



## Criteria to propose Agenda and Candidates for Directors

### for 2018 Annual General Meeting of Shareholders in advance

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To recognize the rights and interests of all groups of shareholders and in response to the promotion of good corporate governance, Synergetic Auto Performance Public Company Limited (the “**Company**”) have set up the following criteria for the entitlement of the minority shareholders to propose an agenda item, which is beneficial to the business operation of the Company, and to nominate a candidate for director election, prior to the Annual General Meeting of Shareholders for Year 2018 of the Company (the “**AGM**”), for consideration by the Company’s Board of Directors. Such proposed two items shall be in line with the Company’s objectives and the Articles of Association, including the relevant laws and regulations.

#### **Criteria for the entitlement of shareholders to propose an agenda and to nominate candidate for director prior to the AGM**

##### **Item 1. The Qualifications of Shareholders**

Shareholders who wish to propose an agenda and/or to nominate candidate for director election must be a shareholder or a group of shareholders of the Company holding minimum shares of not less than five (5) percent of the total shares of the voting rights of the Company; and must provide to the Company an evidence of holding of the qualified shares.

##### **Item 2. Proposal of Agenda for the AGM**

2.1 The Company shall generally outline the agenda items for the AGM as follows:

- 1) To consider adoption of the minutes of the previous shareholders meetings
- 2) To consider and acknowledge the Company’s performance
- 3) To consider approval of the Company’s balance sheet and profit and loss statements
- 4) To consider approval of dividend payment and allocation of legal reserves
- 5) To consider director election
- 6) To consider approval of the remuneration of directors
- 7) To consider appointment of an auditor and the auditing fee
- 8) To consider other matters (if any)

2.2 Reservations

The Company’s Board of Directors reserves the right not to include any of the following proposals on the agenda for the AGM.

- (1) A proposal that is proposed by a shareholder or a group of shareholders, who is or are not qualified to the qualifications as per Item 1. Above; or that violates the law, notification, rules, regulations of government agencies, or regulatory agencies, or actions not in compliance with the objectives, the Articles of Association, the resolutions of the shareholders or the good corporate governance.
- (2) A proposal that relates to the normal business practices of the Company, but is claimed by the shareholders for misconduct without demonstrating its reasonable reasons.
- (3) A proposal that is beyond the authority of the Company.
- (4) A proposal that was already proposed by the shareholders for the shareholders meeting within the past twelve (12) months and was supported by less than ten (10) % of the total shares of the voting rights of the Company, and its facts has not yet changed significantly.
- (5) A proposal that is beneficial to a specific person or group of persons.
- (6) A proposal for which the information the shareholders have provided is incomplete or incorrect, and/or for the shareholders who are unable to be contacted.

### 2.3 Procedure and consideration process to propose an agenda for the AGM

- (1) To complete the preparation of the agenda items for the AGM in a timely manner, the qualified shareholder(s) according to Item 1. must propose the agenda item(s) for the AGM in writing by completing the Form for Proposing AGM Agenda (Attachment 1) with the genuine signature of the shareholders(s) and deliver it, together with the evidence of holding the qualified shares according to Item 1. and/ or other requisite supporting documents, to the Company Secretary at the below address by registered mail with return of its receipt within 31 December 2017. The Company shall determine the date affixed by the post office of the destination as to whether the Company have received such documents within the time required or not.

#### **Company Secretary**

Synergetic Auto Performance Public Company Limited

No. 149 Moo 3, Theparak Road, Theparak Sub-district

Muang Samut Prakarn District, Samut Prakarn 10270

The shareholder(s) may also unofficially inform the Company Secretary of the proposal through the email address of the section of the Company Secretary at E-mail Address: [Siriporn.s@asapcarrent.com](mailto:Siriporn.s@asapcarrent.com)

- (2) In case of a group of shareholders having the qualified shares, jointly, in accordance with Item 1. wishes to propose to the Company's Board of Directors the agenda item(s) for the AGM, the 1<sup>st</sup> shareholder of the group must entirely complete the Form for Proposing AGM Agenda (Attachment 1) with the genuine signature of the 1<sup>st</sup> shareholder. Each of the rest of the group must individually complete Part (1) and Part (2) of the said Form with his/her/its genuine signature. All of the completed Forms (Attachment 1) must later be gathered into one set, together with the evidence of the group's holding the qualified shares according to Item 1. and/or other requisite supporting documents, to the Company Secretary within 31 December 2017.

(3) If one or more shareholders, who is qualified or are jointly qualified to the qualifications as per Item 1., proposes or propose more than 1 agenda item, the shareholders must complete the Form for Proposing AGM Agenda (Attachment 1) for each agenda item with the genuine signature of the shareholders and deliver all of them in one set, together with the evidence of holding the qualified shares according to Item 1. and/ or other requisite supporting documents, to the Company Secretary within 31 December 2017.

(4) The Company Secretary will contact the shareholders who propose the agenda for the AGM within 15 January 2018. In case of any amendment or any additional information required, the relevant shareholders shall provide to the Company the required documents or information within 31 January 2018.

(5) The Board of Directors will consider all proposed agenda items on which items are suitable to be included on the agenda of the AGM. The proposal approved by the Board of Directors will be included on the agenda of the AGM notice along with the opinion of the Board of Directors. The proposal disapproved by the Board of Directors, the Company Secretary will inform the relevant shareholders along with the reasons through the Company's website or other appropriate channels accordingly. The decision and resolution of the Board of Directors shall be final.

### **Item 3. Proposal of Nomination of Candidate for Director**

#### **3.1 Qualifications of Directors**

A candidate to be nominated for director shall have the following qualifications.

- 1) Be fully qualified for a director according to those prescribed under various rules and regulations, including those specified by the Articles of Association of the Company.
- 2) Have at least a Bachelor Degree in any field.
- 3) Be knowledge in fields related to the Company's business and be able to dedicate adequate time and to perform duties with knowledge and skills that are beneficial to the Company.
- 4) Be trustworthy and high moral.
- 5) Not serve as a director of not more than five (5) listed companies.

#### **3.2 Additional Qualifications of Independent Directors or Directors of Audit Committee of the Company**

- 1) Hold not more than one (1) percent of the total shares of the voting rights of the Company and the parent company, the subsidiaries, the affiliate companies, major shareholders or controlling persons of the Company. That percentage shall include shares held by related persons of the independent director.
- 2) Not be or have not been an executive director, employee, advisor who receives a regular salary, or a controlling person of the Company, the parent company, the subsidiaries, the associate companies, the same-level subsidiaries, major shareholders, or controlling persons of the Company, unless has not held such a position at least two (2) years prior to the date on which he or she is elected. Such prohibition does not include cases of an independent director holding a position as a government officer or consultant of a government agency that is a major shareholder or controlling person of the Company.

- 3) Not be related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of a child of other directors, executives, major shareholders, controlling persons or a person being nominated as an executive director or controlling person of the Company or the subsidiaries.
- 4) Have no or have had a business relationship with the Company, the parent company, the subsidiaries, the associate companies, major shareholders or controlling persons of the Company in a manner that may prevent free judgment, and not be or have been an important shareholder or controlling person of a person related to the business of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, unless that relationship suspended for at least two (2) years prior to the date on which he or she is elected.

The aforesaid business relationship includes execution of trade transactions in the ordinary course of business; rental or letting rental of immovable properties; transactions related to assets or service, or provision or acceptance of financial assistance by way of borrowing or lending, guarantee, charges and security assets, including other similar circumstances resulting indebtedness of the Company or a party to the other party of three (3) percent of the net tangible assets of the Company or Baht twenty (20) millions, and above, whichever is lower. Calculation of such indebtedness shall be in accordance with the method for calculation of related-party transactions under the related rules and regulations concerning rules for related-party transactions, mutatis mutandis. However, such indebtedness shall include the indebtedness arising during the period of one (1) year before the business relationship with that person was established.
- 5) Not be or have been an auditor of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, and not be an important shareholder, controlling person or a partner of the auditing office, for which the auditor of the Company, the parent company, the subsidiaries, the associate companies, major shareholders or controlling persons of the Company works, unless such a position ended for at least two (2) years before the date on which he or she is elected.
- 6) Not be or have been a provider of any professional service, including legal advisory or financial advisory service, receiving more than Baht two (2) millions of service charges per year from the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company; and not be an important shareholder, controlling person or a partner of the service provider, unless such a position ended for at least two (2) years before the date on which he or she is elected.
- 7) Not be a director appointed as the representative of the directors of the Company, major shareholders or shareholders related to a major shareholder.
- 8) Not operate a business of the same nature in competition with the business of the Company or the subsidiaries, and not be an important partner of a partnership, or be an executive director, employee, staff member or consultant, who receives a regular salary, or a person holding shares exceeding one (1) percent of the total shares with voting rights of another company operating a business of the same nature and in competition with the business of the Company or the subsidiaries.
- 9) Not possess any other characteristics that prevent him or her from freely providing an opinion regarding the Company's business operation.

### 3.3 Procedure and consideration process to propose nomination of a candidate for director

(1) The qualified shareholder according to Item 1. must propose nomination of a candidate for director in writing by completing the Form for Proposing Candidate for Director (Attachment 2) with the genuine signature of the shareholder and deliver it, together with the Form for Profile of Candidate for Director (Attachment 3) with the genuine signature of the nominated candidate, including the supporting documents on the qualifications of the candidate, such as education background and work experience, certified by the nominated candidate as true and correct, as well as, the evidence of the shareholder's holding the qualified shares according to Item 1., to the Company Secretary at the address as indicated above by registered mail with return of its receipt within 31 December 2017. The Company shall determine the date affixed by the post office of the destination as to whether the Company have received such documents within the time required or not. The shareholder may also unofficially inform the Company Secretary of the proposal through the email address of the section of the Company Secretary at E-mail Address: [Siriporn.s@asapcarrent.com](mailto:Siriporn.s@asapcarrent.com) to allow adequate time for consideration of the Board of Directors.

(2) In case of a group of shareholders having the qualified shares, jointly, according to Item 1. wishes to propose nomination of candidate for director, each of the shareholders must complete the Form for Proposing Candidate for Director (Attachment 2) with the genuine signature of such shareholder. All of the completed Forms (Attachment 2) must later be gathered into one set, together with the evidence of the group's holding the qualified shares according to Item 1. and the Form for Profile of Candidate for Director (Attachment 3) with the genuine signature of the nominated candidate, including the supporting documents on the qualifications of the candidate, such as education background and work experience, certified by the nominated candidate as true and correct, to the Company Secretary at the address as indicated above by registered mail with return of its receipt within 31 December 2017.

(3) If one or more shareholders, who is qualified or are jointly qualified to the qualifications according to Item 1., proposes or propose more than 1 candidate, the shareholder must complete the Form for Proposing Candidate for Director (Attachment 2) for each nominated candidate with the genuine signature of the shareholder. All of the completed Forms (Attachment 2) and the Form for Profile of Candidate for Director (Attachment 3) of each nominated candidates with his or her genuine signature, including the supporting documents on his/her qualifications, such as education background and work experience, certified by the relevant nominated candidate as true and correct, must later be gathered into one set, together with the evidence of the shareholder's holding the qualified shares according to Item 1., to the Company Secretary at the address as indicated above by registered mail with return of its receipt within 31 December 2017.

(4) The Company Secretary will contact the shareholders who propose nomination of candidate for director within 15 January 2018. In case of any amendment or any additional information required, the relevant shareholder shall provide to the Company the required documents or information within 31 January 2018.

(5) The Nomination and Remuneration Committee will consider the qualifications of the nominated candidate to further propose to the Board of Directors of the Company. The decision of the Board of Directors shall be final. The Nomination and Remuneration Committee will inform the relevant shareholder of a proposal disapproved along with the reasons in writing in due course.

**Form for Proposing AGM Agenda  
Synergetic Auto Performance Public Company Limited**

Date.....

(1) I, Mr./Mrs./Ms. ....

ID Card No.....

Residing at No. ....

.....

Telephone No. .... Facsimile No. ....

E-mail address .....

Being a shareholder of Synergetic Auto Performance Public Company Limited,

number of shares held ..... shares, as of the date .....

(2) I would like to propose an agenda item for the Annual General Meeting of Shareholders for year .....

Subject: .....

(3) Details and reasons for consideration .....

.....

.....

Supporting documents for consideration (if any), ..... page(s) in total

1. ....

2. ....

3. ....

4. ....

5. ....



I hereby certify that all information written in this Attachment 1, the evidence of shareholding and the other support documents are correct and affix my signature as evidence below.

Signed \_\_\_\_\_ Shareholder

( )

**Remarks** 1. The shareholder must enclose the evidence of shares held i.e. the certificate from the securities company or an evidence of the securities registrar issued by Thailand Securities Depository Co., Ltd and a copy of an identification card or passport (in case of a foreigner) certified as true and correct copy. The shareholder, who is a juristic person, must enclose the certified true copies of its affidavit and identification card/passport (in case of a foreigner) of its authorized directors who signed this Form for Proposing AGM Agenda (Attachment 1).

2. In case of change to the title, name, surname of the shareholder, the shareholder must enclose a copy of the change certified a true copy.

**Form Proposing Nomination of Candidate for Director  
Synergetic Auto Performance Public Company Limited**

Date.....

(1) I, Mr./Mrs./Ms.....

ID Card No./Passport No. ....

Residing at .....

Home telephone No. / Office telephone No. .... Facsimile No. ....

E-mail address .....

Being a shareholder of Synergetic Auto Performance Public Company Limited,

number of shares held ..... shares, as of the date .....

(2) I would like to nominate Mr./Mrs./Ms....., who is fully qualified and is not prohibited under the criteria of the Company to be a director of Synergetic Auto Performance Public Company Limited. An evidence of consent of the nominated candidate and supporting document on his/her qualifications, such as education background and work experience, and other supporting documents, which are certified by the relevant nominated candidate as true and correct copy, ..... Page(s) in total.

Supporting documents for consideration (if any)

1. ....

2. ....

3. ....

4. ....

5. ....





I hereby certify that all information written in this Attachment 2, the evidence of shareholding and the evidence of consent of the nominated candidate as per the Form attached hereto as Attachment 3 and all other support documents are correct and affix my signature as evidence below.

Signed ..... Shareholder

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**Remarks** 1. The shareholder must enclose the evidence of shares held i.e. the certificate from the securities company or an evidence of the securities registrar issued by Thailand Securities Depository Co., Ltd and a copy of an identification card or passport (in case of a foreigner) certified as true and correct copy. The shareholder, who is a juristic person, must enclose the certified true copies of its affidavit and identification card/passport (in case of a foreigner) of its authorized directors who signed this Form for Proposing AGM Agenda (Attachment 1).

2. In case of change to the title, name, surname of the shareholder, the shareholder must enclose a copy of the change certified a true copy.

**Form for Profile of Candidate for Director**

**Synergetic Auto Performance Public Company Limited**

Date.....

**Part I : Statement of Consent**

I, Mr./Mrs./Ms. ....Nationality: .....

ID Card No./ Passport No. ....

Residing at .....

Home telephone No./ Office telephone No. .... Facsimile No. ....

E-mail address .....

hereby give a consent to Mr./Mrs./Ms./ the company named .....,  
the shareholder of Synergetic Auto Performance Public Company Limited (the “Shareholder”) for his/ her/ its  
proposal to nominate myself as a candidate for election as a director of Synergetic Auto Performance Public  
Company Limited. In addition, I hereby certify that I am fully qualified and not prohibited to be a director of  
the Company as per those specified in the Form for Proposing Nomination of Candidate for Director  
(Attachment 2) of the Shareholder; and agree to adhere to be in compliance with the good corporate  
governance of the Company. I therefore signify my signature at the undersigned of this Attachment 3 as  
evidence and provide to the Company my information/ data as indicated below in Part II: Personal Data; and  
the following relevant documents certified as a true and correct.

- 1) One (1) set of the certified copy of ID card or passport;
- 2) One (1) set of the certified copy of household registration;
- 3) One (1) set of the certified copy of the certificate of the highest education background;
- 4) One (1) set of the certified copy of evidence on the latest tax filing and payment; and
- 5) One (1) photograph on the size of 1 inch or 2 inches.

**Part II : Details of Personal Data of Candidate for Director**

1. Name-Surname (1) in Thai .....  
(2) in English .....
2. Former Name-Surname (in case of name of surname change) .....
3. Date/ Month/ Year of Birth ..... Age .....Years, Nationality .....
4. No. of Shares held in Synergetic Auto Performance Public Company Limited .....shares
5. Current Work Place  
Name of Organization or Entity ..... Position .....  
Address.....  
Telephone No. .... Facsimile No. ....  
E-mail address.....
6. Marital Status [ ] Single [ ] Married [ ] Divorced [ ] Other.....  
Spouse's Name..... Former Name-Surname .....,  
Holding..... ordinary shares of Synergetic Auto Performance Public Company Limited  
Occupation..... Name of Organization .....  
No. of Children..... is/ are  
(1) Name-Surname ..... Year of Birth.....  
Holding..... ordinary shares of Synergetic Auto Performance Public Company Limited  
(2) Name-Surname ..... Year of Birth.....  
Holding..... ordinary shares of Synergetic Auto Performance Public Company Limited  
(3) Name-Surname ..... Year of Birth.....  
Holding..... ordinary shares of Synergetic Auto Performance Public Company Limited

7. Highest Education Background

<u>Institution</u>	<u>Degree and Major Subject</u>	<u>Year Graduated</u>
.....	.....	.....
.....	.....	.....

8. Training/ Seminar Courses relevant to Director Position

<u>Course</u>	<u>Organizer</u>	<u>Year Taken</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

9. Work Experience in Past 5 Years

<u>Name of Organization</u>	<u>Type of Business</u>	<u>Position</u>	<u>From (month/year)</u>	<u>To (month/year)</u>
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....
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.....	.....	.....	.....	.....
.....	.....	.....	.....	.....

10. Related business of yourself (being a director or an advisor in another company or partnership, or holding any amount of share(s) in another company or being a partner in another partnership)

<u>Name of Organization</u>	<u>Amount of Share(s) Held</u>	<u>Position</u>	<u>From (month/year)</u>
	<u>&amp; % of Total No. of</u>	<u>(to identify authorized authority)</u>	<u>To (month/ year)</u>
	<u>Issued &amp; Fully Paid up Shares</u>		
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

11. Related business of spouse (holding a position in another company or partnership, or holding shares in another company more than 0.5 percent of the total number of issued shares or being a partner of another partnership)

<u>Name of Organization</u>	<u>Amount of Share(s) Held</u>	<u>Position</u>	<u>From (month/year)</u>
	<u>&amp; % of Total No. of</u>	<u>(to identify authorized authority)</u>	<u>To (month/year)</u>
	<u>Issued &amp; Fully Paid up Shares</u>		
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

12. Record of lawsuit made or against (except for petty offences)

<u>Court</u>	<u>Status (Plaintiff/</u>	<u>Case (Civil/</u>	<u>Charges/Offense</u>	<u>Claimed Amount</u>	<u>Outcome</u>
	<u>Defendant/Claimant)</u>	<u>Criminal/Bankruptcy)</u>			
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....

13. Having direct and indirect interests in or transaction with Synergetic Auto Performance Public Company Limited, its parent company, subsidiaries, affiliated companies and related companies (please clearly specify nature of the activities and characteristics of the interests or compensation in monetary terms)

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.....  
.....  
.....

I, Mr./ Mrs./ Miss ....., nominated candidate for election as the director of Synergetic Auto Performance Public Company Limited, hereby certify that all of the information and the details specified in the Form attached as Attachment 3 above, including the supporting documents are correct, complete and true. I therefore signify my genuine signature as evidence.

Signed.....

( )

Nominated Candidate for Director