	Consolidated Financial Statements					
	Balance as at January 1, 2014	Additions	Disposals	Transfer in (Transfer out)	Differences on Translation of Financial Statements	Balance as at December 31, 2014
Cost						
Land	279,483	-	-	-	-	279,483
Buildings and building improvements	200,068	19,551	(186)	19,954	(9,669)	229,718
Factory buildings	200,260	-	-	-	-	200,260
Machinery and equipment	1,094,053	70,044	(14,952)	76,057	(6,443)	1,218,759
Furniture and equipment						
- Offices and factories	602,468	36,596	(13,696)	-	-	625,368
- Restaurants and bakery shops	1,319,390	134,211	(42,412)	90,435	(17,366)	1,484,258
Vehicles	60,162	2,639	(2,645)	1,336	(105)	61,387
Total cost	3,755,884	263,041	(73,891)	187,782	(33,583)	4,099,233
Accumulated depreciation						
Buildings and building improvements	(82,799)	(5,235)	107	-	1,508	(86,419)
Factory buildings	(120,520)	(6,350)	-	-	-	(126,870)
Machinery and equipment	(786,646)	(102,812)	12,534	-	6,116	(870,808)
Furniture and equipment						
- Offices and factories	(436,688)	(50,257)	13,286	-	-	(473,659)
- Restaurants and bakery shops	(859,925)	(167,816)	25,107	-	10,633	(992,001)
Vehicles	(41,351)	(7,279)	2,345	-	104	(46,181)
Total accumulated depreciation	(2,327,929)	(339,749)	53,379	-	18,361	(2,595,938)
Building improvements and equipmentt under construction and installation	63,002	238,548	(1,314)	(187,782)	32	112,486
<u>Less</u> Allowance for impairment - building improvements and equipment	(1,053)	(9,697)	751	-	-	(9,999)
Property, plant and equipment	1,489,904					1,605,782
Depreciation for the years ended December 31,						
2015						348,212
2014						339,749
Gross carrying amount of fully depreciated fixed assets that is still in use as at December 31,						
2015						1,725,925
2014						1,647,537

As at December 31, 2015

Unit : Thousand Baht

	Separate Financial Statements				
	Balance as at January 1, 2015	Additions	Cost	Transfer in (Transfer out)	Balance as at December 31, 2015
Cost					
Land	279,483	-	-	-	279,483
Buildings and building improvements	40,460	-	-	-	40,460
Factory buildings	200,260	-	(129)	-	200,131
Machinery and equipment	1,095,755	44,237	(47,080)	52,745	1,145,657
Furniture and equipment					
- Offices and factories	625,048	35,737	(12,112)	91,702	740,375
- Restaurants and bakery shops	1,169,977	57,136	(39,630)	81,142	1,268,625
Vehicles	59,541	3,330	(555)	-	62,316
Total cost	3,470,524	140,440	(99,506)	225,589	3,737,047
Accumulated depreciation					
Buildings and building improvements	(35,304)	(1,260)	-	-	(36,564)
Factory buildings	(126,870)	(7,803)	128	-	(134,545)
Machinery and equipment	(800,842)	(95,152)	46,050	-	(849,944)
Furniture and equipment					
- Offices and factories	(473,386)	(45,571)	11,651	-	(507,306)
- Restaurants and bakery shops	(821,742)	(122,497)	32,293	-	(911,946)
Vehicles	(44,387)	(5,456)	503	-	(49,340)
Total accumulated depreciation	(2,302,531)	(277,739)	90,625	-	(2,489,645)
Building improvements and equipment under construction and installation	112,402	137,017	-	(225,589)	23,830
<u>Less</u> Allowance for impairment - building improvements and equipment	(302)	(1,380)	302	-	(1,380)
Property, plant and equipment	1,280,093				1,269,852

As at December 31, 2014

Unit : Thousand Baht

	Separate Financial Statements				
	Balance as at January 1, 2014	Additions	Disposals	Transfer in (Transfer out)	Balance as at December 31, 2014
Cost					
Land	279,483	-	-	-	279,483
Buildings and building improvements	40,646	-	(186)	-	40,460
Factory buildings	200,260	-	-	-	200,260
Machinery and equipment	979,323	56,902	(10,606)	70,136	1,095,755
Furniture and equipment					
- Offices and factories	601,960	36,555	(13,467)	-	625,048
- Restaurants and bakery shops	1,053,833	78,459	(36,180)	73,865	1,169,977
Vehicles	58,212	2,639	(2,646)	1,336	59,541
Total cost	3,213,717	174,555	(63,085)	145,337	3,470,524
Accumulated depreciation					
Buildings and building improvements	(34,152)	(1,259)	107	-	(35,304)
Factory buildings	(120,520)	(6,350)	-	-	(126,870)
Machinery and equipment	(722,717)	(88,314)	10,189	-	(800,842)
Furniture and equipment					
- Offices and factories	(436,210)	(50,232)	13,056	-	(473,386)
- Restaurants and bakery shops	(721,218)	(122,027)	21,503	-	(821,742)
Vehicles	(39,505)	(7,246)	2,364	-	(44,387)
Total accumulated depreciation	(2,074,322)	(275,428)	47,219	-	(2,302,531)
Building improvements and equipment under construction and installation	43,019	216,034	(1,314)	(145,337)	112,402
<u>Less</u> Allowance for impairment - building improvements and equipment	(1,053)	-	-	-	(302)
Property, plant and equipment	1,181,361				1,280,093
Depreciation for the years ended December 31,					
2015					277,739
2014					275,428
Gross carrying amount of fully depreciated fixed assets that is still in use as at December 31,					
2015					1,725,583
2014					1,647,317

S&P Restaurant Limited

As at December 31, 2015 and 2014, buildings of S&P Restaurant Limited with the cost value of GBP 2.01 million (equivalent to Baht 107.54 million) and GBP 2.01 million (equivalent to Baht 102.81 million), respectively, have been used as collateral for long-term loans with a commercial bank (see Note 19).

As at December 31, 2015 and 2014, the assets under financial leases are as follows:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Cost of assets - vehicles	2,761	5,577	2,761	5,577
<u>Less</u> Accumulated depreciation	(1,476)	(2,437)	(1,476)	(2,437)
Carrying amount	1,285	3,140	1,285	3,140

13. LEASEHOLD RIGHTS

Leasehold rights as at December 31, consists of:

As at December 31, 2015

Unit : Thousand Baht

	Consolidated Financial Statements				
	Balance as at January 1, 2015	Additions	Disposals	Differences on Translation of Financial Statements	Balance as at December 31, 2015
Cost					
Leasehold rights	219,505	23,300	-	2,547	245,352
Total cost	219,505	23,300	-	2,547	245,352
Accumulated amortization					
Leasehold rights	(149,125)	(15,091)	-	(1,694)	(165,910)
Total accumulated amortization	(149,125)	(15,091)	-	(1,694)	(165,910)
Leasehold rights	70,380				79,422

As at December 31, 2014

Unit : Thousand Baht

	Consolidated Financial Statements				
	Balance as at January 1, 2014	Additions	Disposals	Differences on Translation of Financial Statements	Balance as at December 31, 2014
Cost					
Leasehold rights	254,769	3,549	(36,043)	(2,770)	219,505
Total cost	254,769	3,549	(36,043)	(2,770)	219,505
Accumulated amortization					
Leasehold rights	(162,339)	(15,746)	26,996	1,964	(149,125)
Total accumulated amortization	(162,339)	(15,746)	26,996	1,964	(149,125)
Leasehold rights	92,430				70,380
Amortization for the years ended December 31,					
2015					15,091
2014					15,746

As at December 31, 2015

Unit : Thousand Baht

	Separate Financial Statements			
	Balance as at January 1, 2015	Additions	Disposals	Balance as at December 31, 2015
Cost				
Leasehold rights	168,289	-	-	168,289
Total cost	168,289	-	-	168,289
Accumulated amortization				
Leasehold rights	(113,031)	(12,542)	-	(125,573)
Total accumulated amortization	(113,031)	(12,542)	-	(125,573)
Leasehold rights	55,258			42,716

As at December 31, 2014

Unit : Thousand Baht

	Separate Financial Statements			
	Balance as at January 1, 2014	Additions	Disposals	Balance as at December 31, 2014
Cost				
Leasehold rights	195,437	3,549	(30,697)	168,289
Total cost	195,437	3,549	(30,697)	168,289
Accumulated amortization				
Leasehold rights	(125,395)	(12,849)	25,213	(113,031)
Total accumulated amortization	(125,395)	(12,849)	25,213	(113,031)
Leasehold rights	70,042			55,258
Amortization for the years ended December 31,				
2015				12,542
2014				12,849

14. INTANGIBLE ASSET

Intangible asset as at December 31, consists of:

As at December 31, 2015

Unit : Thousand Baht

	Consolidated Financial Statements				
	Balance as at January 1, 2015	Additions	Disposals	Differences on Translation of Financial Statements	Balance as at December 31, 2015
Cost					
Computer software development costs	26,839	6,365	(230)	21	32,995
Total cost	26,839	6,365	(230)	21	32,995
Accumulated amortization					
Computer software development costs	(13,206)	(4,552)	106	(4)	(17,656)
Total accumulated amortization	(13,206)	(4,552)	106	(4)	(17,656)
Leasehold rights	13,633				15,339

As at December 31, 2014

Unit : Thousand Baht

	Consolidated Financial Statements			
	Balance as at January 1, 2014	Additions	Disposals	Balance as at December 31, 2014
Cost				
Computer software development costs	22,995	3,844	-	26,839
Total cost	22,995	3,844	-	26,839
Accumulated amortization				
Computer software development costs	(9,213)	(3,993)	-	(13,206)
Total accumulated amortization	(9,213)	(3,993)	-	(13,206)
Intangible asset	13,782			13,633
Amortization for the years ended December 31,				
2015				4,552
2014				3,993

As at December 31, 2015

Unit : Thousand Baht

	Separate Financial Statements			
	Balance as at January 1, 2015	Additions	Disposals	Balance as at December 31, 2015
Cost				
Computer software development costs	26,461	6,351	(230)	32,582
Total cost	26,461	6,351	(230)	32,582
Accumulated amortization				
Computer software development costs	(13,130)	(4,438)	106	(17,462)
Total accumulated amortization	(13,130)	(4,438)	106	(17,462)
Intangible asset	13,331			15,120

As at December 31, 2014

Unit : Thousand Baht

	Consolidated Financial Statements			
	Balance as at January 1, 2014	Additions	Disposals	Balance as at December 31, 2014
Cost				
Computer software development costs	22,835	3,626	-	26,461
Total cost	22,835	3,626	-	26,461
Accumulated amortization				
Computer software development costs	(9,211)	(3,919)	-	(13,130)
Total accumulated amortization	(9,211)	(3,919)	-	(13,130)
Intangible asset	13,624	-	-	13,331
Amortization for the years ended December 31,				
2015				4,438
2014				3,919

15. DEFERRED INCOME TAX AND INCOME TAX EXPENSE

Deferred tax assets and liabilities as at December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Deferred tax assets	34,481	33,351	27,807	26,698
Deferred tax liabilities	2,167	2,033	-	-

The movements of deferred tax assets and liabilities for the years ended December 31, 2015 and 2014 are as follows:

Consolidated Financial Statements
As at December 31, 2015

Unit : Thousand Baht

	Balances as at January 1, 2015	Recognized in profit or loss	Recognized in other comprehensive income	Balances as at December 31, 2015
Deferred tax assets resulted from				
Revaluation of trading securities	(1,229)	(319)	-	(1,548)
Revaluation of available-for-sales securities	(97)	-	21	(76)
Allowance for doubtful accounts	515	-	-	515
Buildings and equipment - difference of depreciation rate	(197)	(45)	-	(242)
Provision for customer loyalty programmes	1,869	(850)	-	1,019
Unearned revenues	2,371	(2,011)	-	360
Employee benefit obligation	22,139	3,553	-	25,692
Actuarial gain on defined employee benefit plan	(808)	-	-	(808)
Provision for costs of dismantling, removing and restoring the site	2,347	781	-	3,128
Unused tax losses	6,441	-	-	6,441
Deferred tax assets	33,351	1,109	21	34,481
Deferred tax liabilities resulted from				
Buildings and equipment - difference of depreciation rate ⁽¹⁾	(2,033)	(134)	-	(2,167)
Deferred tax liabilities	(2,033)	(134)	-	(2,167)

As at December 31, 2014

Unit : Thousand Baht

	Balances as at January 1, 2014	Recognized in profit or loss	Recognized in other comprehensive income	Balances as at December 31, 2014
Deferred tax assets resulted from				
Revaluation of trading securities	(1,358)	129	-	(1,229)
Revaluation of available-for-sales securities	(123)	-	26	(97)
Allowance for doubtful accounts	509	6	-	515
Allowance for impairment of investments	999	(999)	-	-
Buildings and equipment - difference of depreciation rate	170	(367)	-	(197)
Provision for customer loyalty programmes	1,015	854	-	1,869
Unearned revenues	2,304	67	-	2,371
Employee benefit obligation	19,537	2,602	-	22,139
Actuarial (gain) loss on defined employee benefit plan	1,607	-	(2,415)	(808)
Provision for costs of dismantling, removing and restoring the site	6	2,341	-	2,347
Unused tax losses	-	6,441	-	6,441
Deferred tax assets	24,666	11,074	(2,389)	33,351
Deferred tax liabilities resulted from				
Buildings and equipment - difference of depreciation rate ⁽¹⁾	(2,316)	(283)	-	(2,033)
Deferred tax liabilities	(2,316)	(283)	-	(2,033)

(1) Deferred tax liabilities of S&P Restaurant Limited and SK Catering Pte. Ltd

Separated Financial Statements
As at December 31, 2015

Unit : Thousand Baht

	Balances as at January 1, 2015	Recognized in profit or loss	Recognized in other comprehensive income	Balances as at December 31, 2015
Deferred tax assets resulted from				
Revaluation of trading securities	(1,229)	(319)	-	(1,548)
Allowance for doubtful accounts	431	-	-	431
Buildings and equipment - difference of depreciation rate	(197)	(45)	-	(242)
Provision for customer loyalty programmes	1,869	(850)	-	1,019
Unearned revenues	2,371	(2,011)	-	360
Employee benefit obligation	21,938	3,553	-	25,491
Actuarial gain on defined employee benefit plan	(808)	-	-	(808)
Provision for costs of dismantling, removing and restoring the site	2,323	781	-	3,104
Deferred tax assets	26,698	1,109	-	27,807

As at December 31, 2014

Unit : Thousand Baht

	Balances as at January 1, 2014	Recognized in profit or loss	Recognized in other comprehensive income	Balances as at December 31, 2014
Deferred tax assets resulted from				
Revaluation of trading securities	(1,358)	129	-	(1,229)
Allowance for doubtful accounts	431	-	-	431
Allowance for impairment of investments	999	(999)	-	-
Buildings and equipment - difference of depreciation rate	170	(367)	-	(197)
Provision for customer loyalty programmes	1,015	854	-	1,869
Unearned revenues	2,304	67	-	2,371
Employee benefit obligation	19,537	2,401	-	21,938
Actuarial (gain) loss on defined employee benefit plan	1,607	-	(2,415)	(808)
Provision for costs of dismantling, removing and restoring the site	6	2,317	-	2,323
Deferred tax assets	24,711	4,402	(2,415)	26,698

On October 11, 2011, the Thai Cabinet approved a reduction of the corporate income tax rates from 30% to 23% of net profits for companies or juristic partnerships with a 2012 accounting periods ending on or after December 31, 2012, and from 23% to 20% for companies or juristic partnerships with accounting periods beginning on or after January 1, 2013 onwards. Subsequently, according to Royal Decree No. 555 B.E. 2555 issued under the Revenue Code regarding the corporate income tax rate reduction effective on December 27, 2012, the corporate income tax was reduced from 30% to 23% of net profit for accounting period beginning on or after January 1, 2012 but not later than December 31, 2012 and reduced to 20% of net profit for the accounting periods beginning on or after January 1, 2013 but not later than December 31, 2014, and according to Royal Decree No. 577 B.E. 2557 issued under the Revenue Code regarding the corporate income tax rate reduction effective on November 11, 2014, the corporate income tax rate was reduced and maintained at 20% of net profit for accounting period beginning on or after January 1, 2015 but not later than December 31, 2015. Therefore, the Company has used tax rate of 20% for the corporate income tax calculation for the year ended December 31, 2015 and 2014.

Based on the aforementioned information and the guideline of the Federation of Accounting Professions, the Company assumes that the related tax law will be amended in order that the corporate income tax rate for the accounting periods beginning on or after January 1, 2016 onwards will not be over 20% to comply with the Cabinet's resolution regarding corporate income tax rate reduction. Therefore, the Company has used tax rate of 20% for the deferred tax calculation as at December 31, 2015 and 2014.

Income tax expense of the Company and its subsidiaries for the years ended December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Current tax	159,816	149,411	153,291	140,025
Adjustment prior year income tax	(4,334)	(5,192)	(4,334)	(5,192)
Deferred tax expenses relating to the origination and reversal of temporary differences	(975)	(11,357)	(1,109)	(4,402)
Income tax expense per the statements of profit or loss and other comprehensive income	154,507	132,862	147,848	130,431

The reconciliation between income tax income (expense) and accounting income for the years ended December 31, are as follows:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Accounting profit before income tax	762,575	629,797	756,508	643,441
Applicable corporate income tax rates	8.5% - 25%	8.5% - 25%	20%	20%
Current income tax	157,673	136,999	151,302	128,688
Adjustment prior year income tax	(4,334)	(5,192)	(4,334)	(5,192)
Tax effect of non - deductible expenses (benefits)	1,168	1,055	880	6,935
Income tax expense per the statements of profit or loss and other comprehensive income	154,507	132,862	132,862	130,431

The Company and domestic subsidiaries used corporate income tax at the rate of 20% except for a domestic subsidiary, which used corporate income tax at the rates for Small and Medium Enterprises of 15% - 20%.

Overseas subsidiaries used tax rate of each country at the rates of 8.5% - 25%.

16. BANK OVERDRAFT

As at December 31, 2014, S&P Restaurant Limited, a subsidiary, has bank overdrafts with a financial institution amounting to GBP 17,709 (equivalent to Baht 0.91 million). Bank overdrafts carried interest at the rate of the bank's lending base rate + 0.5% per annum. During the year ended December 31, 2015, such subsidiary has fully repaid such bank overdrafts.

17. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Trade payables - other companies	461,878	464,714	388,018	393,469
Trade payables - related parties	2,323	5,077	3,020	5,252
Advance received from related parties	-	-	4	3
Accounts payable - acquisition of assets	65,219	72,138	63,107	67,707
Unearned revenues	9,061	18,193	8,570	18,058
Other payables	81,677	79,483	79,396	76,445
Accrued expenses	287,717	293,509	252,423	227,121
	907,875	933,114	794,538	788,055

18. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Value-added-tax payable	53,009	55,396	28,045	25,472
Others	9,157	7,275	8,061	4,456
	62,166	62,671	36,106	29,928

19. LONG-TERM BORROWINGS FROM FINANCIAL INSTITUTIONS

Long-term borrowings from financial institutions as at December 31, consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Long-term borrowings from financial institutions	34,368	55,165	-	-
<u>Less</u> Current portion of long-term borrowings from financial institutions	(16,302)	(21,652)	-	-
	18,066	33,513	-	-

Long-term borrowings from financial institutions of the subsidiaries are as follows:

	Credit limit	Interest Rate (% p.a.)	Repayment terms	Balance As at December 31, 2015		Balance As at December 31, 2014	
				Curren- cies	Thousand Baht	Curren- cies	Thousand Baht
S&P Restaurant Limited⁽¹⁾ Loan from overseas commercial banks	GBP 450,000	Bank base rate + 0.5%	Repayable on a monthly basis of GBP 7,500 per installment from May 201 to April 2016	30,000	1,605	120,000	6,138
	GBP 600,000	Bank base rate + 0.5%	Repayable on a quarterly basis of GBP 37,500 per installment from October 2012 to June 2016	112,500	6,019	262,500	13,427
	GBP 340,000	Bank base rate + 0.5%	Repayable on a quarterly basis of GBP 17,000 per installment from April 2014 to January 2019	221,000	11,824	289,000	14,782
Bangkok Jam Co., Ltd.⁽²⁾ Loan from overseas commercial banks	TWD 10,000,000	Bank base rate + 2.75%	Repayable on a quarterly basis of TWD 834,000 per installment from May 8, 2012 to February 6, 2015	-	-	826,00	858
S&P International Foods Co., Ltd.⁽³⁾ Loan from local commercial banks	BAHT 25,000,000	MLR - 2%	Repayable on a quarterly basis of Baht 1,260,000 per installment from January 15, 2014 to January 15, 2019	-	14,920	-	19,960
					34,368		55,165

(1) S&P Restaurant Limited used its buildings with the cost value of GBP 2.01 million, as collateral for such long-term loans with a commercial bank. The Company has to maintain debt to the property value ratio in accordance with the condition of the loan agreement (see Note 12).

(2) Bangkok Jam Co., Ltd. used a fixed deposit of SK Catering Pte. Ltd. as collateral. Subsequently, on February 6, 2015, such subsidiary fully repaid the loan. Therefore, SK Catering Pte. Ltd. redeemed such deposit used as collateral in March 2015 (see Note 8.3).

(3) S&P International Foods Co., Ltd., a subsidiary, received credit facilities from local financial institution. S&P Syndicate Public Co., Ltd. issued a "Letter of Awareness" to such bank and has to maintain percentage of shareholding in S&P International Foods Co., Ltd. to be not less than 99.99% throughout the period of the loan agreement. In addition, such subsidiary has to maintain its debt to equity ratio as specified in the loan agreement.

20. EMPLOYEE BENEFIT OBLIGATION

The Company and its subsidiaries provided employee benefit obligations upon retirement which are considered as unfunded defined benefit plans.

Amounts recognized in the statements of profit or loss and other comprehensive income in respect of the defined benefit plans for the years ended December 31, 2015 and 2014 are as follows:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Current service cost	15,517	16,863	14,951	15,336
Interest cost	4,005	4,397	3,810	3,992
Expenses recorded in the statements of profit or loss and other comprehensive income	19,522	21,260	18,761	19,328

Movements in the present value of the defined benefit obligation for the years ended December 31, are as follows:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Balance of present value of defined benefit obligation as at January 1,	110,523	112,833	105,648	105,722
Current service cost	15,517	16,863	14,951	15,336
Interest cost	4,005	4,397	3,810	3,992
Actuarial gain on defined employee benefit plan	-	(16,245)	-	(12,077)
	130,045	117,848	124,409	112,973
<u>Less</u> Benefits paid during the year	(995)	(7,325)	(995)	(7,325)
Balance of present value of defined benefit obligation as at December 31,	129,050	110,523	123,414	105,648

For the year ended December 31, 2014, the Company recognized the actuarial gain in the consolidated and separate statements of profit or loss and other comprehensive income in the amount of Baht 16.25 million and Baht 12.08 million, respectively. Such actuarial loss mainly resulted from the change in discount rate, salary increase rate and employee turnover rate according to the actuarial assumption.

The key actuarial assumptions used to calculate the defined benefit obligation as at December 31, 2015 and 2014 are as follows:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Discount rate	3.58% - 4.11%	3.58% - 4.11%	3.58%	3.58%
Mortality rate	Thai Mortality Table 2008	Thai Mortality Table 2008	Thai Mortality Table 2008	Thai Mortality Table 2008
Normal retirement age	60 years	60 years	60 years	60 years
Salary increase rate	4%	4%	4%	4%
Employee turnover rate	0% - 41%	0% - 41%	0% - 41%	0% - 41%

The sensitivity analysis of the above actuarial assumptions impacted on increase (decrease) in present value of the employee benefit obligations as at December 31, 2015 are as follows:

Unit : Thousand Baht

	Consolidated Financial Statements	Separate Financial Statements
<u>Discount rate</u>		
Discount rate, decrease of 1 percent	15.21	14.18
Discount rate, increase of 1 percent	(13.04)	(12.18)
<u>Salary growth rates</u>		
Salary growth rates, increase of 1 percent	14.82	13.79
Salary growth rates, decrease of 1 percent	(12.96)	(12.09)
<u>Life expectancy</u>		
Life expectancy, increase of 1 year	1.00	0.94
Life expectancy, decrease of 1 year	(0.99)	(0.93)
<u>Employee turnover rate</u>		
Employee turnover rate, decrease of 1 percent	4.73	4.67
Employee turnover rate, increase of 1 percent	(13.98)	(13.09)

21. OTHER NON-CURRENT LIABILITIES

Other non-current liabilities as at December 31, 2015 and 2014 consist of:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Provision for costs of dismantling, removing and restoring the site	54,174	35,002	35,152	34,093
Others	493	1,475	-	254
	54,667	36,477	35,152	34,347

22. LEGAL RESERVE

Pursuant to the Public Limited Companies Act B.E. 2535, the Company is required to set aside a legal reserve of at least 5 percent of net earnings after deducting accumulated deficit brought forward (if any) until the reserve reaches 10 percent of the registered share capital and the reserve is not available for distribution as dividends.

23. APPROPRIATION OF EARNINGS AND DIVIDEND

S&P Syndicate Public Co., Ltd.

On April 21, 2014, the Annual General Shareholders' Meeting of the Company passed a resolution to distribute the dividends from the operations of the year 2013 for 98,081,673 shares (Par value of Baht 5 per share) at Baht 5.50 per share, totalling Baht 540 million and as the Company already distributed the interim dividends at Baht 1.25 per share of 98,081,673 shares, totalling approximately Baht 123 million in September 2013, therefore, the Company will pay the remaining dividends of Baht 4.25 per share of 98,081,673 shares, totalling Baht 417 million which was paid on May 15, 2014.

On August 13, 2014, the Board of Director's Meeting of S&P Syndicate Public Company Limited passed the resolutions to distribute the interim dividends for the operation of the six-month period ended June 30, 2014 for 490,408,365 shares of Baht 0.10 per share, totalling approximately Baht 49 million, which was paid on September 12, 2014.

On April 22, 2015, the Annual General Shareholders' Meeting of the Company passed a resolution to approved the dividends from the operations of the year 2014 for 490,408,365 shares (Par value of Baht 1 per share) at Baht 0.80 per share, totalling Baht 392 million and as the Company already distributed the interim dividends at Baht 0.10, totalling approximately Baht 49 million in September 2014. Therefore, the Company will pay remaining dividends of Baht 0.70 per share, totalling approximately Baht 343 million which was paid on May 15, 2015.

On August 13, 2015, the Board of Directors' Meeting of the Company passed the resolution to distribute the interim dividends from the operations of the six-month period ended June 30, 2015 for 490,408,365 shares at Baht 0.20 per share, totalling approximately Baht 98 million which was paid on September 11, 2015.

Subsidiaries

On April 24, 2014, the Annual General Shareholders' Meeting of S&P Global Co., Ltd. approved to distribute the dividends to ordinary shareholders of 500,000 shares at Baht 20 per share, totalling approximately Baht 10 million. The subsidiary paid such dividends on May 9, 2014.

On April 24, 2014, the Annual General Shareholders' Meeting of S&P Asset Co., Ltd. approved to distribute the dividends to ordinary shareholders of 10,000 shares at Baht 500 per share, totalling approximately Baht 5 million. The subsidiary paid such dividends on May 9, 2014.

24. OTHER INCOME

Significant other income for the years ended December 31, 2015 and 2014 are as follows:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Dividend income (see Note 9 and 25.3)	-	-	1,500	15,258
Unrealised gain on revaluation of trading securities	3,238	6,148	3,238	6,147
Interest income	2,650	2,526	4,638	4,477
Management fee income	770	1,314	6,947	5,361
Rental building and equipment income	3,361	2,830	4,957	4,574
Member card fee income	21,578	11,826	21,578	11,826
Revenue from sales scraps	8,187	8,745	8,187	8,745
Other income	38,741	56,451	39,499	57,374
	78,525	89,840	90,544	113,762

25. TRANSACTIONS WITH RELATED PARTIES

The Company has transactions with its subsidiaries, associates and other related parties. Certain portions of the Company's assets, liabilities, revenues from sales and services, other income, costs of sales and services, selling expenses and administrative expenses represent transactions occurred with its subsidiaries, associates, joint ventures and other related parties. These parties are related through common shareholders and/or directorships. Those significant transactions with subsidiaries, associates, joint ventures and other related parties as included in the financial statements are determined at cost plus margin or the price as stipulated in the agreements.

The significant balances of assets, liabilities, and transactions occurred with the related parties are as follows:

25.1 Significant balance with related parties as of December 31, 2015 and 2014 are as follows:

Unit : Thousand Baht

Account name/ Company's name	Relationship	Consolidated Financial Statements		Separate Financial Statements	
		2015	2014	2015	2014
Trade receivables					
S&P Global Co., Ltd.	Subsidiary	-	-	54	291
S&P International Foods Co., Ltd.	Subsidiary	-	-	27,394	11,740
Umenohana S&P Co., Ltd.	Subsidiary	-	-	90	38
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	4,023	5,647
HD Distributors (Thailand) Co., Ltd.	Associate	32	70	32	70
Foodhouse Catering Services Co., Ltd.	Associate	613	925	613	925
MSC Thai Cuisine Co., Ltd. (formerly The Thai Cuisine Co., Ltd.)	Joint ventures	67	63	67	63
Patara Fine Thai Cuisine Limited	Joint ventures	4,474	-	-	-
The Minor Food Group Public Co., Ltd.	Related party	543	801	543	801
Other related parties	Related party	718	675	718	675
		6,447	2,534	33,534	20,250
Advance payments to related parties					
S&P Global Co., Ltd.	Subsidiary	-	-	197	286
S&P International Foods Co., Ltd.	Subsidiary	-	-	12,625	17,010
Umenohana S&P Co., Ltd.	Subsidiary	-	-	60	206
S&P Asset Co., Ltd.	Subsidiary	-	-	-	487
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	85	4,493
HD Distributors (Thailand) Co., Ltd.	Associate	132	207	132	207
Foodhouse Catering Services Co., Ltd.	Associate	45	185	45	185
		177	392	13,144	22,874

Unit : Thousand Baht

Account name/ Company's name	Relationship	Consolidated Financial Statements		Separate Financial Statements	
		2015	2014	2015	2014
Accrued income - related parties					
S&P Global Co., Ltd.	Subsidiary	-	-	107	-
S&P International Foods Co., Ltd.	Subsidiary	-	-	839	-
Umenohana S&P Co., Ltd.	Subsidiary	-	-	64	-
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	2,044	1,655
S&P Restaurant Limited	Subsidiary	-	-	154	668
SK Catering Pte. Ltd.	Subsidiary	-	-	-	159
Patara Restaurant, Vienna GmbH	Subsidiary	-	-	3,857	2,358
Foodhouse Catering Services Co., Ltd.	Associate	416	125	416	125
		416	125	7,481	4,965
Investments in associates					
HD Distributors (Thailand) Co., Ltd.	Associate	69,438	63,475	48,998	48,998
Foodhouse Catering Services Co., Ltd.	Associate	15,503	4,900	4,997	4,997
		84,941	68,375	53,995	53,995
Investments in joint ventures					
MSC Thai Cuisine Co., Ltd. (formerly The Thai Cuisine Co., Ltd.)	Joint venture	14,369	17,620	20,000	20,000
Patara Fine Thai Cuisine Limited	Joint venture	72,591	-	-	-
		86,950	17,620	20,000	20,000
Investments in subsidiaries					
S&P Global Co., Ltd.	Subsidiary	-	-	40,000	40,000
S&P Asset Co., Ltd.	Subsidiary	-	-	999	999
S&P International Foods Co., Ltd.	Subsidiary	-	-	49,997	49,997
Umenohana S&P Co., Ltd.	Subsidiary	-	-	15,000	15,000
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	14,885	14,885
S&P Development Holding Pte. Ltd. (As at December 31, 2015 : SGD 1)	Subsidiary	-	-	-	-
S&P Development Holding Co., Ltd.	Subsidiary	-	-	100,000	-
		-	-	220,881	120,881

Unit : Thousand Baht

Account name/ Company's name	Relationship	Consolidated Financial Statements		Separate Financial Statements	
		2015	2014	2015	2014
Loans to related parties					
(Interest rate per annum)					
Patara Restaurant, Vienna GmbH (3.0%)	Subsidiary	-	-	49,974	49,974
Less Allowance for doubtful account		-	-	(25,000)	(25,000)
S&P International Foods Co., Ltd. (3.0%)	Subsidiary	-	-	24,974	24,974
S&P Restaurant Limited (3.0%)	Subsidiary	-	-	10,094	-
Foodhouse Catering Services Co., Ltd. (5.0%)	Associate	-	-	15,922	20,318
		6,000	7,500	6,000	7,500
		6,000	7,500	56,990	52,792
Trade payables					
S&P Asset Co., Ltd.	Subsidiary	-	-	281	136
S&P International Foods Co., Ltd.	Subsidiary	-	-	416	39
HD Distributors (Thailand) Co., Ltd.	Associate	515	927	515	927
The Minor Food Group Public Co., Ltd.	Related party	-	1,402	-	1,402
Other related parties	Related party	1,808	2,748	1,808	2,748
		2,323	5,077	3,020	5,252
Advance received from related parties					
S&P Global Co., Ltd.	Subsidiary	-	-	4	3
		-	-	4	3

25.2 Movements of loans to related parties

Movements of loans to related parties for the years ended December 31, 2015 and 2014 are as follows:

Unit : Thousand Baht

Company's name	Relationship	Consolidated Financial Statements		Separate Financial Statements	
		2015	2014	2015	2014
Patio International Limited	Subsidiary	-	-	-	3,178
Beginning balances		-	-	-	(3,178)
<u>Less</u> Written-off during the year		-	-	-	-
Ending balances		-	-	-	-
S&P Restaurant Limited	Subsidiary	-	-	20,318	21,430
Beginning balances		-	-	(5,469)	-
<u>Less</u> Repayment during the year		-	-	1,073	(1,112)
Unrealized gain (loss) on revaluation		-	-	-	-
Ending balances		-	-	15,922	20,318
SK Catering Pte. Ltd.	Subsidiary	-	-	-	2,565
Beginning balances		-	-	-	(2,565)
<u>Less</u> Repayment during the year		-	-	-	-
Ending balances		-	-	-	-
Patara Restaurant, Vienna GmbH	Subsidiary	-	-	49,974	49,974
Beginning balances		-	-	(25,000)	(25,000)
<u>Less</u> Repayment during the year		-	-	-	-
Ending balances		-	-	24,974	24,974
Foodhouse Catering Services Co., Ltd.	Associate	7,500	7,500	7,500	7,500
Beginning balances		(1,500)	-	(1,500)	-
<u>Less</u> Repayment during the year		-	-	-	-
Ending balances		6,000	7,500	6,000	7,500
S&P International Foods Co., Ltd.	Subsidiary	-	-	-	-
Beginning balances		-	-	10,094	-
<u>Add</u> Loan granted during the year		-	-	-	-
Ending balances		-	-	10,094	-

25.3 Significant transactions with related parties for the years ended December 31, are as follows:

Unit : Thousand Baht

Account name/ Company's name	Relationship	Consolidated Financial Statements		Separate Financial Statements	
		2015	2014	2015	2014
Revenues from sales					
S&P International Foods Co., Ltd.	Subsidiary	-	-	24,927	25,483
Umenohana S&P Co., Ltd.	Subsidiary	-	-	437	853
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	6,724	9,395
HD Distributors (Thailand) Co., Ltd.	Associate	279	433	279	433
Foodhouse Catering Service Co., Ltd.	Associate	2,310	3,125	2,310	3,125
Patara Fine Thai Cuisine Limited	Joint venture	2,922	-	-	-
The Minor Food Group Public Co., Ltd.	Related party	30,396	12,985	30,396	12,985
Swensen's (Thai) Co., Ltd.	Related party	33,551	33,860	33,551	33,860
Other related parties	Related party	20,583	23,040	20,583	23,040
		90,041	73,443	119,207	109,174
Rental income from buildings and equipment					
S&P Global Co., Ltd.	Subsidiary	-	-	996	918
Umenohana S&P Co., Ltd.	Subsidiary	-	-	300	390
S&P International Foods Co., Ltd.	Subsidiary	-	-	300	425
HD Distributors (Thailand) Co., Ltd.	Associate	807	812	807	812
MSC Thai Cuisine Co., Ltd. (formerly The Thai Cuisine Co., Ltd.)	Joint venture	2,400	1,750	2,400	1,750
		3,207	2,562	4,803	4,295
Dividend income					
S&P Global Co., Ltd.	Subsidiary	-	-	-	8,000
S&P Asset Co., Ltd.	Subsidiary	-	-	-	4,996
HD Distributors (Thailand) Co., Ltd.	Associate	-	-	1,500	2,262
		-	-	1,500	15,258

Unit : Thousand Baht

Account name/ Company's name	Relationship	Consolidated Financial Statements		Separate Financial Statements	
		2015	2014	2015	2014
Other income					
S&P Global Co., Ltd.	Subsidiary	-	-	1,230	1,312
S&P Asset Co., Ltd.	Subsidiary	-	-	96	96
S&P International Foods Co., Ltd.	Subsidiary	-	-	1,334	744
Umenohana S&P Co., Ltd.	Subsidiary	-	-	360	360
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	3,777	1,647
S&P Restaurant Limited	Subsidiary	-	-	619	635
SK Catering Pte. Ltd.	Subsidiary	-	-	-	27
Patara Restaurant, Vienna GmbH	Subsidiary	-	-	1,499	1,499
HD Distributors (Thailand) Co., Ltd.	Associate	35	61	35	61
Foodhouse Catering Services Co., Ltd.	Associate	1,184	1,450	1,184	1,450
MSC Thai Cuisine Co., Ltd. (formerly The Thai Cuisine Co., Ltd.)	Joint venture	87	89	87	89
Patara Fine Thai Cuisine Limited	Joint venture	1,515	-	-	-
		2,821	1,600	10,221	7,920
Purchases of goods					
HD Distributors (Thailand) Co., Ltd.	Associate	3,684	6,057	3,684	6,057
MSC Thai Cuisine Co., Ltd. (formerly The Thai Cuisine Co., Ltd.)	Joint venture	87	-	87	-
Other related parties	Related parties	11,053	7,281	11,053	7,281
		14,824	13,338	14,824	13,338
Rental and other expenses					
S&P Asset Co., Ltd.	Subsidiary	-	-	4,524	4,503
S&P International Foods Co., Ltd.	Subsidiary	-	-	970	-
Umenohana S&P Co., Ltd.	Subsidiary	-	-	28	-
S.R. Estate Ltd.	Common director	432	432	432	432
Seacon Development Public Co., Ltd	Common director	685	949	685	949
Other related parties	Related parties	-	1,020	-	1,020
Directors	Directors	1,962	6,487	1,962	6,487
		3,079	8,888	8,601	13,391

Unit : Thousand Baht

Account name/ Company's name	Relationship	Consolidated Financial Statements		Separate Financial Statements	
		2015	2014	2015	2014
Service expenses					
S&P Asset Co., Ltd.	Subsidiary	-	-	1,277	1,277
The Minor Food Group Public Co., Ltd.	Related party	2,640	3,493	2,640	3,493
Seacon Development Public Co., Ltd	Common director	3,464	3,510	3,464	3,510
Other related parties	Related party	-	1,020	-	1,020
		6,104	8,023	7,381	9,300
Management benefit expenses					
Short-term benefits	Management	51,880	58,259	43,988	44,459
Long-term benefits	Management	1,189	933	1,167	727
		53,069	59,192	45,155	45,186
Share of profits (losses) of associates and joint ventures					
HD Distributors (Thailand) Co., Ltd.	Associate	7,463	4,608	-	-
Foodhouse Catering Services Co., Ltd.	Associate	10,603	3,518	-	-
MSC Thai Cuisine Co., Ltd. (formerly The Thai Cuisine Co., Ltd.)	Joint venture	(3,252)	(2,380)	-	-
Patara Fine Thai Cuisine Limited	Joint venture	(10,599)	-	-	-
		4,215	5,746	-	-

26. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, 2015 and 2014 are as follows:

Unit : Thousand Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2015	2014	2015	2014
Changes in inventories of finished goods and work in process - increase	(6,218)	(5,196)	(6,182)	(5,117)
Raw materials and consumables used	2,379,178	2,342,476	2,078,876	2,062,106
Cost of finished goods purchased	71,937	68,019	71,937	68,019
Depreciation and amortization	367,855	359,488	294,720	292,196
Employee expenses	1,860,835	1,788,010	1,476,822	1,394,474
Transportation expenses	194,070	192,302	191,093	190,336
Selling expenses	263,141	240,455	233,655	216,137
Management benefit expenses	53,069	59,192	45,155	45,186
Services charge expenses	378,932	315,127	360,991	315,127
Loss on impairment of fixed assets (reversal)	(7,674)	8,946	1,078	(751)
Loss on write-off of fixed assets and intangible asset	10,969	17,265	8,243	16,402
Doubtful debts - loan to a related party	-	-	-	25,000

27. PROVIDENT FUND

The Company and domestic subsidiaries established the provident funds in compliance with the Provident Fund Act B.E. 2530. The funds are voluntarily joined by employees. Under the fund's regulations, the members contribute 2% of their monthly salary to the fund and the Company and the subsidiaries contribute 2% of such monthly salary. The funds will be paid to the employees upon termination in accordance with the rules of the provident fund.

For the years ended December 31, 2015 and 2014, the Company's contributions and subsidiaries' contributions to provident funds which were recorded as expenses in the consolidated statements of profit or loss and other comprehensive income were Baht 16.29 million and Baht 15.70 million, respectively.

For the years ended December 31, 2015 and 2014, the Company's contributions to the provident fund which were recorded as expenses in the separate statements of profit or loss and other comprehensive income were Baht 15.71 million and Baht 15.17 million, respectively.

28. CAPITAL MANAGEMENT

The primary objectives of the Company's and its subsidiaries' capital management are to maintain their abilities to continue as a going concern and to maintain an appropriate capital structure.

The Company and its subsidiaries do not apply any particular financial ratio to monitor its capital whilst manage their capital to be sufficient for their working capital by: for instance, issuing new share or adjusting the amount of dividend paid to shareholders, according to the prevailing situations.

29. DISCLOSURE OF FINANCIAL INSTRUMENT INFORMATION

The Company presents and discloses financial instrument information of the Company and its subsidiaries as follows:

29.1 Credit Risk

Credit risk refers to the risk that counterparty will default on its trading terms and conditions resulting in collection loss to the Company and subsidiaries. Concentrations of credit risk are limited since the Company and subsidiaries have adopted the policy of dealing with creditworthy counterparty as a mean of mitigating the risk of financial losses from defaults.

In case of recognized financial assets in the statements of financial position, the carrying amounts of the assets recorded in the statements of financial position represent the maximum exposure to credit risk.

29.2 Interest Rate Risk

Interest rate risk arises from the potential for a change in interest rate to have an adverse effect on the Company and its subsidiaries in the current reporting period and in future years. The Company and its subsidiaries do not expect to incur material incremental effect on their interest expense because loans of the Company and its subsidiaries are immaterial amount.

29.3 Foreign Exchange Risk

Foreign exchange risk arises from the potential for a change in foreign exchange rate to have an adverse effect on the Company and its subsidiaries in the current reporting period and in future years. The Company and its subsidiaries do not expect to incur material incremental effect on their financial assets or liabilities in foreign currencies as the majority of their businesses are engaged in Thai Baht.

However, the effect of change in foreign exchange rate may has material effect on financial assets and liabilities of the overseas subsidiaries. The Company and its subsidiaries do not use any financial instrument to manage such risk.

29.4 Fair value of financial assets and liabilities

For the fair value disclosures, considerable judgement is necessarily required in estimation of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amount that could be realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value. The following methods and assumptions were used by the Company and its subsidiaries in estimating fair value of financial instrument.

Financial assets and liabilities measured at fair value

Certain financial assets of the Company and subsidiaries are measured at fair value in the statements of financial position at the end of reporting period. The following table gives information about how the fair values of these financial assets are determined.

Financial assets	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS		Fair value hierarchy	Valuation technique and key input
	Fair value (Baht : '000)		Fair value (Baht : '000)			
	As at December 31, 2015	As at December 31, 2014	As at December 31, 2015	As at December 31, 2014		
Trading securities	- Fixed income open-end- ed funds = 194,976 - Private funds = 117,813	- Fixed income open-end- ed funds = 182,604 - Private funds = 131,507	- Fixed income open-end- ed funds = 194,976 - Private funds = 117,813	- Fixed income open-end- ed funds = 182,604 - Private funds = 131,507	Level 1	The fair value of unit trust is determined from the trusts' net asset value.
Available-for-sales securities	- Fixed income open-ended funds = 4,843	- Fixed income open-ended funds = 7,272	-	-	Level 1	The fair value of unit trust is determined from the trusts' net asset value.

Financial assets and liabilities not measured at fair value

Cash and cash equivalents, fixed deposit, trade and other receivables, short-term loans to related parties, bank overdraft, trade and other payables, current income tax payable, other current liabilities, the carrying values approximate their fair values due to the relatively short period to maturity.

Other long-term investments had not significantly different from the carrying values stated in the statements of financial position.

Long-term borrowings from financial institutions bearing floating interest rate, the carrying value is approximate its fair value

The transactions disclosed in the following table, are considered that the carrying amounts recognized in the consolidated and separate financial statements are different from their fair values.

Unit : Thousand Baht

	Carrying amount	Fair value	Fair value hierarchy
As at December 31, 2015			
Consolidated financial statements			
Financial assets			
Loans to related parties	6,000	6,006	Level 3
Separate financial statements			
Financial assets			
Loans to related parties	81,990	85,214	Level 3
<u>Less</u> Allowance for doubtful account	(25,000)	(25,000)	
	56,990	60,214	
As at December 31, 2014			
Consolidated financial statements			
Financial assets			
Loans to related parties	7,500	7,508	Level 3
Separate financial statements			
Financial assets			
Loans to related parties	77,792	80,088	Level 3
<u>Less</u> Allowance for doubtful account	(25,000)	(25,000)	
	52,792	55,088	

Fair value of long-term loans to related parties bearing fixed interest rate are determined by discounted cash flows method. Future cash flows are estimated based on relevant market price discounting the weighted average cost of capital of S&P group.

30. FINANCIAL INFORMATION BY SEGMENT

Financial information by the reportable segments which are domestic restaurants and bakery shops, packaged food and bakery trading business, overseas restaurants and others.

Elimination of inter-segment, segment revenues and profit and reconciliation of total segment profit to profit before income tax expense and comprehensive income for the years ended December 31, 2015 and 2014 are as follows:

Unit : Thousand Baht

	Domestic restaurants and bakery shops	Packaged food and bakery trading business	Overseas restaurants	Others	Total	Elimination of inter- segment	Total
Consolidated statement of profit or loss and other comprehensive income For the year ended December 31, 2015							
Segment revenues	5,716,268	791,208	1,022,163	46,583	7,576,222	(24,230)	7,551,992
Segment profit (loss) from external customers	1,054,150	100,475	21,503	(5,988)	1,170,140	-	1,170,140
Unallocated income (expenses):							
Other income							78,525
Central selling and administrative expenses							(439,470)
Management benefits							(53,069)
Net profit on exchange rate							4,502
Finance costs							(2,269)
Share of profit of associates							4,215
Profit before income tax expense							762,574
Income tax expense							(154,507)
Profit for the year							608,067
Total other comprehensive income for the year - net of tax							13,740
Total comprehensive income for the year							621,807

Unit : Thousand Baht

	Domestic restaurants and bakery shops	Packaged food and bakery trading business	Overseas restaurants	Others	Total	Elimination of inter- segment	Total
Consolidated statement of profit or loss and other comprehensive income (continue) For the year ended December 31, 2014							
Segment revenues	5,489,645	736,184	1,017,115	38,821	7,281,765	(24,910)	7,256,855
Segment profit (loss) from external customers	957,258	85,618	7,173	(4,909)	1,045,140	-	1,045,140
Unallocated income (expenses):							
Other income							89,840
Central selling and administrative expenses							(443,830)
Management benefits							(59,192)
Net profit on exchange rate							(5,018)
Finance costs							(2,889)
Share of profit of associates							5,746
Profit before income tax expense							629,797
Income tax expense							(132,862)
Profit for the year							496,935
Total other comprehensive income for the year - net of tax							(1,578)
Total comprehensive income for the year							495,357

Unit : Thousand Baht

	Domestic restaurants and bakery shops	Packaged food and bakery trading business	Overseas restaurants	Others	Total	Elimination of inter- segment	Total
Statements of financial position As at December 31, 2014							
Trade and other receivables	54,674	178,575	55,122	1,119	289,490	(17,891)	271,599
Inventories	160,175	1,237	13,571	2,255	177,238	-	177,238
Property, plant and equipment	542,153	774	267,691	3,138	813,756	(25)	813,731
Leasehold right	47,471	-	15,121	-	62,592	-	62,592
Assets under common use							
- Trade and other receivables							41,387
- Inventories							151,594
- Property, plant and equipment							792,051
- Leasehold right							7,787
- Others							1,307,024
Total assets							3,625,003

Geographic Area Information

Financial information by geographic area for the years ended December 31, is as follows:

Unit : Thousand Baht

	Domestic	Overseas	Consolidated Financial statements
Revenues For the year ended December 31, 2015			
Revenue from external customers	6,442,710	1,022,163	7,464,873
Segment assets As at December 31, 2015			
Non-current assets	1,834,401	336,923	2,171,324
Revenues For the year ended December 31, 2014			
Revenue from external customers	6,166,297	1,017,115	7,183,412
Segment assets As at December 31, 2014			
Non-current assets	1,657,446	422,829	2,080,275

31. COMMITMENTS AND LETTERS OF GUARANTEE

As at December 31, 2015 and 2014, the Company and its subsidiaries had commitments and letters of guarantee as follows:

31.1 Commitments to pay rental and services under long-term lease contracts are as follows:

Domestic offices rental and services expenses

Unit : Thousand Baht

Payment period	As at December 31,	
	2015	2014
Not later than 1 year	463,306	438,576
Later than 1 year but not later than 5 years	936,867	884,533
Later than 5 years	108,093	125,819

Overseas subsidiaries rental and services expenses

Unit : Thousand Baht

Payment period	As at December 31,	
	2015	2014
Not later than 1 year	151,069	135,052
Later than 1 year but not later than 5 years	246,469	188,306
Later than 5 years	99,041	132,953

31.2 As at December 31, 2015 and 2014, the Company and its subsidiaries have outstanding capital commitments relating to construction of new branches, shops and information technology system of Baht 157.43 million and Baht 48.69 million, respectively.

31.3 As at December 31, 2015 and 2014, the Company and its subsidiaries have letters of guarantee issued by a bank to guarantee for electricity usage for the Company and its subsidiaries of Baht 52.83 million and Baht 52.38 million, respectively. Such amount included the letters of guarantee of Baht 1.05 million which deposit at bank was used as collateral (see Note 8.1 and 8.2).

31.4 S&P International Foods Co., Ltd., a subsidiary company, entered into a License Agreement with an overseas company which its period is from October 26, 2012 to December 31, 2021 for operating the restaurant business. Such subsidiary company has to pay an initial royalty fee and running royalty fees on a quarterly basis in each year at the rates as specified in the agreement for trademark and production know-how.

S&P Syndicate Public Company Limited issued a letter of guarantee dated October 26, 2012 to an overseas company to guarantee for all payments that the subsidiary has to pay according to the License Agreement.

32. EVENTS AFTER THE REPORTING PERIOD

On February 23, 2016, the Board of Directors' Meeting of the Company passed the resolutions as follows:

32.1 Distribute an annual dividend from the operations of the year 2015 for 490,408,365 shares at Baht 1.10 per share, totalling Baht 539.45 million. The dividends consist of interim dividends at Baht 0.20 per share, totalling Baht 98.00 million which was paid on September 11, 2015 and the additional dividends of 490,408,365 shares at Baht 0.90 per share, totalling Baht 441.37 million, which will be paid on May 13, 2016. The Board of Directors will propose to the shareholders at the annual general shareholders' meeting to obtain an approval for the dividend payment.

32.2 The Board of Directors' Meeting approve the sale of all shares held by the Company in HD Distributor (Thailand) Co., Ltd., an associate company, of 95,996 shares at the sale price of Baht 1,632.65 per share, totalling of Baht 156.73 million.

33. RECLASSIFICATIONS

Certain reclassifications are made to the consolidated and separate statement of financial position as at December 31, 2014 to conform to the classifications used in the consolidated and separate financial statements as at December 31, 2015 as follows:

Unit : Thousand Baht

Account	Amount (Thousand Baht)		Previous classification	Current classification
	Consolidated Financial Statements	Separate Financial Statements		
Investment in joint ventures	17,620	20,000	Investment in associates	Investment in joint ventures
Deferred tax assets resulted from a revaluation of available-for-sales securities	97	-	Deferred tax liabilities	Deferred tax assets
Dividend income	-	1,500	Dividend income	Other income
Unrealized gain on revaluation of trading securities	470	1,594	Unrealized gain on revaluation of trading securities	Other income
Interest income	2,650	4,639	Interest income	Other income

34. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements were approved for issue by the authorized directors of the Company on February 23, 2016.

MANAGEMENT DISCUSSION AND ANALYSIS

Summary of 2015 Operating Performances

Thailand Economic Growth in 2015 was 2.8 percent, compared to 2014 Growth of 0.7 percent, as results of 3.1 percent Global Economic Growth in 2015, decrease in oil prices, less import to the Country. But Thailand had been hit by the drastic decreases in prices of agricultural products, i.e. rice and natural rubber which causes missing in a major portion of Thailand National Income, in addition to the weak Thai Baht Currency. Nevertheless, through government investment policies, for infra-structure projects, tax reductions and other Monetary and Fiscal policies, Thailand was able to grow at 2.8 percent in 2015 - not a high growth but the growth still enabled people to spend and consume more in 2015.

In Food Business, the competition situation was getting more intense. Large food businesses increased their outlets, both under their existing brands and through new imported brands. Development of more commercial centers around Bangkok Metropolitan and up-country areas caused more competition. But somehow, the Company and its subsidiaries still performed fairly well in such competitive situation.

In the Year of 2015, The Company and its subsidiaries (S&P Group) reported the Revenue from Sales and Services at Baht 7,552.0 Million, a y-o-y increase of Baht 295 million or 4.1 percent increase. The Net Profit was presented at Baht 606 million, a Baht 109 million higher than last year or 22.0 percent increase. The major contribution was from the revenue increase from our domestic restaurant and bakery business, derived from the increase in number of restaurants, additional bakery shops, including continuous launches of marketing activities, introducing new products, promotional programs, adjusting food menu and renovating restaurants and shops to a newer design for services, which enabled the Company and its subsidiaries to draw more customers and thus increased the sales.

Moreover, the Sales of Food and Bakery Business, distributed through retail stores and supermarkets also contributed a 9.1 percent sales growth from prior year by expanding customer base and increasing sale volume, supported by continuous promotional activities.

The Overseas Restaurant Business also presented a slight y-o-y increase due to a slower-than-expected expansion in 2015. While the business potential in this sector still exists, especially in the AEC markets, the Company and its subsidiaries are proceeding for the expansions during the next few years as per studies and plans set forth.

Revenue from Sales and Services - Year 2015

The revenue from sales and services increased from Baht 7,257 million in 2014 to Baht 7,552 million in 2015, with the growth rate of 4.1 percent, which can be categorized into the following sales channels:

Revenue breakdown by distribution channels

(Unit: Million Baht)

Distribution Channels	2015		2014		Increase (Decrease) %
	Amount	%	Amount	%	
Domestic restaurant and bakery shop	5,753	76.18	5,528	76.17	4.1
Packaged food and bakery trading business	776	10.28	711	9.80	9.1
Overseas restaurant	1,022	13.53	1,017	14.02	0.5
Others*	1	0.01	1	0.01	42.9
Total	7,552	100.00	7,257	100.00	4.1

* Rental revenue (to outsiders)

Domestic Restaurant and Bakery Shop Business

In 2015, the revenue from the domestic restaurant and bakery shop business contributed to 76.18 percent of the revenue from sales and services, an increase of Baht 225 million y-o-y, or by 4.1 percent increase : due to the increased number of restaurants and bakery shops in Thailand, in addition to improving sales of the existing restaurants and shops including continuous launches of marketing activities, introducing new products, promotional programs, adjusting food menu and renovating restaurants and shops to a newer design for better services, which enabled the Company and its subsidiaries to draw more sales.

As of end of 2015, the Company and its subsidiaries own 466 outlets of restaurants and bakery shops, i.e. 144 restaurants and 322 bakery shops in Thailand. The Company is still focusing on opening more new outlets under “S&P” brand in Metropolitan and vicinities and also in up-country locations, where there are potential business and growth, in order to provide “reach” and services to our customers, including the activities to follow-up and improve the operations of all branches up to their efficiencies and effectiveness.

Sales (Wholesale) of Food and Bakery Business

In 2015, the Sales of Food and Bakery Business shared 10.3 percent of Total Revenue from sales and services, an increase from the 9.8 percent of last year. The increase of 9.1 percent y-o-y was attributable to an introduction of new product to the market, joint product developments with our customers and expansion of our customer bases through retail stores, supermarkets, and modern trade channels, which causes the increase in sale volume.

Overseas Restaurant Business

In 2015, revenue from 23 outlets of Overseas Restaurant Business accounted for 13.5 percent of Total Revenue from Sales and Services, a slight decrease in term of proportion from last year. But in total the revenue amount in 2015 was still slightly higher than last year by 0.5 percent. The overseas expansion is lower than expected in 2015, especially the expansion plan in AEC. However, the Company is still aiming for expansion in the AEC where good business potential is existed, as per our market studies and our expansion plan stipulated by the Company and its subsidiaries.

Revenues breakdown by Products

(Unit: Million Baht)

Product	2015		2014		Increase (Decrease) %
	Amount	%	Amount	%	
Bakery	3,201	42.39	3,145	43.34	1.8
Domestic food and beverage	2,328	30.83	2,247	30.96	3.6
Overseas restaurant	1,022	13.53	1,017	14.02	0.5
Food products **	606	8.02	605	8.33	0.2
Other products ***	395	5.23	243	3.35	62.5
Total	7,552	100.00	7,257	100.00	4.1

** Food products produced by the company consisting of Quick Meal, sausages, Jelly and dry mix

*** Consisting of outsourcing, consignment, other miscellaneous products, and rental revenue

In 2015, sales of the Bakery Products still shared the highest portion at 42.4 percent, while Domestic Food and Drinks shared 30.8 percent. Revenue from selling food abroad was 13.5 percent. The Food Products (i.e. frozen food, sausage, jelly and dry mix) held 8 percent portion, and other revenues - outsourcing products, consignments, miscellaneous and other revenues captured 5.2 percent portion.

Gross Profit Margin

The Company and its subsidiaries reported a gross profit margin of Baht 3,554.2 million in 2015, a 7.0 percent growth over last year figure. The gross profit on sale also showed an improvement from 45.75 percent on sale in 2014 to 47.06 percent in 2015. The major improvements that contributed to satisfactory level of cost control and gross profit margin growth were from product developments, maintaining of efficient production outcomes, decreasing cost per units from higher sale and production volumes, cost reduction through systematic raw material procurement, and effective logistic cost management.

Expenses

The Company and its subsidiaries reported their selling and administrative expenses at Baht 2,876.6 million in 2015, a 3.5 percent increase from 2014. The increase was due to more marketing activities executed to boost sales, including public relation, online-media communication and advertisements. Moreover, the increase was also from the salary and other expenses. But all in, the expense control was still in proper line.

Profit (attributable to Parent Company) for the Year 2015

The increase in Revenues from Sales and Services in 2015, control of costs, and reasonable level of selling and administrative expenses had contributed to the 2015 Annual Profit of the Company and its subsidiaries to be reported at Baht 608.1 million, which Baht 606.1 million was reported as Profit, attributed to the Parent Company and a Baht 2.0 million was attributed to Minority Interest. The 2015 Comprehensive Profit was presented at Baht 621.8 million, as shown in the Audited Statement of Profit or Loss and Other Comprehensive Income.

Performance Efficiency

S&P Group presented an increase in the Return on Assets from 13.73 percent in 2014 to 16.31 percent in 2015 due to the profit increase.

In terms of quality of Accounts Receivables, in summary it was still in good condition and the reserves of loss had been well executed in the past with no material changes in 2015. The inventories were sufficiently managed and reviewed for the impairment aspect through our internal control system and being closely followed up - with no material adjustment that may affect the Company performance.

Overall View of Financial Position and Cash Flow in 2015

The Company and its subsidiaries reported the Total Assets as at December 31st, 2015 at Baht 3,806.7 million, a net increase of Baht 181.7 million, or 5 percent y-o-y. The major increases were Cash and Cash Equivalents and Investment in Associates.

Proportionately, the asset portions as at end of the Year 2015 were: Current Assets at 42.96 percent and the Non-Current Assets at 57.04 percent. While the Current Liabilities was only at 28.99 percent of the Total Assets, S&P Group reported a Liquidity Ratio at 1.48 times, higher than the 2014's Liquidity Ratio which was at 1.37 times due to the high working capital turnover from cash sales which is the Group business pattern.

Total Liabilities was at Baht 1,307.6 million, about the same level of Last year figure. While the Shareholders' Equity as of end of 2015 was at Baht 2,499.1 million, a 7.7 percent higher than prior year's, thus the 2015 Debt/Equity ratio of the Company and its subsidiaries was at 0.52 time, compared to 0.56 Debt/Equity Ratio in 2014, which fairly represents a strong financial position of the Company and its subsidiaries and the readiness for any future expansion.

In term of 2015 Cash Flow, the net cash from operation was at Baht 944 million, mainly as a result of Baht 1,082 million of operating cash flows before tax and the tax payment of Baht 139 million.

The changes of cash flows from investing and financing activities for the Year 2015 were: cash received from temporary investment of Baht 9.7 million, investment in associates of Baht 83.2 million, and investment in fixed assets of Baht 338.4 million for production machinery, investments in construction, fixtures and equipment of new restaurants and bakery shops. In addition, cash was utilized to pay Dividend at Baht 441.3 million. Inclusive of net cash flow from operations and other activities, the Group reported a net Baht 80.6 million cash increase. Adding up to the 2015 beginning cash balance of Baht 570.4 million, the balance of Cash and Cash Equivalents was at Baht 651.0 million at year end.

Operations in 2016 and Variables Factors that may affect future operations.

S&P Group still plans to grow in 2016, both revenues and profits. We will put our emphasis on improving performances of all existing branches, investing in new branches to expand our customer base and to increase revenues, launching new products to the markets, improving existing products and services, increasing promotional and sale activities, expanding our customer relation management programs, managing our costs and expenses for efficiencies and effectiveness. The Company will closely follow up and review variables that may affect our business, e.g. economic situations, competition and other factors, and will find out best ways to protect and to solve the problem in time and to minimize any negative effect that may incur.

Dividend Payment Policy

The Company will declare dividends every year at the rate of approximately 60 percent of the net profit after tax according to the consolidated financial statements provided that the amount to be declared shall not exceed the retained earnings in the Company's financial statements. In the event that the Company's financial statement have retained loss, no dividend will be declared. For this purpose, the Company will take such action as prescribed by the Public Limited Companies Law and take into consideration where by the Company will be able to pay dividends without causing significant effects on its business. The dividend payment policy of the Company's subsidiaries likewise takes into consideration the economic outlook and business operating performance.

The Board of Director's Meeting's Meeting No.1/2016 held on February 23, 2016 had passed resolution to proposed the Annual General Meeting of Shareholders 2016 on April 22, 2016, to adopt the interim dividend payment of 0.20 Baht per share paid on August 13, 2015, and to approve the dividend payment of 2015's operating result of 1.10 Baht per share, or the remaining dividend payment of 0.90 Baht per share. In case of the Meeting of Shareholders approves the dividend payment as proposed, the dividend payment ratio of the Company shall be 89.00%.

Details of the dividend payment for operating year 2015 compared to that of the previous year.

Dividend Details	2015	2014
1. Net Profit (Million Baht)	606.13	497.74
2. Number of Shares (share)	490,408,365	490,408,365
3. Dividend Paid per share		
3.1 Interim Dividend (Baht/Share)	0.20	0.10
3.2 Additional Dividend (Baht/Share)	0.90	0.70
4. Total Dividend Paid	539.45	392.33
4.1 Interim Dividend (Baht/Share)	98.08	49.04
4.2 Additional Dividend (Baht/Share)	441.37	343.29
5. Dividend Payout Ratio (%)	89.00	78.82

S&P's subsidiaries and affiliates

Names / Location	Type of business	No. of common share		% Holding
		Total Share	No. of Shares held by S&P Group	
S&P Syndicate Public Company Limited ItalThai Tower, 23 rd - 24 th Floor, No. 2034/100 - 107, New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310 Tel : +66 (0) 2785 4000 Fax : +66 (0) 2785 4040	Operate restaurant branches and bakery outlets, produce cake, bread, bakery products, Thai desserts, frozen foods and bakery, provide delivery and catering services, Invest and manage overseas restaurant business			
S&P International Foods Company Limited ItalThai Tower, 23 rd Floor, No. 2034/100, New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310 Tel : +66 (0) 2785 4000 Fax : +66 (0) 2785 4506	Operate Japanese Restaurant under "Maisen" brand	500,000	499,970	99.99%
S&P International Foods (Cambodia) Company Limited Level 6 th , Phnom Penh Tower, No. 445, Preah Monivong Boulevard, Sangkat Beoung Prolit, Khan7 Makara, Phnom Penh, Cambodia Tell : +855 23 901 415	Operate Restaurant Business under "S&P Restaurant" and "BlueCup" in Cambodia	45,750	45,730	99.96%
S&P Asset Company Limited 1/2 Soi Attakravi1, Sukhumvit 26 Rd , Klongtan Klongtoei, Bangkok Tel : +66 (0) 2185-1313 Fax : +66 (0) 2185-1290	Conduct real estate development business by renting spaces to restaurants	10,000	9,993	99.93%
S&P Global Company Limited ItalThai Tower, 23 rd Floor, No. 2034/100, New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310 Tel : +66 (0) 2785-4000	Operate Thai restaurants in overseas, currently with 6 subsidiaries as follows	500,000	400,000	80.00%

S&P's subsidiaries and affiliates

Names / Location	Type of business	No. of common share		% Holding
		Total Share	No. of Shares held by S&P Group	
S&P Restaurants Limited* Sutherland House, 1759 London Road Leigh on Sea ESSEX SS9 2RZ, UK Tel : (44) 020 7031 1168, 020 7031 1169 Fax : (44) 020 7031 1167	Operate Thai restaurants in England, currently with 4 branches under "Patara" and 1 branch under "SUDA"	1,000,000	960,000	96.00%
Patara (Geneva) SA* No.94, Rue des Eaux-Vives CH-1207, Geneva Switzerland Tel : (4122) 735-0517 Fax : (4122) 735-0538	Operate Thai restaurants under "Patara" brand in Geneva, currently with 1 branch	200	124	62.00%
Patara Fine Thai Cuisine PTE LTD* Registered the name change from Theme Foods Pte Ltd. * 211 Henderson Road #05-03 Singapore 159552 Tel : (65) 6411-4990 Fax : (65) 6411-4991	Operate Thai restaurants under "Patara" brand in Singapore, currently with 1 branch	600,000	300,000	50.00%
SK Catering PTE LTD.** 211 Henderson Road #05-03 Singapore 159552 Tel : (65) 6411-4990 Fax : (65) 6411-4991	Operate Thai restaurants in Singapore under Siam Kitchen brand, currently with 4 branches, and under "Bangkok Jam" brand, currently with 8 branches	300,000	150,000	50.00%
Patara International Restaurant Management (Beijing) Co., Ltd.* 6 th Floor, Jinbao Place, 88 Jinbao Street, Dongcheng District, Beijing, China Tel : (8610) 85221678 Fax : (8610) 85221369	Operate Thai restaurants under "Patara" brand in Beijing, currently with 1 branch	4,000,000	3,650,000	91.86%
Patara Restaurant, Vienna GmbH** Petersplatz 1 / Goldschmiedgasse 9 / Graben, Vienna , Austria 27 - 28 / Top.Nr.7 1010 Wien Tel : +43 199 719 38	Operate Thai restaurants under "Patara" brand in Vienna, currently with 1 branch	1,200,000	1,116,600	93.05%

S&P's subsidiaries and affiliates

Names / Location	Type of business	No. of common share		% Holding
		Total Share	No. of Shares held by S&P Group	
Bangkok Jam Co., Ltd 1F, No.12, Ln.247, Sec 1, Dun-hua S. RD., Taipei, Taiwan Tel : (8862) 2731-5288 Fax : (8862)2731-5243	Operate restaurants under "Bangkok Jam" brand, currently with 2 branches. Ceased operation in 2015	5,000,000	2,500,000	50.00%
Bangkok Jam SDN BHD **** No.79 A Jalan SS 21/37 Damansara Utama 47400 petaling Jaya Selangor Darul Ehsan Malaysia Fax : +66 (0) 2696-1001	Operate restaurants under "Bangkok Beat Bistro" brand, currently with 1 branch. Ceased operation in 2015	350,000	174,999	49.99%
Umenohana S&P Co., Ltd. No. 2034/100 New Petchburi Road, Bangkokpi, Huay kwang, Bangkok Tel : +66 (0) 2785 - 4000	Operate Japanese restaurant and food product in Thailand under "Umenohana" brand	250,000	150,000	59.99%
MSC Thai Cuisine Co.,Ltd. (Formerly "The Thai Cuisine Co.,Ltd.") No. 457 - 457/1 - 6 Sukhumvit 55, Klongtannua, Vadhana, Bangkok Tel : +66 (0) 2636-6901 Fax : +66 (0) 2636-7660	Operate "MSC Thai Culinary School"	500,000	200,000	40.00%
Foodhouse Catering Services Company Limited 234 Soi Sukhuvit 101 (Punnavithi), Sukhumvit Rd., Bangchak, Prakanong, Bangkok Tel : +66 (0) 2741-8800	Operate business canteens and provides flexible sets of dishes to meet diverse needs of Hospitals scholl pupils, office Staff and working classes throughout Thailand	10,000	4,997	49.97%

S&P's subsidiaries and affiliates

Names / Location	Type of business	No. of common share		% Holding
		Total Share	No. of Shares held by S&P Group	
HD Distributors (Thailand) Company Limited 20 th floor, 539/2, Gypsum Mertropolitan Tower, Sri-Ayudhya Road, Tanon Phayathai Sup-district, Rajdhavee, Bangkok Tel : +66 (0) 2696-1000 Fax : +66 (0)2696-1001	Sole importer and distributor of Haagen-Dazs ice cream	200,000	95,996	47.99%
S&P Development Holding Co.,Ltd. Italthai Tower, 23 rd Floor, No. 2034/100, New Petchburi Road, Bangkapi, Huay Kwang, Bangkok 10310 Tel : +66 (0) 2785 4000	Operate Thai restaurant abroad, currently with 1 affiliated company. Provide service support for affiliated business or branch both domestic and abroad	2,000,000	1,999,997	99.99%
Patara Fine Thai Cuisine Limited.***** Sutherland House, 1759 London Road, Leigh on Sea, Essex SS9 2RZ, UK Tel : + 44(0) 20 8874 6503	Operate Thai restaurant under "Patara" brand, currently with 1 branch	3,000,000	1,500,000	50.00%
S&P Development Holding PTE LTD 80 Robinson Road # 02-00 Singapore (068898)	Operate Thai restaurant domestically and internationally, also hold shares in other companies	1	1	100.00%
Suda Limited Sutherland House, 1759 London Road, Leigh on Sea, Essex SS9 2RZ, UK Tel : + 44(0) 20 8874 6503	Operate Thai restaurants	1	1	96.00%

Remarks	*	indicates a company in which shares are owned by S&P Global Co., Ltd.
	**	indicates a company in which S&P Global Co., Ltd. owns 510,000 shares through S&P Restaurants Limited. in the UK
	***	indicates a company in which S&P Global Co., Ltd. Owns 2,500,000 shares through SK Catering PTE LTD. inSingapore.
	****	indicates a company in which S&P Global Co., Ltd. Owns 174,999 shares through SK Catering PTE LTD. in Singapore.
	*****	indicates a company in which share are owned by S&P Development Holding Co.,Ltd.
	*****	indicates a company in which S&P Global Co., Ltd. owns 1 share through S&P Restaurants Limited in the UK

Connected Transactions

1. Revenue and Expense between the Company, Subsidiaries and Related Parties

Account name/ Company's name	Relationship	Type of Transaction	Amount (Million Baht)	
			2015	2014
S&P Global Co., Ltd.	Subsidiary	Revenues from sales	0.03	0.11
		Rental income from buildings and equipment	1.00	0.92
		Revenues from service	1.20	1.20
		Dividen income	-	8.00
S&P Restaurants Co., Ltd. SK Catering Pte Ltd. Patara Restaurant, Vienna GmbH	S&P Global Co., Ltd's subsidiaries	Interest income	0.62	0.63
		Interest income	-	0.03
		Interest income	1.50	1.50
S&P International Foods Co., Ltd.	Subsidiary	Revenues from sales	25.34	25.48
		Revenue from services	0.74	0.74
		Rental income from buildings and equipment	0.30	0.43
		Interest income	0.18	-
S&P Asset Co., Ltd.	Subsidiary	Revenues from services	0.10	0.10
		Dividen income	-	4.99
		Rental income from buildings and equipment	5.80	5.78
HD Distributors (Thailand) Co., Ltd.	Associate (Parent Company of HD Distributors (Thailand) Co.,Ltd.)	Revenues from sales	0.31	0.43
		Rental income from buildings and equipment	0.81	0.81
		Dividen income	1.50	2.26
		Purchases of goods/services	3.68	6.06
Foodhouse Catering Services Co., Ltd.	Associate	Revenues from sales	2.35	3.13
		Revenues from services	0.77	1.08
		Interest income	0.38	0.37
MSC Thai Cuisine Co.,Ltd. (Formerly The Thai Cuisine Co.,Ltd.)	Associate	Rental income from buildings and equipment	2.40	1.75
		Revenues from services	0.09	0.09
		Purchases of goods/services	0.09	-
The Minor Food Group Public Co., Ltd.	Related company (Minor International Public Company Limited's subsidiaries.	Revenues from sales	30.40	18.40
		Revenue from services	2.64	3.49

Connected Transactions

Account name/ Company's name	Relationship	Type of Transaction	Amount (Million Baht)	
			2015	2014
Minor DQ Limited	Related company (Minor International Public Company Limited's subsidiaries)	Revenues from sales	15.22	12.65
Minor Dairy Limited		Revenues from sales	1.70	2.08
Swensen's (Thai) Limited		Revenues from sales	33.55	33.86
SLRT Limited		Revenues from sales	3.05	2.75
The Coffee Club (Thailand) Limited		Revenues from sales	0.20	0.15
Select Service Partner Co.,Ltd.		Revenues from sales	0.48	-
Minor Cheese Limited		Purchases of goods	7.54	5.85
Mainor Dairy Limited		Purchases of goods	3.51	1.44
Minor Global Limited		Purchases of goods	-	1.02
S.R. Estate Co.,Ltd.	Related company	Rental payment for branch office	0.43	0.43
The Company Director	The Company director	Rental payment for office and warehouse	1.32	1.46
		Service payment	0.64	5.02
Seacon Development Co.,Ltd.	The Company director	Rental payment for Building and Service	4.15	4.46

2. Assets and Liabilities between the Company, Subsidiaries and Related Parties

Account name/ Company's name	Relationship	Type of Transaction	Amount (Million Baht)	
			2015	2014
S&P Global Co., Ltd.	Subsidiary	Trade accounts receivable	0.05	0.29
S&P Restaurants Co., Ltd	S&P Global Co., Ltd's subsidiaries	Receivable - long-term loans (3.0%)	7.96	0.00
S&P Restaurants Co., Ltd		Receivable - long-term loans (3.0%)	7.96	20.32
Patara Restaurant, Vienna GmbH		Receivable - long-term loans (3.0%)	49.97	49.97
S&P International Food Co.,Ltd	Subsidiary	Trade accounts receivable	27.39	11.74
		Receivable - short-term loans (3.0%)	10.94	-
		Trade accounts payable	0.42	0.04
Umenohana S&P Co.,Ltd.	Subsidiary	Trade accounts receivable	0.09	0.04
S&P International Foods (Cambodia) Co,Ltd	Subsidiary	Trade accounts receivable	4.02	5.65
S&P Asset Co., Ltd.	Subsidiary	Trade accounts payable	0.28	0.14

Connected Transactions

Account name/ Company's name	Relationship	Type of Transaction	Amount (Million Baht)	
			2015	2014
HD Distributors (Thailand) Co., Ltd.	Associate	Trade accounts payable	0.51	0.93
		Trade accounts receivable	0.03	0.07
Foodhouse Catering Services Co., Ltd.	Associate	Trade accounts receivable	0.61	0.92
		Receivable - long-term loans (5.0%)	6.00	7.50
MSC Thai Cuisine Co.,Ltd. (Formerly The Thai Cuisine Co.,Ltd.)	Associate	Trade accounts receivable	0.07	0.06
The Minor Food Group Public Co., Ltd.	Related company (Minor International Public Company Limited's)	Trade accounts payable	0.57	0.80
		Trade accounts receivable	-	1.40
Minor DQ Limited	Related company (Minor International Public Company Limited's subsidiaries)	Trade accounts receivable	0.27	0.40
Minor Dairy Limited		Trade accounts receivable	0.11	0.17
SLRT Limited		Trade accounts receivable	0.25	0.11
The Coffee Club (Thailand) Limited		Trade accounts receivable	0.02	-
Select Service Partner Co.,Ltd.		Trade accounts receivable	0.08	-
Minor Cheese Limited		Trade accounts receivable	1.28	2.09
Minor Dairy Limited		Trade accounts receivable	0.53	0.66

Risk Factors

According to the rapid change of industrial environments, competition, consumer behavior, liberalization of trade and services, the establishment of ASEAN Economic Community (AEC), the development of information systems, operations, rules, regulations, and standards, that cause the increase in risk factors and possibility to the company. The company has always focused on risk management and has established a Risk Management Committee on February 28, 2555 to determine the policy, method and monitoring, and also to assess the risk management.

The Risk Management Committee has set a policy and considered the risk management of all departments in the organization in accordance with the responsibility assigned by the Board of Directors. In addition, the risk management committee has been responsible for assessing the risk of major projects with high investment value before proposing to the Board of Directors of the Company. According to the Risk Management Committee's consideration, the main risk factors of the Company and the management methods are as follows.

1. Strategic risk

Strategy is an important tool in determining the company's direction towards its stated goals and objectives. Therefore the Board of Directors has put in place the strategic and budgetary plans in order to define the strategy for business operation in both short term and long term, through which the feasibility and the factors affecting business operation, such as the internal and external factors, the economic environment, the industrial environment, and the competition, as well as the opportunity to expand its business overseas are analyzed. At present, the company has established the Office of Strategy to responsible for the company's strategy work. The Risk Management Committee is responsible for consider and advise the Office of Strategy in overall.

2. Operational risk

Within the organization, each unit's operation is an important step in moving the company towards its goals and objectives. The company has increased the number of branches and points of sales, and introduced more products and new business such as a Japanese restaurant, that has taken in more employees to accommodate expansion. Therefore if the employees cannot fulfill their functions satisfactorily then this will affect the pace and efficiency of our progress. The Board of Directors and the management recognize this factor and have arranged for training to build appropriate competency for each level of employees. Training and operation manuals have been issued and for important functions, there is clear separation of duties to serve as checks and balances for each other. There is also a systematic reporting and monitoring as well as a consideration on developing the working process to achieve the efficiency, readiness, accuracy and cost control for the whole process of production, management and service. Furthermore, the

company has in place an internal audit division in order to check and monitor. So the Risk Management Committee is responsible for considering the operational risk in both level of the effect to the Company and the possibility of its occurrence, and also responsible for suggesting the measures to prevent and manage each risk.

3. Financial risk

The company's financial management is taking into account the liquidity risk, credit risk and market risk such as the foreign exchange volatility or the interest rate adjustment. So the Company has properly prepared financial projection, management guideline, monitoring and standards such as the appropriate debt to equity ratio, short-term assets or provision to be used in financial risk management. As for the risk in exchange rate, since the investment in opening the new stores aboard is a long term investment, also the revenue and expense are mainly in the same currency, moreover the dividend payout is not occurred often, the Company then has no need to opt for forward contract for the time being.

4. Information and communication technology risk

As the company continues to expand its branches and points of sales, ICT plays an important role in supporting the efficient operation of each business unit. Linkage with respective subsidiary work systems, data security and access to information, and data transmission to support various types of reports for unit heads and management all help towards efficient management of information. The company has in place an ICT responsible for managing systems and ensuring the organization's readiness to support new innovations and technology. An ICT master plan has been drafted to respond to the company's business plan, which includes an ICT security plan, onward business plan, contingency plan, contributing towards enhancing work in the ICT field. There is regular reporting and monitoring of implementation of the said work plans to the management team.

5. Catastrophe and political risk

The company does aware catastrophe which has negative implications to the business operations such as flooding, epidemic disease (eg. Avian flu) and political instability. The company thus has been prepared a plan by training staff to encounter not only natural disasters but also man-made incidents such as fire, demonstrations, and etc. Such plan has been categorized into a short-term plan and a medium-to-long term plan. While the former aims for coping with the emergency and the company has to continue its business operation (Business Continuity Plan or BCP), the latter designed to restrain or relieve the negative impacts in according to the concurrence. The BCP must be regularly reviewed by the Risk Management Committee and if the emergency occurs the Risk Management Committee must assess the risk management of the occurrence and find ways to improve the plan for more effective management in the future.

Shareholder and Management Structure

Shareholder Structure

Share capital

The Company's securities comprise ordinary shares. As of December 31, 2015, the Company's registered capital is 490,408,365 Baht, divided into 490,408,365 ordinary shares of par value of 1 baht each. The paid-up capital amounts to 490,408,365 Baht, divided in 490,408,365 ordinary shares of par value of 1 Baht each. The resolution of the 2014 Annual General Meeting of Shareholders of S&P Syndicate Public Company Limited, held on April 21, 2014 approved a change in the par value of the Company's share from 5 Baht per share to 1 Baht per share. The Company has completed the registration of change in share par value with the Registrar for Public Limited Companies, the Ministry of Commerce, on May 7, 2014

Shareholders

The first 10 majority shareholders whose names appeared in the register of shareholders as of January 13, 2016 are as follows:

	Group of Shareholders	Number of Shares	Percent
1	The Sila-On and Raiva Groups	212,646,000	43.00
2	Minor International Public Company Limited	173,993,520	35.48
3	Mrs. Supapan Pichaironarongsongkram	17,345,000	3.54
4	NORTRUST NOMINEES LTE-CL AC	11,356,000	2.32
5	Mr. Aryuth Charnsethikul	7,372,000	1.50
6	Mr.Chalee Valaisathien	5,933,000	1.21
7	Mrs. Parinya Khancharoensuk	5,212,310	1.06
8	Mr. Niti Osathanukrua	4,800,500	0.98
9	Mr. Phithak Phisethsith	4,150,000	0.85
10	Prospect International Co.Ltd.	4,093,500	0.83
	Total	45,076,830	90.76

Management Structure

The Company's Committee Structure

The Company's management structure comprises of 5 sets of committee: Board of Directors, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and Executive Committee. The details and scope of authorities of each are as follows.

1. Board of Directors

As of December 31, 2015, the Board of Directors comprises 12 members.

Name / Position	Board of Directors		Audit Committee		Nomination and Remuneration Committee		Risk Management Committee		Executive Committee		Total
	Total Attendances / Total number of the meeting (Including AGM)	Board of Directors Allowance	Total Attendances / Total number of the meeting	Audit Committee Allowance	Total Attendances / Total number of the meeting	Nomination and remuneration Committee	Total Attendances / Total number of the meeting	Risk Management Committee* Allowance	Total Attendances / Total number of the meeting	Executive Committee Allowance	
1. Mrs. Patara Sila-On Chairperson of the Board of Directors	8/8	630,000	-	-	-	-	-	-	-	-	630,000
2. Lt. Varakorn Raiva Vice Chairperson of the Board of Directors	3/8	420,000	-	-	-	-	-	-	-	-	420,000
3. Mr. Pravesvudhi Raiva Executive Chairman	8/8	420,000	-	-	-	-	-	-	7/7	-	420,000
4. Ms. Cattleya Saengsastra Independent Director, Chairperson of the Audit Committee	8/8	580,000	6/6	360,000	-	-	-	-	-	-	940,000
5. Ms. Sophavadee Uttamobol Independent Director, Audit Committee	8/8	580,000	6/6	240,000	-	-	-	-	-	-	820,000
6. Mr. Aviruth Wongbuddhapitak Independent Director, Chairperson of Nomination and Remuneration's Committee	6/8	540,000	-	-	4/4	60,000	-	-	-	-	600,000
7. Ms. Patamavalai Ratanapol Director, Nomination and Remuneration's Committee	5/8	520,000	-	-	3/4	30,000	-	-	4/7	80,000	630,000
8. Mr. Piya Sosothikul Independent Director, Nomination and Remuneration's Committee, Risk Management Committee	7/8	560,000	5/6	220,000	4/4	40,000	3/3	30,000	-	-	850,000
9. Mr. John Scott Heinecke Director, Risk Management Committee	7/8	560,000	-	-	-	-	1/3	10,000	5/7	100,000	670,000
10. Mr. Kachorndej Raiva Director	8/8	420,000	-	-	-	-	-	-	6/7	-	420,000
11. Mrs. Kessuda Raiva President, Nomination and Remuneration's Committee	8/8	420,000	-	-	4/4	-	-	-	7/7	-	420,000

Name / Position	Board of Directors		Audit Committee		Nomination and Remuneration Committee		Risk Management Committee		Executive Committee		Total
	Total Attendances / Total number of the meeting (Including AGM)	Board of Directors Allowance	Total Attendances / Total number of the meeting	Audit Committee Allowance	Total Attendances / Total number of the meeting	Nomination and remuneration Committee	Total Attendances / Total number of the meeting	Risk Management Committee* Allowance	Total Attendances / Total number of the meeting	Executive Committee Allowance	
12. Mr. Vitoon Sila-On Director and Company Secretary, Chairperson of Risk Management Committee	8/8	420,000	-	-	-	-	3/3	-	6/7	-	420,000
Total		6,070,000		820,000		130,000		40,000		180,000	7,240,000

Note: The remunerations received from holding the position of director are as follows;

- Gratuity was fixed at 180,000 Baht for the chairperson of the board and 270,000 Baht for each director.
- The regular remuneration for the chairperson was at 30,000 Baht per month and 20,000 Baht per month for each director, the chairperson of the audit committee at 15,000 Baht per month and the members of audit committee at 10,000 Baht per month
- The meeting allowance for non-executive chairperson was 30,000 Baht per time and 20,000 Baht per time for each non-executive director.
- The meeting allowance for non-executive chairperson of the audit committee was 30,000 Baht per time, and the non-executive members of audit committee at 20,000 Baht per time each.
- The meeting allowance for the non-executive chairperson of the nomination and remuneration committee was 15,000 Baht/time, and non-executive members of nomination and remuneration at 10,000 Baht/time.
- The meeting allowance for the non-executive chairperson of the risk management committee was 15,000 Baht/time, and non-executive members of risk management committee at 10,000 Baht/time.
- The meeting allowance for the non-executive chairperson of the executive committee was 30,000 Baht/time, and non-executive members of executive committee at 20,000 Baht/time.
- With effective from the date of Annual General Meeting of Shareholders 2015 held on April 22, 2015 that fixed to be used from May 2015

Scope of Powers and Duties of the Board of Directors

- 1) To manage the Company in accordance with the law, objectives, Articles of Association and resolutions of meetings of shareholders;
- 2) To formulate policies and trends for operation, financial management and action plans of the Company; and to monitor compliance with the policies specified;
- 3) To determine courses for the management of business risks, financial reports and audit; and to see to it that efficient and effective systems of internal control and internal audit are made available;
- 4) To control and supervise the Management for the efficient and effective implementation of the policies specified; and to assign and appoint some directors as executive directors to take one or more actions;
- 5) To designate 2 directors, who are not independent directors and Audit Committee members, as directors authorized to sign their names to bind the Company;
- 6) To hold a Board meeting at least 6 times per annum ;
- 7) To prepare a vision, strategic plan of the business of the company and budget for the company annual operation.

The Company has defined the independence of an “independent director” in accordance with the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

Definition of “Independent Director”

An independent director means a fully qualified and independent individual as specified by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, that is:

- Holding shares representing 1 percent max of the paid-up capital of the Company, its affiliated, associated or related companies;
- Being a director who does not participate in the management; not being a servant, employee or advisor receiving a regular salary or a professional service provider who has received a service fee of more than two million Baht a year from the Company, an affiliated, associated or related company, or a legal entity that may have conflicts over the past period of at least 2 years;
- Being a director without either direct or indirect benefits or interests in terms of both finance and management in the Company, its affiliated, associated or related companies, or legal entities that may have conflicts;

- Being a director who is not related to or is not a close relative of an executive or majority shareholder;
- Being a director who is not appointed as agent to protect interests of directors of the Company, majority shareholders, or shareholders related to the majority shareholders

In addition, the independent director must be able to comment or report freely in accordance with the mission entrusted, without taking into consideration any interests concerning her/his property or duty or position, and must not be influenced by any person or group of persons nor compelled by any situation that would render her/him unable to express an opinion as she/he should do.

2. Audit Committee

The Audit Committee's scope of authority and duties

The Board of Directors have agreed to redefine the Audit Committee's scope of authority and duties during the Board of Directors Meeting, No. 1/2011, held on February 23, 2011, in accordance to the current rules and regulations issued by the Board of the Stock Exchange of Thailand.

- 1) To review the Company's financial reporting process to ensure that it is accurate and adequate.
- 2) To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, and also to implement the Control Self Assessment System for the company's operations.
- 3) To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business.
- 4) To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company.
- 5) To promote practical and effective management.
- 6) To supervise, control, and manage the company's business risks.
- 7) To approve the appointment, transfer, dismissal of the Chief of an internal audit unit, including overseeing the Chief's evaluation and training.
- 8) To approve the manpower budget, investment budget, administration budget, and the administration of auditing budget.
- 9) To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year.
- 10) To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairperson.
- 11) To notify and advice the Board of Directors regarding matters of business importance, including suggestions on whether to hire external specialized consultants on the company's expenses to help advice the Board on such matters.
- 12) To perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.

The Audit committee meets regularly at least 6 times per annum, and each meeting summary is directly reported to the Board of Directors. In 2015, there were a total of 6 Audit Committee meetings. Please see the 'Board of Directors' meeting section above for the details of the number of Audit Committee Meetings, as well as the meeting attendance by Audit Committee members.

3. Nomination and Remuneration Committee

The Board of Directors' meeting No. 1/2011 held on February 23, 2011, has passed the resolution approved the appointment of Nomination and Remuneration Committee to consider the principal and procedure of seeking qualified person to be appointed as a director, and to determine the remuneration of the board of directors of the company. The Nomination and Remuneration Committee consists of at least 3 directors and the Board of Directors shall elect 1 of the member of the Nomination and Remuneration Committee to be the Chairperson of the Nomination and Remuneration Committee. The term of the member of the Nomination and Remuneration Committee lasts for 2 years from the date of appointment, the members whose term of office has expired are eligible for reappointment.

Nomination and Remuneration Committee's scope of authority and duties

To consider the principal and procedure of seeking qualified person to be appointed as a director, and to determine the remuneration of the board of directors of the company in order to propose to the board of directors, including may invite the management to attend the meeting for discussion in accordance with the Securities and Exchange Commission and company's regulation as follows;

Nomination

- 1) Consider and propose the board of directors the nomination of the qualified person as a director, and if necessary to the general shareholders' meeting for approval

- 2) Consider the number, proportion, and experience of board of directors to be suitable to the company's situation, and giving recommendation in searching for a qualified person to be appoint as a director

Remuneration

Consider and propose the board of directors the necessary and appropriate yearly compensation for members of board of directors, various subcommittees and the executives from the president upward, and if necessary, to the general shareholders' meeting for approval.

4. Risk Management Committee

The Board of Directors' meeting No. 1/2012 held on February 28, 2012, has passed the resolution appointed the Risk Management Committee to look after the company's risk management due to the current business environment is constantly changing. After the appointment, the risk management committee will prepare the risk management committee's charter to define the roles and responsibilities of the committee to propose the board of directors for approval accordingly.

Risk Management Committee's scope of authority and duties

The Board of Director's Meeting No.2/2012 held on May 10, 2012, has passed the resolution approved the Risk Management Committee's authority and duties as follows;

- 1) To determine risk management policy and strategy, monitoring and evaluating the Company's risk management
- 2) Oversee the operating result of the Company in various aspects

5. Executive Committee

The Executive Board's scope of authority and duties

- 1) The Executive Board is designated with the authority to operate in accordance with the Board of Directors' policies, which in turn defer to Laws, the conditions, rules and regulations of the Company, with the exception of issues which the Law specifies as requiring the authorization of Shareholder Meetings.
- 2) The Executive Board has the right to formulate, propose and determine business directive policies and strategies to the Board of Directors.
- 3) The Board may prepare business plans; specify management powers; authorize budgets for the annual business activities, including annual expenditure budgets; and generally conduct activities in line with the business plans and strategies to complement the policies and directives presented to the Board of Directors.
- 4) Approval of transactions which may result in obligations to the Company require the authorization of the Executive Board, together with the signatures of authorized Director signatories as stated in the Company Articles.
- 5) Conduct business relating to the general management of the Company, with the exception of related transactions and the acquisition/divestiture of significant public listed company assets, which are to be conducted in accordance with the regulations of the Stock Exchange of Thailand.
- 6) The Executive Board may be assigned other duties on an individual basis by the Board of Directors.

The provision of the aforementioned authorities to the Executive Board precludes any Executive Board members, including other parties who may have a potential benefit or conflict of interest in the Company and its subsidiaries, from exercising their voting rights in such issues. Moreover, the Executive Board Meetings do not allow the President to conduct related transactions, but limit's the scope of authority to normal business activities.

Additional information relating to the directors and executives is as follows:

The Company's directors and executives has never had any record of offenses committed against the law during the past 10 years concerning:

- 1) Adjudication by the Court whereby they have committed offenses, except offenses relating to traffic discipline or petty offenses;
- 2) Adjudication by the Court whereby they shall become bankrupt or be placed in receivership;
- 3) Their management or control of companies or partnerships that have become bankrupt or be placed in receivership by the Court's order

Recruitment of Directors and Executives

A person to be appointed to the office of director and executive of the Company must be fully qualified according to the public limited companies law and the law governing securities and the stock exchange.

Appointment and Removal of Board Members

The selection of persons to the office of director of the Company shall go through the Nomination and Remuneration Committee

which was appointed by the Board of Directors' meeting No. 1/2011 held on February 23, 2011, to consider and select individuals having qualifications, knowledge, ability and experience regarding relevant works in the interests of efficient operation of the Company and having such qualifications as required by the pertinent law and notifications of the Securities and Exchange Commission.

- 1) Directors of the Company are elected by a meeting of shareholders and there will be at least 5 directors and at least 3 Independent directors. Not less than one third of the number of directors must be independent directors. Not less than one half of the directors must be residents of Thailand.
- 2) Members of the Board of Directors will be elected by a meeting of shareholders in accordance with the following criteria and procedures:
 - (1) A shareholder has one vote per share;
 - (2) Each shareholder must exercise her/his whole votes to elect one candidate or more as director(s) but her/his votes may not be distributed howsoever to elect the candidate(s);
 - (3) The candidates receiving the highest votes in respective sequence equal to the number of directors which should be elected at such time will be elected directors. In the event the next elected candidates receive equal votes and their number exceeds the number of directors which should be elected at such time, the chairperson will have a casting vote.
- 3) At every annual ordinary meeting, one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third must retire from office. The directors who have been longest in office must retire. A director retired by rotation is eligible for re-election.
- 4) A director to resign from office before her/his retirement by rotation must tender a letter of resignation to the Company, and her/his resignation will be effective from the date on which the letter of resignation is delivered to the Company.
- 5) If the office of a director is vacated otherwise than by rotation, the Board of Directors will elect a new director to replace the director whose office is vacated, and the replacement will retain the office of director only for the remaining tenure of her/his predecessor.
- 6) A director will be retired from office before the time of her/his retirement by rotation only by resolution of a meeting of shareholders, and not less than three-fourths of the votes of the shareholders present and entitled to vote and having shares in aggregate not less than one half of the number of shares held by the shareholders present and entitled to vote will be required.

Appointment of Audit Committee Members

The Board of Directors will consider and select individuals having qualifications, knowledge, ability and experience regarding relevant works that would be helpful to the systems of corporate governance and internal control in order that they would meet the standards and follow the correct course. The candidates selected must have such qualifications as required by the pertinent law and notifications of the Securities and Exchange Commission.

- 1) At least 3 Audit Committee members must be appointed from the Board members whose qualifications conform to the requirements of the Office of the Securities and Exchange Commission. At least 1 member of the Audit Committee must have financial and accounting knowledge and experience sufficient for the performance of her/his duty to verify the reliability of financial statements.
- 2) The term of office of the Audit Committee lasts for 2 years each, counting from the date of its appointment, the Audit Committee members whose term of office has expired are eligible for reappointment.
- 3) The number of the Audit Committee members must be maintained at not lower than 3. If they are reduced to lower than this number, (an) additional member(s) must be appointed to complete the number specified within 3 months from the date of the reduction. The new member(s) of the Audit Committee will retain the office only for the remaining tenure of her/his/their predecessor(s).
- 4) The Board of Directors must elect 1 member of the Audit Committee to perform her/his duty as the Chairperson of the Audit Committee and must elect a person with such qualifications as approved by the Audit Committee to perform her/his duty as the Secretary to the Audit Committee.
- 5) A person to be appointed to the office of Audit Committee member must have the following qualifications:
 - (5.1) Holding shares representing 1 percent max of the paid-up capital of the Company, its affiliated, associated or related companies, provided shares held by related parties are included;
 - (5.2) Being a director who does not participate in the management of the Company, its affiliated, associated or related companies, or majority shareholders of the Company; and not being a servant, employee or advisor receiving a regular salary from the Company, an affiliated, associated or related company, or a majority shareholder of the Company;
 - (5.3) Being a director without either direct or indirect benefits or interests in terms of both finance and management in the Company, its affiliated or associated companies, or majority shareholders of the Company; and not having had or interests of that nature during a period of 1 year before being appointed as member of the Audit Committee unless the Board of Directors is, after careful consideration, those previous benefits or interests will not affect the performance of the duty and the giving of free opinions by the Audit Committee member;

- (5.4) Being a director who is not related to or is not a close relative of an executive or majority shareholder of the Company;
- (5.5) Being a director who is not appointed as agent to protect interests of directors of the Company, majority shareholders, or shareholders related to the majority of the Company;
- (5.6) Being a director who is able to perform her/his duty and comment or report freely on the result of the performance of her/his duty as entrusted by the Board of Directors, without being under the control of a majority shareholder of the Company, including related parties or close relatives of that person;
- (5.7) Being a director with appropriate knowledge, ability and skills

Company Secretary

The Board of Directors appointed a Company Secretary clearly at the Board of Directors Meeting, No. 2/2010, at which Mr. Vitoon Sila-On, who has knowledge and ability to perform her duty and comment or report on results to the Board of Directors for the purpose of compliance with principles of good corporate governance including the public limited companies law, the law governing securities and the Stock Exchange and other pertinent laws, was assigned to continue to serve as the Company Secretary with the duty to take the following actions:

- 1) To prepare and file documentation, that is, registers of directors, notices for Board meetings, minutes of Board meetings and annual reports of the Company, including quarterly and yearly financial statements;
- 2) To keep a record of interests reported by directors and executives;
- 3) To make advice on laws and rules of which the Board of Directors must be aware for the purpose of discharging its duties and responsibilities;
- 4) To oversee activities of the Board of Directors

Remuneration for Executives

The Company has formulated a policy on fair and reasonable remuneration for the directors, taking into consideration its suitability for and consistency with the directors' responsibilities, the Company's financial standing and a comparison with other companies in the same group of business at the same level. The remuneration is fixed as gratuities and meeting allowances. In addition, directors assigned to serve as members of the Audit Committee will receive more remuneration and meeting allowances according to their responsibilities that have increased. The Company seeks approval for the directors' remuneration from the meeting of shareholders every year.

(1) Remuneration for Board Members

The 2015 General Shareholders Meeting, held on April 22, 2018, resolved to approve the directors' remuneration divided into the following:

Meeting Allowance (Baht/person/time)	2015		
	Chairperson (Non-Executive)	Executive Director	Non-Executive Director
Board of Directors	30,000	-	20,000
Audit Committee	30,000	-	20,000
Nomination and Remuneration Committee	15,000	-	10,000
Risk Management Committee	15,000	-	10,000
Executive Committee	30,000	-	20,000

Meeting Allowance (Baht/person/time)	2015		
	Chairperson	Executive Director	Non-Executive Director
Board of Directors	30,000	20,000	20,000
Audit Committee	15,000	-	10,000

The regular remuneration and the meeting allowance mentioned above will be effective as from May 2015 until the Nomination and Remuneration Committee considers that the remuneration is not suitable to or consistent with the overall economic condition. It will then be proposed to the Board of Directors for consideration and approval for alterations thereto would be sought from the Meeting of Shareholders

The annual gratuity of 2015 was fixed at 380,000 baht for the Chairperson of the board and 255,000 Baht each for the 11 directors of the Company. The gratuity amounts in total to 3,185,000 Baht, and shall be paid in accordance to the period of holding their position.

The comparison of director's remuneration in 2015 and 2014 are as follows;

Remuneration	2015		2014	
	Person	Baht	Person	Baht
Regular Remuneration for Non-Executive Director	12	3,420,000	12	3,420,000
Meeting Allowance	6	1,410,000	6	1,560,000
Gratuity	12	2,250,000	12	3,185,000
Total		7,080,000		8,165,000

Please refer to the heading "Board of Directors" for the remuneration received by the directors in their capacity as directors of the Company, that is, gratuities and meeting allowances, which are separated and indicated for each individual director.

(2) Remuneration for Executive Committee and Executives

The Company has fixed the Executive Committee and executives' remuneration in accordance with the policy and criteria whereby suitability for and consistency with the financial standing and the Company's operation results and net profit are taken into consideration. To this, the President and other executives will jointly fix indicators and indices and make a yearly evaluation of performance so as to fix remuneration that reflects the actual performance and builds an incentive for more efficient and effective performance continuously.

The comparison of remuneration for the board of directors and the executive committee in 2015 and 2014 are as follows;

Remuneration	2015		2014	
	Person	Baht	Person	Baht
Salaries	11	37,372,000	11	32,094,800
Bonuses, special rewards and travel expenses	11	3,981,250	11	3,545,838
Total		41,353,250		35,640,638

The above remuneration was not included the allowance paid to the board of directors and some executive directors as shown under the heading "Board of Directors".

(3) Other Remuneration

In addition, beside the salaries and bonuses, the Company has fixed the remuneration and welfare in both monetary and non-monetary with fairness and reasonable by consideration of the Company's ability and comparison with other organizations. Other remuneration and welfare are such as company cars, provident fund, life insurance, accident insurance, annual health examination, medical fee and allowance for the death of family member etc.

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 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 in the Board of Director Meeting No.1/2559 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 or an auditor during the election process, where the information regarding the candidates including names, professional work experiences, whether he or she is a board member of another company, and other relevant information would be included in the shareholders' meeting invitation.
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 of Directors, the Chairperson of the Audit Committee and the President are present at every meeting of shareholders.

(2) Equal Treatment towards Shareholders

The Company 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 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 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 2015 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 2016 Ordinary Meeting 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.

- Shareholders: The Company is always well aware that it will conduct its business with transparency. It is determined to make its business prosper and yield good returns to the shareholders continuously in a long term.
- Customers: The Company is determined to develop the quality and standards of its products and will pay attention to friendly services for its customers to their maximum satisfaction and will also make available a working unit or personnel performing the duty to accept customers' complaints so as to take action for the customers as soon as possible and the customers' secrets will be kept.
- Suppliers: The Company will treat its suppliers fairly and equally, taking mutual benefits into consideration.
- Creditors: The Company will treat its creditors fairly by complying strictly with the terms and conditions of the agreements and with the financial commitments.

- **Competitors:** The Company will behave in accordance with international rules of competition and will treat its competitors fairly, avoid dishonest methods, and will not destroy the reputation of its competitors.
- **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.
- **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 are indicated in the heading "Social and Environment Policies".

A stakeholder can ask for details, make complaints or notify clues of an offense committed regarding financial reports, internal control systems or business ethics of the Company by means of the email address secretary@snpfood.com or audit@snpfood.com or at telephone no. 0-2785-4000, at the Company Secretary Department or the Internal Audit Office, which will consider the matters before forwarding them to the Audit Committee and the working units concerned for further action. The complaints and clues so notified will be protected and kept confidential, and steps will be taken to find ways to make to corrections or improvements.

(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 2 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. In 2015, 6 Audit Committee meetings were held and reports were submitted to the Board of Directors. 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-fourth of the whole Board

3. Combination or Separation of Positions

- The Board Chairperson is the representative of the group of majority shareholders, who, in 2012, hold in aggregate 39.83 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 conduct business affairs efficiently and independently for an increase in the economic values and a sustainable growth of the business.

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 Executive Committee has also formulated guidelines for the process of submitting each member'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

The Company has set the policy in developing the internal control efficiently, effectively, and continually. In addition to the internal control in operation and in the computer system that are compatible with the operation of the Company, in order to comply with the internal control system efficiently this year the Company has introduced the self-control evaluation system to each division to use as a guideline to evaluate oneself frequently. This is to prevent or to mitigate unaware fault or fraud.

Internal Audit

The company recognizes the importance of the internal audit as a tool to guarantee that the internal control has been practiced efficiently and continually. Also, the Audit Committee intends to elevate the standard of the auditing work, it thus determines that the audit unit must have vision to audit creatively and generate value added for the organization as mention in principle of the good corporate governance. Moreover, it also determines to evaluate the auditing work quality by those divisions that have been audited as well as to have the internal audit department to evaluate itself.

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 2015, the risk management committee had 3 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. The risk management committee has considered the change of risk factors and economic condition that may affect the company's operation in each quarter, evaluated major projects proposed by the executive committee to ensure the risk management and monitoring of each project is appropriate and be able to achieve its goal before propose to the Audit Committee and the Board of Directors accordingly.

4.6 Meetings 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 Board meeting, the Secretarial Department specifies a schedule of Board meetings in advance every year and informs all the directors of this schedule at all times before the Board meetings. The Secretarial Department 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. In 2015, the Board of Directors held 6 meetings in total. The Chairperson of the board attended all the Board meetings, and 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 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 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

Nomination and Remuneration Committee has considered the performance evaluation forms of the Board of Directors and other committees of the Company 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 Director Meeting.

The Board of Directors approved the performance evaluation forms mentioned above for the year 2015. 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 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.1/2016 held on 16 February 2016 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. 1/2016 held on 23 February 2016 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 2015, 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.

Human Resources Policy

The Company recognizes that human resources are critical success factor for successful business; human resources are thus sustainably created and developed so that the Company can effectively compete with domestic and international business competitors. In the past year the Company has also focused on developing the management level staffs in accordance with the organization's strategy in various trainings/workshops such as, "From Strategy to Practice", "Cresitive (Creative + Positive) Thinking", "Leadership and Employee Motivation Technique", "Strategy Management and Planning", "Prevention of Corruption in the Organization (Best Practice in Internal Auditing)", "Accounting for Executives" etc..

For the past 10 years, the Company continues supporting the development and the creation of human resources through the operation of the S&P Learning Center authorized from the Ministry of Education to offer courses of vocational certificate on retail business, and food and nutrition. The Company has signed the memorandum of understanding (MOU) with the Office of Vocational Education to open vocational courses in Dual Vocational Training system for students across the country that offer the vocation training in the Company's outlets. The students in this program will be able to gain experience and earning during school. Upon their completion of their study, they can also bring the knowledge to earn a living in their hometown as well. In addition, the Company in collaboration with various universities has developed an undergraduate program of culinary technologies and services, and retail marketing in order to produce higher capability chef and restaurant manager.

Personnel

The Company has had no significant labor disputes during the previous 3 years' period, and the employees (exclusive of the directors and executives under the heading "remuneration for executives") and employees' remuneration, that is, salaries, bonuses, special rewards and overtime pay and other welfare, separated according to main line of command, are as follows:

Working Units	2015		2014	
	Number of employee	Remuneration (Million Baht)	Number of employee	Remuneration (Million Baht)
Local Offices	677	383.34	645	274.79
Branch Operation Dept.	4,542	773.63	4,007	783.98
Factories	1,731	363.65	1,618	357.02
Total	6,950	1,520.61	6,270	1,415.79

Internal Control

The Company has a policy in developing the internal control to be continually efficient, be written into statement coving all operation systems, and also be done in accordance with the Board of Directors' policy. Thus, the basic structure of the internal control has been established as a guide for the operation. The Company thus prepared the manual called "The Regulation of the Internal Control System" of the Company in order to encourage the learning and the understanding about the code of conduct and the principle in monitoring and assessing. It is expected that the operating report will be delivered on time and all employees of the organization will act in accordance with the mentioned manual. As a consequence, the Company then could achieve its objectives and sustainably grow.

The establishment of the internal control standard is to ensure that the operation will achieve the overall objectives of the Company efficiently and effectively, including the asset security, the protection or mitigation of the mistake or misconduct in each division, the credibility of the financial report, and the respect in law, regulation and rules.

The Company's internal control system that has been complied with the internal control principle of COSO can be described as follows:

1. Organization and Environment

The Company has provided the annual strategy plan by reviewing the objectives of the operation to ensure that the objective defining have been done carefully and also to consider the practicality of those objectives. Also, the working groups coping with each issue have been established by selecting ones equipped with knowledge, caliber and skill in their field of specialization in order to determine the guideline for the employees to work in accordance with the objectives and to be able to apply the Key Performance Indicators (KPI's) as a tool to assess the performance of the employees. Moreover, the manual on the working regulation and the code of conduct has been provided for the committees and employees to strictly, honestly, transparently comply with.

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 creditability 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.

3. Event Identification

The Company has appropriately and systematically specified the event identification and various risk factors that will negatively affect the organizational level objectives and operational level objectives as well as the possible events that will positively benefit the objectives. This has been done by considering the sources of risk from both inside and outside the Company. Also the monitoring has consistently done to ensure that the Company has specified the risk factors covering the change of each level, and the management team and related people have always been kept updating with the situation.

4. Risk Assessment

The Company has more emphasized on risk management. Thus, the Risk Management Committee has been established and the risk management manual has been provided as a guide for assessing the risk, rating the risk, controlling the risk, mitigating the risk, and also monitoring and evaluating in order to effectively increase the risk management performance. In addition, the Risk Management Committee also provides opinion in relation to the auditing as well.

5. Risk Management Policy

The Company value the significance of the risk management which is the essential mechanic and tool in managing organization to achieved the set target. The policy on risk management has been set to emphasize on risk management in accordance with the good corporate governance and also to manage risk within the whole organization integrally, systematically and continually. It is expected that the risk will be minimized to the acceptable level. The Company has determined to have the procedure to follow up the risk management in all level and the result must be reported. This measure also has been applied to minimize the risk to the acceptable level. Besides, the Company has specified that the risk must be review and update to be accordance with the situation in every year.

6. Controlling Activities

The Company has clearly defined the duty and the responsibility of each position, and also provided "The Internal Control Regulations and Business Authorization" for each division to use in its operation. These regulations and authorization will be reviewed and improved to allow the operation process align with the organization structure and the present operation. They were also designed to allow each function to be able to check and balance as well as to recheck the operation result if it has always been done in comply with the rules and regulations specified in "The Internal Control Regulations and Business Authorization" and other Company's manuals. This is to guarantee that the operation has been done under the sufficient and appropriate internal control, and also efficiently.

7. Information and Communication

The Company places importance on information and communication system, and encourage the continual development in order to manage all information to be correct and up-to-date. Thus the modern and efficient information technology system has been implemented. This system also provides data security in all operation that includes data collecting, data processing, reporting, filing, and assessing. It is expected that the operation and the utilization of significant data by the Management or other stake holders in company management will be correct, complete and sufficient within the appropriated time.

The Company also sets the policy in relation to the security of information technology and data utilization, and also provides the intranet system as a communication channel within an organization for the announcement of the policy, the regulation, the order, the authorization manual, the operation manual, and other information.

8. Monitoring

The Company has defined the KPIs for evaluating and assessing the performance of all divisions, and also reviewed the KPIs every year. So the Company can monitor its performance each month continually and in time. In case the operating result differs from the specified target, the root cause will be analyzed, and the follow-up and improvement measures will be continuously set. Also the operation report of the Audit Committee will be proposed to the Board of Director in every quarter.

9. Head of the Internal Audit

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

10. Head of the Company's Compliance

Mr.Supathep Sukanjanaporn, the head of the Company's Compliance, has handled this job properly.

Details of All Directors and Executives

Name - surname / position	Age (years)	Academic qualifications	Equity stake (%)	Family relations between Executives	Previous 5-year experience	
					Period / position	Company
Mrs. Patara Sila-On Chairperson of the Board of Directors	74	Honorary Degree Business Administration in Management, Rajamangala University Of Technology Isan Doctor in Letters (Honorary) Pine Manor College Massachusetts, USA BBA Business Administration Boston University, USA	7.98	Eldest sister	Past 5 years / Chairperson of the Board of Directors	S&P Syndicate Public Co., Ltd.
Lt. Varakorn Raiva Vice Chairperson of the Board of Directors (Resigned on February 23, 2016)	68	MA Economics University of Indiana, USA BBA Economics (2nd Class Honor), Chulalongkorn University, Bangkok, Thailand	2.24	First brother	Past 5 years / Vice Chairperson of the Board of Directors	S&P Syndicate Public Co., Ltd.
Mr. Pravesvudhi Raiva Executive Chairman	65	BBA Political Science University of Indiana, USA MMP Chulalongkorn University MMM Training Program - Modern Management Program - Modern Marketing Management Director Certification Program Certificate (DCP) Director Accreditation Program Certificate (DAP) Thai Institute of Directors Association Poom Palung Pandin Program, Class of 2 nd	6.22	Third brother	2015 - Present Executive Chairman 2008 - 2014/ President Director	S&P Syndicate Public Co., Ltd. Charn Issara Development Public Co., Ltd.

Name - surname / position	Age (years)	Academic qualifications	Equity stake (%)	Family relations between Executives	Previous 5-year experience	
					Period / position	Company
Mr. Pravesvudhi Raiva (continue)		Chulalongkorn University Top Executive Program in Commerce and Trade (TEPCoT), Class of 8 th Commerce Academy, University of the Thai Chamber of Commerce				
Mr. Kachorndej Raiva Director	66	BBA Accounting Chulalongkorn University Bangkok, Thailand Director Certification Program Certificate (DCP) Thai Institute of Directors Association	2.10	Second brother	5 years / Executive Committee Director	S&P Syndicate Public Co., Ltd.
Mrs.Kessuda Raiva President President of S&P Global Co.,Ltd.	62	Honorary Doctorate- Management Rajamankala University of Technology Krungthep, Bangkok MBA Economics, North Eastern University, Boston, USA BBA Business Administration, Finance and Banking Assumption University (ABAC) Bangkok, Thailand Director Accreditation Program Certificate (DAP) Thai Institute of Directors Association	7.74	Spouse of Mr. Pravesvudhi Raiva	2015 - Present/ President 2013 - Present/ Nomination and Remuneration Committee Member 1994 - Present / Executive Committee Director 1990 - Present/ President	S&P Syndicate Public Co., Ltd.

Name - surname / position	Age (years)	Academic qualifications	Equity stake (%)	Family relations between Executives	Previous 5-year experience	
					Period / position	Company
Mrs.Kessuda Raiva (continue)		Capital Market Academy Leader Program 10/2010 Capital Market Academy Poom Palung Pandin Program, Class of 1 st Chulalongkorn University Top Executive Program in Commerce and Trade, Class of 6 th (TEPCoT 6) University of the Thai Chamber of Commerce Top Executive Program in Commerce and Trade (TEPCoT), Class of 6 th Commerce Academy, University of the Thai Chamber of Commerce Top Executive Program in Energy Technology, Class of 6 th Thailand Energy Academy Top Executive Program in Industrial Business Development and Investment, Class of 1 st				
Mr.Vitoon Sila-On Director and Company Secretary Chairperson of Risk Management Committee Senior Vice President-Domestic Operations	48	MBA Kenan-Flagler Business School University of North Carolina Chapel Hill, NC, USA BBA Boston University Boston, MA 02215, USA Directors Certification Program Certificate (DCP) Directors Accreditation Program Certificate (DAP) Thai Institute of Directors Association	1.59	First Son of Mrs. Patara Sila-On	2012 - Present / Chairperson of Risk Management Committee 2010 - Present / Director 2008 - Present / Senior Vice Pres- ident-Domestic Operations	S&P Syndicate Public Co., Ltd.

Name - surname / position	Age (years)	Academic qualifications	Equity stake (%)	Family relations between Executives	Previous 5-year experience	
					Period / position	Company
Mr.Kamtorn Sila-on Director (Appointed on February 23, 2016) Senior Vice President - Group Production & Supply Chain	46	MBA Financial Engineering, MIT Sloan School, Massachusetts, USA MEng Chemical Engineering; Associate of the City and Guilds Institute Upper Second Class Honours, Imperial College of Science Technology and Medicine, London, England Audit Committee Program Certificate (ACP) Director Certification Program Certificate(DCP) Thai Institute of Directors Association	1.51	2 nd Son of Mrs. Patara Sila-On	- 2016 - Present/ Director	S&P Syndicate Public Co.,Ltd.
					- 2014 - Present/ Senior Vice	
					President - Group Production & Supply Chain	
					- 2011 - Present/ Independence	Precious Shipping Public Co.,Ltd.
					Director	
					- 2011 - Present/ Chairperson of Remuneration Committee	
					- 2011 - Present/ Audit Committee Member	
					- 2011 - 2014/ Deputy Managing Director, Head of Private Client Investment Management	Bualuang Securities Plc., Bangkok, Thailand
					- 2004 - 2011/ Deputy Managing Director, Co-head of Investment Banking	

Name - surname / position	Age (years)	Academic qualifications	Equity stake (%)	Family relations between Executives	Previous 5-year experience	
					Period / position	Company
Ms. Cattleya Saengsastra Independent Director, Chairperson of the Audit Committee	68	BBA Accounting (Hons.) Chulalongkorn University Bangkok, Thailand Controllership Training Program Thammasat University Management Development Program - JJ Kellogg North Western University Director Accreditation Program Certificate (DAP) Thai Institute of Directors Association	0.01	- None -	Past 5 years / Independent Director, Chairper- son of the Audit committee Director, Executive Committee Director	S&P Syndicate Public Co., Ltd. Dynasty Ceramic Public Co., Ltd.
Ms. Sophavadee Uttamobol Independent Director, Audit Committee Director	56	MBA Business Administration Chulalongkorn University, Bangkok, Thailand LL.B Bachelor of Law Thammasat University, Bangkok, Thailand Director Accreditation Program Certificate(DAP) Audit Committee Program Certificate (ACP) Thai Institute of Directors Association	-	- None -	Past 5 years / Independent Director, Audit Committee Director Independent Director, Audit Committee Director	S&P Syndicate Public Co., Ltd. Bumrungrad Hospital Pub- lic Co., Ltd.

Name - surname / position	Age (years)	Academic qualifications	Equity stake (%)	Family relations between Executives	Previous 5-year experience	
					Period / position	Company
Mr. Aviruth Wongbuddhapitak Independent Director, Chairperson of Nomination and Remuneration Committee	68	MBA Accounting Information System New York University, U.S.A. BBA Accounting Chulalongkorn University Bangkok, Thailand Directors Certification Program Certificate (DCP) Thai Institute of Directors Association	-	- - None	2010 - Present / Independent Director, Chairperson of Nomination and Remuneration Committee	S&P Syndicate Public Co., Ltd.
					2009 - Present / Independent Director and Audit Committee	Advanced Info Service Public Co., Ltd.
					2006 - Present / Independent Director	The Siam Cement Public Co., Ltd. (SCC)
					Chairperson of the Audit committee	
					2006 - Present / Advisor	
					2003 - Present / Director, Executive Committee	Thai Plastic and Chemicals Public Co., Ltd.
					Director	
					1995 - Present / Director	Deves Insurance Public Co., Ltd.

Name - surname / position	Age (years)	Academic qualifications	Equity stake (%)	Family relations between Executives	Previous 5-year experience	
					Period / position	Company
Mrs. Patamawalai Ratanapol Director, Nomination and Remuneration Committee	60	MBA Business Administration Emporia State University, U.S.A. BBA Chulalongkorn University Bangkok, Thailand Directors Certification Program Certificate (DCP) Thai Institute of Directors Association	0.01	- None -	2010 - Present / Director, Nomination and Remuneration Committee member 1999 - Present / Chief People Officer Chief Operating Officer	S&P Syndicate Public Co., Ltd. Minor Corporation Public Co., Ltd. and Subsidiaries The Minor Food Group Plc's and Subsidiaries
Mr. Piya Sosothikul Independent Director, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee	45	MBA Business Administration Harvard University, U.S.A. ME Chemical Engineering Massachusetts Institute of Technology (MIT) U.S.A. BE Chemical Engineering Massachusetts Institute of Technology (MIT)U.S.A. B.Econ Economics Massachusetts Institute of Technology (MIT) U.S.A. Director Accreditation Program Certificate (DAP) Thai Institute of Directors Association	-	- None -	2012 - Present/ Risk Management Committee 2011 - Present / Independent Director, Audit Committee, Nomination and Remuneration Committee 2001 - Present / Executive Committee - Present / Executive Committee - Present / Executive Committee - Present / Director - Present / Director - Present / Director - Present / Executive Committee - Present / Executive Committee	S&P Syndicate Public Co., Ltd. Bualuang Securities PLC Seacon Co., Ltd. Thaichuro Co., Ltd. Nanyang Marketing Co., Ltd. Nanyang Industry Co., Ltd. Seacon Development PLC Erawana Co., Ltd. Siam Housing Co., Ltd.

Name - surname / position	Age (years)	Academic qualifications	Equity stake (%)	Family relations between Executives	Previous 5-year experience	
					Period / position	Company
Mr. John Scott Heinecke Director	45	BA International Business Washington State University U.S.A.	-	None	- 2012 - Present / Director, Risk Management Committee	S&P Syndicate Public Co., Ltd.
		BA International Business Washington State University U.S.A.			- 2010 - Present / Executive Committee	S&P Syndicate Public Co., Ltd.
		Directors Certification Program Certificate (DCP) Thai Institute of Directors Association			- 2009 - Present / Chief Human Re- source Officer	Minor Corporation Public Co., Ltd. And Subsidiaries
		Director Finance Program (DFP) Australian Institute of Company Directors Association			- 2002 - Present / Vice President	The Minor Food Group Plc's and Subsidiaries
Mr. Somjit Kititeerakul Vice President for Bakery	54	B.S. Biotechnology, Kasetsart University M.S Ramkhamhaeng University	-	- None -	- Past 5 years/ Vice President for Bakery	S&P Syndicate Public Co.
Mr. Chongchana Chantamas Vice President for Food Operations	51	B.S. Food Science and Technology, Kasetsart University	-	None	- 2015 - Present/ Vice President for Food Operations and R&D (Packaged Food) - 2013 - 2014/ Vice President - Trade - 2008 - 2014/ Vice President for Food Operations	S&P Syndicate Public Co.

Name - surname / position	Age (years)	Academic qualifications	Equity stake (%)	Family relations between Executives	Previous 5-year experience	
					Period / position	Company
Mr. Pakorn Tiewcharoen Vice President - Trade	45	MBA Business Administration, SASIN-Kellogg Program BBA Business Administration, Assumption University	-	None	- 2015 - Present/ Vice President - Trade - 2013 - 2014/ Vice President - Global - 2008 - 2013/ Vice President - Trade	S&P Syndicate Public Co., Ltd. S&P Syndicate Public Co., Ltd. S&P Syndicate Public Co., Ltd.
Mr. Karn Tiditjumroenporn Vice President - Finance and Accounting (Resigned on January 31, 2016)	44	Msc. Management, Surrey European Management School, University of Surrey, UK B.Acc. Accountancy, Dhurakij Pundit University	-	- None -	- 2014 - Present/ Vice President - Finance and Accounting - 2008 - 2014/ Finance Director	S&P Syndicate Public Co. The Minor Food Group Plc's and Subsidiaries
Mr. Amphol Raungturakit Director of Finance and Accounting (Appointed on February 1, 2016)	59	MBA University of California at Berkeley, U.S.A. M.Acc Accountancy, Thammasat University B.Acc. Accountancy (1 st Class Honor) Chulalongkorn University	-	None	- 2016 - Present/ Director - Finance and Accounting - 2012 - 2015/ Senior Executive Vice President - 2009 - 2012/ Executive Vice President	S&P Syndicate Public Co. Thai Hua Rubber Public Co., Ltd. SCG Accounting Service Co., Ltd. (SCG)

General corporate information and other references

Company name	S&P Syndicate Public Company Limited
Primary business	Restaurant and bakery shop chain operator; producer of cakes, breads, baked goods, Thai desserts, prepared frozen foods and bakery products; provider of home delivery and outside catering services; investor and operator of Thai restaurants abroad.
Registered capital	490,408,365 Baht (Four hundred ninety million four hundred eight thousand three hundred and sixty-five Baht)
Issued and paid-up capital	490,408,365 Baht (Four hundred ninety million four hundred eight thousand three hundred and sixty-five Baht) comprising 490,408,365 ordinary shares with a par value of 1 Baht per share.
Head Office	2034/100-107, Ital Thai Tower, 23rd - 24th Floor, New Petchburi Road, Bangkok, Huaykwang Bangkok 10310
Registration No.	0107537001170 (From No. Bo.Mo.Cho. 364)
Telephone	(02) 785 - 4000
Facsimile	02) 785 - 4040
Email address	presidentoffice@snpfood.com
Homepage	www.snpfood.com
Registrar	Thailand Securities Depository Co., Ltd. (TSD) 93 The Stock Exchange of Thailand Building, Rachadapisek Road, Dindaeng, Dindaeng Bangkok 10400, Thailand Tel: (02) 009-9000 Fax: (02) 009-9991
Corporate auditors	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Rajanakarn Building, 25th Floor, 183 South Sathon Road, Yannawa, Sathon, Bangkok 10120 Telephone (02) 676-5700 Facsimile (02) 676-5757
Legal counsel	International Legal Counsellors Thailand 18th Fl, Sathorn City Tower 175 South Sathorn Road Bangkok 10120 Thailand Tel: (02) 679-6005 Fax: (02) 679-6041

The detail of subsidiaries and associated companies in which of the Company made investments, in the form of shareholding of 10% or more of the total number of shares issued. (see details under the section "S&P Group Structure")



S&P SYNDICATE PUBLIC COMPANY LIMITED
2034/100-107, ITALTHAI TOWER, 23RD-24TH FLOOR,
NEW PETCHBURI ROAD, BANGKAPI,
HUAYKWANG BANGKOK 10310
TEL 0-2785-4000 DELIVERY 1344
www.snpfood.com | facebook.com/snpfood