



SYNERGETIC AUTO PERFORMANCE PUBLIC COMPANY LIMITED

**Annual General Meeting of Shareholders
for Year 2018**

Thursday, 26 April 2018 at 14.00 hr.

(Registration opens at 12.00 hr.)

Meeting Venue at

Silk 1 – Silk 2 Room, 2nd Floor, Bangkok International Trade and Exhibition Centre (BITEC)

No. 88 Bangna-Trad Road (Km.1), Bangna, Bangkok 10260

Tel: 02-7261939 Fax: 02-8206499

Souvenir will not be provided at this Shareholders' Meeting

[-Translation-]

No.asap 123/2018

2 April 2018

Re: Invitation to the Annual General Meeting of Shareholders for Year 2018

To: Shareholders of Synergetic Auto Performance Public Company Limited

- Enclosures:
1. Copy of Minutes of the Annual General Meeting of Shareholders for Year 2017 held on 2 March 2017
 2. Annual Report for Year 2017 and Financial Statements for the Year ended 31 December 2017 in the form of CD-ROM
 3. Profiles of Directors who are due to retire by rotation and nominated for re-election for another term
 4. Definition of Independent Director
 5. Scope of Authorities and Duties of Directors, Audit Committee and Nomination and Remuneration Committee
 6. Registration, Proxy and Supporting Documents for Proxy, and Voting Procedure
 7. Profiles of the Independent Directors proposed to serve as a proxy of Shareholders
 8. Articles of Association of the Company in relation to an Annual General Meeting of Shareholders
 9. Map of Venue of the Annual General Meeting of Shareholders for Year 2018
 10. Requisition Form for Printed Copy of the Annual Report for Year 2017
 11. Proxy Form B

The Board of Directors' Meeting No. 1/2018 of Synergetic Auto Performance Public Company Limited (the " Company") , which was held on 27 February 2018, resolved that the Company' s Annual General Meeting of Shareholders for the Year 2018 will be convened on Thursday, 26 April 2018 at 14:00 hr. at Silk 1- Silk 2 Room, 2nd Floor, Bangkok International Trade and Exhibition Center (BITEC) , No. 88, Bangna-Trad Road (Km. 1) , Bangna District, Bangkok, to consider the following agenda:

Agenda Item 1: To consider Certification of Minutes of the Annual General Meeting of Shareholders for Year 2017

Objective and Rationale: The Company's Annual General Meeting of Shareholders for the Year 2017 was held on 2 March 2017 prior to the Company's shares being listed in the Stock Exchange of Thailand (on 30 March 2017). The minutes of the said Annual General Meeting of Shareholders was already prepared and submitted to the Ministry of Commerce. A copy of the minutes of the Annual General Meeting of Shareholders for the Year 2017, as detailed in Enclosure 1, is enclosed to this invitation to the shareholders for information and certification.

Opinion of the Board: The Board of Directors considers that the minutes of the Annual General Meeting of Shareholders for the Year 2017 are correctly recorded and recommends the shareholders to certify the minutes of such meeting.

Vote required: Resolution to approve this Agenda Item shall require affirmative votes of a majority of the votes of the shareholders attending and being eligible to vote. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second vote which shall be a casting vote.

Agenda Item 2: **To consider Acknowledgment of Report of the Board of Directors on the Company's 2017 Performance**

Objective and Rationale: The Company has compiled information on crucial events and the performance of the Company for the year ending 31 December 2017 in the 2017 Annual Report as detailed in Enclosure 2, which is enclosed to this invitation to the shareholders, for the shareholders' acknowledgement.

Opinion of the Board: The Board of Directors considers and recommends the shareholders to acknowledge the information on the Company's performance for the year ending 31 December, 2017 and the 2017 Annual Report.

Vote required: This agenda is for the shareholders' acknowledgment. Therefore, voting is not required.

Agenda Item 3: **To consider Approval of Balance Sheet and Profits and Loss Statement for the year-ended 31 December 2017**

Objective and Rationale: Section 112 of Public Limited Company Act B.E. 2535 (A.D. 1992), as amended (the "PLC Act") and Article 39 of the Articles of Association of the Company provide that the Board of Directors is required to cause proper balance sheet and profits and loss statement drawn up at the end of each accounting year, and to propose it to the shareholders at an ordinary general meeting for consideration and approval. Such balance sheet and profit and loss statement shall be duly audited by the auditor prior to the proposal made to the shareholder's meeting. Balance Sheet and profit and loss statement for the year ended 31 December 2017, together with the Auditor's Report, as provided in part 2 of the Annual Report in Enclosure 2 have already been audited by the auditor, reviewed by the Audit Committee and also approved by the Board of Directors.

Opinion of the Board: The Board of Directors considers and recommends the shareholders to consider approval of the balance sheet and profit and loss statement for the year ended 31 December 2017, which have been audited by the auditor and considered by the Audit Committee.

The balance Sheet and profit and loss statement for the year ended 31 December 2017 (part 2 of the 2017 Annual Report) can be summarized as follows:

Items	Consolidated Financial Statement	
	2017	2016
Total Assets	Baht 8,757 Million	Baht 6,375 Million
Total Liabilities	Baht 7,352 Million	Baht 5,711 Million
Total Income	Baht 2,142 Million	Baht 1,459 Million
Net Profit	Baht 151 Million	Baht 70 Million
Profit per share	Baht 0.25	Baht 0.16

Vote required: Resolution to approve this Agenda Item shall require affirmative votes of a majority of the votes of the shareholders attending and being eligible to vote. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second vote which shall be a casting vote.

Agenda Item 4: **To consider Allocation of the Net Profit as Legal Reserve and Payment of Dividend in Forms of Share Dividend and Cash for Year 2017**

4.1 To acknowledge Payment of Interim Payment of Dividend on 6 June 2017

Objective and Rationale: Section 115 of the PLC Act and Article 44 of the Articles of Association of the Company provide that dividend payment shall be approved by the shareholders' meeting, except for the payment of interim dividend, which may be approved by the Board of Directors if it considers that the profits of the Company justify such payment. Such interim dividend payment shall be reported to the shareholders at the next shareholders' meeting.

The Board of Directors' Meeting No. 3/2017, held on 9 May 2017, approved the interim dividend payment from the unallocated accumulated profit of the Company to the shareholders in an amount of Baht 26.40 Million or Baht 0.04 per share. The interim dividend payment was made to shareholders on 6 June 2017.

Opinion of the Board: The Board of Directors considers and recommends the shareholders to consider acknowledgment of the interim dividend payment from the unallocated accumulated profit to shareholders which was made on 6 June 2017.

Vote required: This agenda is for shareholders' acknowledgment. Therefore, voting is not required.

4.2 To consider Approval of Allocation of the 2017 Net Profit as Legal Reserve

Objective and Rationale: Section 116 of the PLC Act and Article 45 of the Articles of Association of the Company provide that the Company is required to annually allocate the net profit as the legal reserve in the amount of not less than 5% of the annual net profit, less the accumulated loss carried forward (if any) until the legal reserve fund reaches the amount of not less than 10% of the registered capital of the Company.

At present, the Company's registered capital is Baht 330,000,000.- (Baht Three Hundred Thirty Million only). The net profit of the Company for the year 2017 is Baht 150,790,500.- (Baht One Hundred Fifty Million Seven Hundred Ninety Thousand and Five Hundred only).

The Company has allocated the net profit as the legal reserve in the amount of Baht 7,539,500.- (Baht Seven Million Five Hundred Thirty Nine Thousand and Five Hundred only). As a result, the total accumulated legal reserve has amounted to Baht 11,030,857.- (Baht Eleven Million Thirty Thousand Eight Hundred and Fifty Seven only), equivalent to 3.34% of the registered capital of the Company. Therefore, the remainder of the Company's net profit which can be allocated as dividend amounts to Baht 143,250,503.- (Baht One Hundred Forty Three Million Two Hundred Fifty Thousand Five Hundred and Three only).

Opinion of the Board: The Board of Directors considers and recommends the shareholders to consider approval of the allocation of the net profit as legal reserve in the amount of Baht 7,539,500.- (Baht Seven Million Five Hundred Thirty Nine Thousand and Five Hundred only), leading the total accumulated legal reserve of Baht 11,030,857.- (Baht Eleven Million Thirty Thousand Eight Hundred and Fifty Seven only), which equals to 3.34% of the registered capital of the Company.

Vote required: Resolution to approve this Agenda Item shall require affirmative votes of a majority of the votes of the shareholders attending and being eligible to vote. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second vote which shall be a casting vote.

4.3 To consider Approval of Dividend Payment out of the Company's 2017 Performance in the Forms of Share Dividend and Cash

Objective and Rationale: Section 115 of the PLC Act and Article 44 of the Articles of Association of the Company provide that the declaration of dividend payment must be approved by the shareholders' resolution.

The Company has a policy to pay dividend to its shareholders out of not less than 60% of the net profit after the corporate income tax and legal reserve as required by law and the Articles of Association, as presented in a separate financial statement. However, such dividend payment may be changed, depending on the necessity and reasonableness as the Board of Directors of the Company may deem appropriate. From the Company's performance in the Year 2017, the Company has earned Baht 150,790,003 (Baht One Hundred Fifty Million Seven Hundred Ninety Thousand and Three only). After the allocation to the legal reserve fund, the balance of Baht 143,250,503.- (Baht One Hundred Forty Three Million Two Hundred Fifty Thousand Five Hundred and Three only) net profit is available for dividend payment.

Opinion of the Board: The Board of Directors is of the opinion that in order to increase the liquidity of the Company's shares though the intended increment of listed shares and the intended growth for expanding the Company's business, and to maintain the liquidity of the working capital, the shareholders' meeting is recommended to consider approval of the dividend payment out of the 2017 net profit in the following manners:

1. To pay dividend in the amount of Baht 0.0556 (Baht naught Point naught Five Five Six) per share, totaling of Baht 36,696,000.- (Baht Thirty Six Million Six Hundred Ninety and Six Thousand only) or 24.33% of the net profit after the corporate income tax as presented in the 2017 separate financial statements. Such dividend shall be paid in cash and by share dividend in the following manners:

- 1.1 Dividends in the form of 66,000,000 ordinary shares (at the par value of Baht 0.50 (Fifty Satang) per share), representing dividend payment at the rate of Baht 0.50 (Baht Fifty Satang) per share shall be distributed to those existing shareholders at the ratio of 1 share dividend per 10 shares being currently held by such shareholders, totaling an amount of not

exceeding Baht 33,000,000.- (Baht Thirty Three Million Only). Fraction of share dividend entitlement so computed shall be paid as cash dividend instead, at the rate of Baht 0.05 (Baht Naught Point Naught Five only) per one dividend share; and

1.2 Dividend payment in cash shall be made at the rate of Baht 0.0056 (Baht Naught Point Naught Naught Five Six) per share, totaling an amount of Baht 3,696,000. - (Baht Three Million Six Hundred and Ninety Six Thousand only).

2. Dividend shall be paid to the shareholders on 24 May 2018 and the date of determining the names of shareholders being entitled to dividend payment (Record Date) is set on 15 March 2018. **However, such entitlement remains uncertain, pending the approval of the shareholders.**

Vote required: Resolution to approve this Agenda Item shall require affirmative votes of a majority of the votes of the shareholders attending and being eligible to vote. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second vote which shall be a casting vote.

Agenda Item 5: To consider Approval of Increase of the Company' s Registered Capital and Allotment of the newly issued Ordinary Shares of the Company

Objective and Rationale: In order to accommodate the intended dividend payment by means of allotment of ordinary shares pursuant to Agenda Item 4.3 above, the Company is required to increase its registered capital of Baht 330,000,000.- (Baht Three Hundred and Thirty Million only) by Baht 33,000,000.- (Baht Thirty Three Million only) to Baht 363,000,000.- (Baht Three Hundred and Sixty Three Million only), by issuing 66,000,000 new ordinary shares at the par value of Baht 0.50 (Baht Fifty Satang) per share, and allotting the same to the existing shareholders at the ratio of 1 newly issued share dividend per 10 shares being currently held by such shareholders. Fraction of share dividend entitlement so computed shall be paid as cash dividend instead, at the rate of Baht 0.05 (Baht Naught Point Naught Five) per one dividend share.

Opinion of the Board: The Board of Directors considers and recommends the shareholders to approve the increase of the Company's registered capital of Baht 330,000,000.- (Baht Three Hundred and Thirty

Million only) by Baht 33,000,000.- (Baht Thirty Three Million only) to Baht 363,000,000.- (Baht Three Hundred and Sixty Three Million only), by issuing 66,000,000 new ordinary shares at the par value of Baht 0.50 (Baht Fifty Satang) per share, in order to accommodate the intended distribution of share dividend and the allotment thereof to the Company's existing shareholders as of the Record Date, according to the proposed entitlement at ratio of 1 share dividend per 10 shares being currently held by such shareholders. Fraction of share dividend entitlement so computed shall be paid as cash dividend instead, at the rate of Baht 0.05 (Baht Naught Point Naught Five) per one dividend share.

Vote required: Resolution to approve this Agenda Item shall require affirmative votes of Three Fourths ($\frac{3}{4}$) of the total votes of the shareholders attending and being eligible to vote.

Agenda Item 6: **To consider Approval of Amendment of Clause 4 of the Memorandum of Association of the Company to be consistent with the proposed Increase of the Company's Registered Capital**

Objective and Rationale: The Company is required to amend Clause 4 the Memorandum of Association of the Company, to be consistent with the proposed increase of the Company's registered capital according to the Agenda Item 5, to read as follows:

“Clause 4: The Company's registered capital shall be in the amount of Baht 363,000,000.- (Baht Three Hundred and Sixty-Three Million only), divided into 726,000,000 (Seven Hundred and Twenty-Six Million) shares at the par value of Baht 0.50 (Baht Fifty Satang), comprising:

- 726,000,000 (Seven Hundred and Twenty-Six Million) ordinary shares
- -nil- preferred shares.”

Opinion of the Board: The Board of Directors considers and recommends the shareholders to approve the amendment of Clause 4 of the Memorandum of Association of the Company, to be consistent with the increase of the Company's registered capital, to read as follows:

“Clause 4: The Company's registered capital shall be in the amount of Baht 363,000,000.- (Baht Three Hundred and Sixty-Three Million Only), divided into 726,000,000 (Seven Hundred and Twenty-Six Million) shares at the par value of Baht 0.50 (Baht Fifty Satang), comprising:

726,000,000 (Seven Hundred and Twenty-Six Million)

ordinary shares -nil- preferred shares.”

Vote required: Resolution to approve this Agenda Item shall require affirmative votes of Three-Fourths ($\frac{3}{4}$) of the total votes of the shareholders attending and being eligible to vote.

Agenda Item 7: **To consider Approval of Election of Directors in replacement of those retiring by rotation**

Objective and Rationale: Section 71 of the PLC Act and Article 17 of the Articles of Association of the Company provide that one-third ($\frac{1}{3}$) of Directors shall retire by rotation at the annual general meeting, and the retiring directors are eligible for re-election.

At present, 9 Directors are serving as members of the Board of Directors. As at the 2018 Annual General Meeting, the following directors shall retire by rotation:

1. Mr. Pratarn Aranyakananda, holding the positions of Independent Director and Audit Director;
2. Mrs. Parinda Vongvitavat, holding the positions of Director and Non-Executive Director; and
3. Mr. Chairat Kamonoratop, holding the positions of Director, Managing Director and Executive Director.

During 21 November 2017 - 31 December 2017, the Company had invited shareholders to propose agenda items for consideration at the 2018 Annual General Meeting of Shareholders and/ or to nominate director candidates for election by the Company in advance of schedule. Such invitation was disseminated through the Company’s website and the information system of the Stock Exchange of Thailand. However, neither the agenda item nor the director candidate has been proposed by any shareholder.

Having considered and selected persons with the required qualifications, knowledge, expertise and experience in accordance with the nomination procedure, the Nomination and Remuneration Committee proposes that the 3 retiring Directors shall be re-elected to serve as director for another term of office since they possess appropriate qualifications for the Company’s business operation and for performing their roles according to the scopes of authorities and duties of the Company’s directors, Audit Committee and the Nomination and

Remuneration Committee, respectively. Details of their qualifications are provided in Enclosure 5. Moreover, they are willing to perform their duties with the utmost of their ability. Furthermore, they have been offering useful recommendations in relation to the Company's business operation throughout their terms of office. In addition, each one of the 3 retiring Directors is pleased to take over his directorships for another term.

Mr. Pratarn Aranyakananda, who has been nominated for re-election as the Company's Independent Director for another term also possesses qualifications in line with those described in the definitions of independent director set forth by the Stock Exchange of Thailand and the Company. For details please refer to Enclosure 4.

Opinion of the Board: The Board of Directors considers and recommends the shareholders to approve the re-election of these 3 directors retiring by rotation, namely: 1) Mr. Pratarn Aranyakananda; 2) Mrs. Parinda Vongvitavat; and 3) Mr. Chairat Kamonoratep, to serve as directors of the Company for another term as proposed by the Nomination and Remuneration Committee. For details of the 3 retiring directors' biography in brief, please refer to Enclosure 3.

Vote required: Resolution to approve this Agenda Item shall require affirmative votes of a majority of the votes of the shareholders attending and being eligible to vote. In of an equality of votes, the Chairman of the meeting shall be entitled to a second vote which shall be a casting vote.

Agenda Item 8: **To consider Approval of Directors' Remuneration and Sub-committee' s Remuneration for Year 2018**

Objective and Rationale: It is the Company's policy to remunerate the directors with appropriate level of compensation at par with companies in the same industry and commensurate with the roles and responsibilities of each Director. In compliance with the requirements under Section 90 of the PLC Act and Article 22 of the Company's Articles of Association, payment of Director's remuneration shall require a resolution of the shareholders' meeting.

Rules and Steps to be taken in proposing remuneration: Having considered various amounts of the Directors' remuneration and sub-committee' s remuneration, the Nomination and Remuneration Committee deems it appropriate to propose to the Board of Directors and the shareholders' meeting for consideration and approval of various amounts of the 2018 remuneration for the Board of Directors and sub-committees, which are **at the same rates as the previous year's, as detailed below:**

Directors' remuneration

1) Monthly remuneration

- Chairman of the Board: Baht 40,000/ month;
- Directors: Baht 20,000/ month.

2) Meeting Allowance

- Chairman of the Board: Baht 10,000/ meeting;
- Directors: Baht 10,000/ meeting

Audit Committee's remuneration

1) Meeting Allowance

- Chairman of the Audit Committee: Baht 5,000/ meeting;
- Audit Committee member: Baht 5,000/ meeting

Nomination and Remuneration Committee' remuneration

1) Meeting Allowance

- Chairman of the Nomination and Remuneration Committee :
Baht 5,000/ meeting;
- Nomination and Remuneration Committee member :
Baht 5,000/ meeting

Other remuneration for other directors / committees: -None-**Opinion of the Board**

The Board of Directors has considered that it is advisable for the shareholders' meeting to approve the amounts of remuneration for Directors and Sub-committees as proposed by the Nomination and Remuneration Committee

Vote required:

Resolution to approve this Agenda Item shall require affirmative votes of Two-Thirds (2/3) of the total votes of the shareholders attending and being eligible to vote.

Agenda Item 9: To consider Approval of Appointment of External Auditors and Determination of Audit Fees for Year 2018

Objective and Rationale: Section 120 of the PLC Act and Article 39 of the Articles of Association of the Company provide that the auditors shall be elected/appointed and their audit fee shall be fixed by annual general meeting of the Company's shareholders annually. A retiring auditor is eligible for re-election.

Opinion of the Audit Committee: Having considered the quality of work rendered by the existing auditors of the Company for 2017, namely, Siam Truth Audit Company Limited, as well as their suitability and independence in performing their obligations to the best of their abilities in a timely manner and providing useful recommendations for the preparation of the Company's financial statements, the Audit Committee is of the view that Siam Truth Audit Company Limited is a suitable candidate possessing qualifications required under the Announcement of the Securities Exchange Commission. As such, an appointment of Siam Truth Audit Company Limited was proposed to the Company's Board of Directors' meeting No. 1/ 2561, held on the 27th February, 2018, for their resolution to propose the annual general meeting of shareholders for the year 2018 to consider and approve the appointment of the following persons of Siam Truth Audit Company Limited as the Company's auditor(s) for the year 2018:

1. Mr. Banjong Pitchayaprasant, Certified Public Accountant No. 7147, having served as the auditor of the Company for 2 years;
2. Mr. Krai Sith Silpamongkolkul, Certified Public Accountant No. 9429, having served as the auditor of the Company for 2 years; and
3. Miss Khemanunt Jaichuen, Certified Public Accountant No. 8260, having served as the auditor of the Company for 2 years.

These 3 Certified Public Accountants of Siam Truth Audit Company Limited do not have any relationships or common interest with any of the Company and its affiliates, their executives, major shareholders or any related persons. Therefore, they are independent in performing the audit and providing opinion with respect to the financial statements of the Company.

The Audit Committee of the Company is of the view to approve the amount of the auditors' remuneration for the year 2018 as follows:

- Fee for the audit of the annual financial statements: Baht 700,000.-

- Fee for review of Quarterly Financial Statements (of Baht 250,000. - per quarter): Baht 750,000.-

Total **Baht 1,450,000.-**

Comparison Table of the auditors' remuneration for the past years

Unit : Baht

Auditor's Remuneration	2018 (Year Proposed)	2017	Increase (Decrease)	Percentage of increase (decrease)
Fee for the audit of the annual financial statements	700,000.-	630,000.-	(70,000.-)	11.11
Fee for review of Quarterly Financial Statements: (Baht 250,000. - per quarter)	750,000.-	690,000.-	(60,000.-)	8.69
Other direct expenses, such as transportation, photocopying	If any, to be invoiced by the auditors in addition to the audit fee	If any, to be invoiced by the auditors in addition to the audit fee	-	-

Opinion of the Board of Directors: The Board of Directors has considered and deems it appropriate for the shareholders' meeting to approve the appointment of:

1. Mr. Banjong Pitchayaprasant, Certified Public Accountant No. 7147;
2. Mr. Kraisith Silpamongkolkul, Certified Public Accountant No. 9429; or
3. Miss Khemanunt Jaichuen, Certified Public Accountant No. 8260,

of Siam Truth Audit Company Limited to be the Company' auditors for the year 2018, with a

total auditors' remuneration in the amount of Baht 1,450,000.- (Baht One Million Four Hundred and Fifty Thousand only) and other related expenses to be invoiced to the Company in line with the Audit Committee's proposal as described above.

Vote required: Resolution to approve this Agenda Item shall require affirmative votes of a majority of the votes of the shareholders attending and being eligible to vote. In an equality of votes, the Chairman of the meeting shall be entitled to a second vote which shall be a casting vote.

Agenda Item 10: **To consider Approval of Amendment of the Company's Business Objectives from 44 to 45 objectives and Amendment to Clause 3 of the Company's Memorandum of Association – Business Objectives**

10.1 **To consider Approval of Amendment of the Company's Business Objectives from 44 to 45 objectives**

Objective and Rationale: As the Company has been operating an 'asap Auto Park' project whereby the Company shall engage in the business of selling used-cars, letting cars and providing services or selling goods related thereto under a trade name, trademark and/ or service mark "asap Auto Park", the nature of which will be regarded as that of a franchise business.

For clarity and inclusiveness of activities substantial to the project's operation, it is necessary for the Company to amend its business objectives from 44 to 45 objectives, with a view to corresponding with anticipated supervision and control of the franchise business by related government agencies in the future. Details of a new business objectives of the Company to be listed as item 45 are as follows:

"Clause 45 To engage in the business of purchasing, selling, letting, taking on lease, using, allowing for use, procuring, distributing, acting as a distributor and managing in any manner in relation to any property, including any rights to the property or any intellectual property rights with respect to the goods and services in operating a franchise business or such other businesses."

Opinion of the Board: The Board of Directors has considered and deems it appropriate for the shareholders' meeting to approve the amendment of the Memorandum of Association by adding the additional business objectives of the Company from 44 items to 45 items in order to support the Company's project stated above. Details of the new business objectives of the Company to be listed as item 45 are as follows:

“Clause 45 To engage in the business of purchasing, selling, letting, taking on lease, using, allowing for use, procuring, distributing, acting as a distributor and managing in any manner in relation to any property, including any rights to the property or any intellectual property rights with respect to the goods and services in operating a franchise business or such other businesses.”

Vote required: Resolution to approve this Agenda Item shall require affirmative votes of a majority of the votes of the shareholders attending and being eligible to vote. In of an equality of votes, the Chairman of the meeting shall be entitled to a second vote which shall be a casting vote.

10.2 To consider Approval of Amendment to Clause 3 of the Company’s Memorandum of Association - Business Objectives

Objective and Rationale: It is necessary for the Company to amend Clause 3 of the Memorandum of Association of the Company, in line with the expected consideration and approval of the amendment of the Company’s business objectives to include the new item as proposed in Agenda Item 10.1, to read as follows:

“Clause 3 The business objectives of the Company comprise 45 items, details of which are prescribed in the BMJ.002 form attached.”

Opinion of the Board: The Board of Directors has considered and deems it appropriate for the shareholders’ meeting to approve the amendment of Clause 3 of the Company’ s the Memorandum of Association – business objectives, in line with the expected consideration and approval of the amendment of the Company’s business objectives to include the new item as proposed in Agenda Item 10.1 above.

Vote required: Resolution to approve this Agenda Item requires affirmative votes of Three- Fourths (3/4) of the votes of the shareholders attending and being eligible to vote.

Agenda Item 11: Other businesses (if any)

Section 105 of the PLC Act, provides, in part, that shareholders holding shares aggregately amounting to not less than one-third of the total number of shares allotted, may propose any other agenda item to be considered at the shareholders’ meeting.

All shareholders are hereby invited to attend the 2018 Annual General Meeting of Shareholders on the date, time and at the venue specified above. For those shareholders wishing to appoint any other person or the Company's independent director(s) as their proxy(ies) to attend the meeting and vote on their behalves, please fill in the details and sign the Proxy Form B, which is made available as Enclosure 11 or download the Proxy Form A or B or C (provided that, the Proxy Form C shall only be used by those foreign investors, having appointed a custodian in Thailand as the share depository agent and custodian only), which are downloadable from www.asapcarrent.com. Please use only either one of the Forms. Brief details of the independent directors proposed to serve as a proxy of shareholders to attend and vote on their behalves are provided in Enclosure 7.

For the convenience and expeditiousness of the registration process, each shareholder is urged to send a duly signed proxy form together with other supporting documents to the Company's secretary at least 3 days prior to date scheduled for the meeting, i.e. on or before the 23rd of April, 2018.

In addition, shareholders wishing to attend the meeting are kindly requested to bring along the registration form containing the shareholder's name and printed bar-code, together with identity document, and present them to the Company's registration staff on the meeting date. Registration for the meeting will start from 12.00 hr. (noon) onwards. Please refer to Enclosure 6 for details regarding the registration procedures, proxy procedures and supporting documents for proxy and the voting procedures, as well as Enclosure 8 for details regarding the Articles of Association pertaining to shareholders' meeting.

Should any shareholder have any question regarding the shareholder's meeting or any Agenda Item prior to the meeting date, please send your queries via email to: siriporn.s@asapcarrent.com. In addition, for those shareholders wishing to receive printed copies of the 2017 Annual Report, please fill in the Request form provided in Enclosure 10.

Incidentally, the 15th of March, 2018 is fixed as the date of determining the names of shareholders entitled to attend and vote at the 2018 Annual General Meeting of Shareholders, i.e. Record Date.

Yours sincerely,

By the Resolutions of the Board of Directors

- *Singed* -

(Mr. Songvit Titipunya)

Vice-Chairman/ Chief-Executive-Officer

Synergetic Auto Performance Public Company Limited

[-Translation-]

Enclosure 1.**Minutes of Annual General Meeting of Shareholders for Year 2017
of Synergetic Auto Performance Public Company Limited on 2 March 2017****Time, Date and Venue of Meeting:**

The Meeting was held on 2 March 2017 at 8.00 a.m. at the meeting room of Synergetic Auto Performance Public Company Limited (the “Company”), No. 149, Moo 3, Thepharuck Sub-district, Muang Samut Prakarn District, Samut Prakarn Province 10270.

Preliminary Proceedings:

Mr. Yol Phokasub, Chairman of the Board of Directors, who acted as the Chairman of the Meeting, informed the Meeting that there were a total number of 4 shareholders present at the Meeting (in person and by proxy) representing 225,000,000 shares or 100 percent of the total paid up share capital, and that a quorum was formed in accordance with the Articles of Association of the Company. The Chairman, then, declared the Meeting open and convened the Meeting as per the following agenda of the Meeting.

Agenda 1 Matters informed to the Meeting by the Chairman

The Chairman asked the Meeting if anyone would like to bring up any matters at the Meeting. However, there were no matters was brought up.

Agenda 2 To consider Certification of the Minutes of the Extra-ordinary General Meeting of Shareholders No. 1/2560 held on 11 February 2017

The Chairman asked the Meeting to consider certification of the Minutes of the Extra-ordinary General Meeting of Shareholders No. 1/2560 held on 11 February 2017, as detailed in Attachment No. 1 (a copy of the Minutes of the Extra-ordinary General Meeting of Shareholders No. 1/2560), which was already furnished to all of the Shareholders, together with the Notice of the Meeting.

Resolution of the Meeting: The Meeting considered and unanimously resolved that the Minutes of the Extra-ordinary General Meeting of Shareholders No. 1/2560 held on 11 February 2017 as per the details informed by the Chairman was hereby confirmed.

Agenda 3 To consider Acknowledgment of the Company's Performance of Year 2016 ended 31 December 2016

The Chairman asked the Meeting to consider acknowledgment of the Company's performance of the Year 2016 ended 31 December 2016, of which its details were appeared in the Attachment No. 2 (the Company's Performance of the Year 2016 ended 31 December 2016), which was already furnished to all of the Shareholders, together with the Notice of the Meeting.

Resolution of the Meeting: The Meeting considered and later acknowledged the Company's performance of the Year 2016 ended 31 December 2016 as per the details informed by the Chairman.

Agenda 4 To consider Approval of the Company's Financial Statements for Year 2016 ended 31 December 2016 as audited by the Auditor

The Chairman asked the Meeting to consider approval of the Company's Financial Statements for the Year 2016 ended 31 December 2016, as detailed in Attachment No. 3 (the Company's Financial Statements for the Year 2016 ended 31 December 2016), which was already furnished to all of the Shareholders, together with the Notice of the Meeting. Such financial statement was also audited by the auditor and approved by the Board of Directors.

Resolution of the Meeting: The Meeting considered and unanimously resolved that the Company's Financial Statements for the Year 2016 ended 31 December 2016 as per the details informed by the Chairman was hereby approved.

Agenda 5 To consider Approval of Allocation of Profit out of the Company's performance of Year 2016 ended 31 December 2016 and Deferral of Dividend Payment

The Chairman informed the Meeting that as of 31 December 2016 the Company had net profit from its business in the amount of Baht 3,491,357.10 and no accumulated losses. The Chairman then asked the Meeting to consider approval of the allocation of the profit out of the Company's performance of the Year 2016 ended 31 December 2016 in the amount of Baht 3,491,357.10 as the legal reserved fund. The Meeting was, however, asked to consider deferral of payment of dividend out of the Company's performance of the Year 2016 ended 31 December 2016 due to its requirement to utilize the aforementioned profit to carry out its business.

Resolution of the Meeting: The Meeting considered and unanimously resolved that the allocation of the profit out of the Company's performance of Year 2016 ended 31 December 2016 and the deferral of dividend payment as per the details informed by the Chairman were hereby approved.

Agenda 6 To consider Approval of Re-election of Directors who were due to retire by rotation

The Chairman informed the Meeting that, pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (A.D. 1992), including its supplements, (the "PLC Act") and the Articles of Association of the Company, a one-third of the directors is annually required to retire on each Ordinary General Meeting of Shareholders. If the number of the directors cannot be evenly divided into three parts, then the number nearest to the one-third must retire from the office.

The Company's directors who were due to retire upon this Annual General Meeting of Shareholder for the Year 2017 were 3 persons as follows:

1. Mr. Sirivuth Sukanthanark;
2. Mr. Surapong Uthaichalanond; and
3. Associate Professor Pachara Pacharavanich.

The Nomination and Remuneration Committee, after determination of the qualification, knowledge, capability and experience in various areas, as well as moral and ethics, had determined that the 3 directors, who were due to retire, had knowledge, capability, experience and expertise that benefit to the Company's business operation. In addition, they were suitably qualified and not prohibited under the PLC Act, the Securities and Exchange Act B.E. 2535 (A.D. 1992) (including its supplements), and the related notifications, to take this directorship position for another terms. The Meeting, therefore, was proposed to consider re-election of all of these directors to serve as the directors of the Company for another term.

Resolution of the Meeting: The Meeting considered and unanimously resolved that the re-election of these directors, who were due to retire by the rotation, as per the details advised by the Chairman was hereby approved.

Agenda 7 To consider Approval of Directors' Remuneration

The Chairman informed the Meeting that, pursuant to Section 90 of the PLC Act and the Company's Articles of Association, the Company is prohibited to make any money payment or to give any assets to a director unless it is a payment of remuneration. A director has the right to receive remuneration in a form of money reward, meeting allowance, pension fund, bonus and compensation in any form in accordance with the Articles of Association or the

resolution of the shareholders' meeting, which may be prescribed in the fixed amount, or in the amount fixed, from time to time, as per the provided guidelines, or in the fixed amount valid until its amendment. A director also has the right to receive other allowances and welfares in accordance with the Company's rules.

The Meeting therefore was proposed to consider approval of the remuneration for the Year 2017 of the Company's directors and directors, who were members of the various committees, by considering the size of business, liabilities and responsibilities, and comparing the Company to those listed companies in the Stock Exchange of Thailand having similar business operation and/or size of the market value, as follows:

Remuneration of Directors

- 1) Monthly remuneration
 - Chairman of the Board of Directors: Baht 40,000
 - Director: Baht 20,000

- 2) Meeting Allowance
 - Chairman of the Board of Directors: Baht 10,000
 - Director: Baht 10,000

Remuneration of Audit Committee

- 1) Meeting Allowance
 - Chairman of the Audit Committee: Baht 5,000
 - Audit Director: Baht 5,000

Remuneration for Nomination and Remuneration Committee

- 1) Meeting Allowance
 - Chairman of the Recruitment and Remuneration Committee: Baht 5,000
 - Nomination and Remuneration Director: Baht 5,000

Resolution of the Meeting: The Meeting considered and unanimously resolved that the remuneration of the directors and directors, who were members of various committees, as per the details proposed by the Chairman was hereby approved.

Agenda 8 To consider Approval of the Appointment of the Company's Auditor(s) and the Auditing Fee as prescribed

The Chairman informed the Meeting that, in compliance with Section 120 of the PLC Act and the Company's Articles of Association, the appointment of the Company's auditor(s) and the prescribed audit fee are required for approval for each fiscal year at an Annual General Meeting of Shareholders. Therefore, the Meeting was requested to consider approval of the appointment of Mr. Bunjong Pitchayaprasart, Certified Public Account No. 7147 or Mr. Kraisit Silapamongkonkul, Certified Public Account No. 9429 or Ms. Khaymanundt Chaichuen, Certified Public Account No. 8260 or Ms. Sirada Jarudkanond, Certified Public Account No. 6995 of Siam Truth Audit Company Limited, who were qualified under the PLC Act and the related notifications of the Capital Market Advisory Board, as the Company's auditors for the Year 2017 ended 31 December 2017 and to consider prescribing the auditing fee for the Year 2017 ended 31 December 2017 in the amount not more than Baht 1,500,000.

Resolution of the Meeting: The Meeting considered and unanimously resolved that the appointment of the Company's auditors and the auditing fee as per the details proposed by the Chairman was hereby approved.

Agenda 9 To consider Other Business (if any)

As there was no other business to consider, the Chairman considered declaration of the meeting adjourned at 8.30 a.m.

Signed ----- Chairman of the Meeting

(Mr. Yol Phokasub)


Signed ----- Company Secretary / Minutes Recorder

(Miss Siriporn Sirisap)

Enclosure 3

Profile of Retiring Directors who are nominated for Re-election for another Term

For consideration of Agenda 7: To consider Approval of Appointment of Directors for Replacement of Retired Directors

Name – Surname	:	Mr. Pratarn Aranyakananda	
Proposed Position	:	Director (Non-executive)	
Current Position	:	Audit Director / Independent Director	
Age	:	64 Years	
Nationality	:	Thai	
Address	:	68 Sukhumvit 63 Alley (Ekkamai) Phra Khanong Nuae, Watthana, Bangkok	
Education	:	Bachelor of Accounting, Bangkok University	
Director Training Records	:	Director Accreditation Program (DAP) Class118, Year 2015, Thai Institute of Directors	
Date of Appointment	:	27 May 2014	
No. of Year of Directorship	:	3 Years and 11 Months	
Meeting Attendance in 2017	:	Board of Directors Meeting: 5/5 times Audit Committee Meeting: 5/5 times	
No. of Share(s) held in the Company as of 31 December 2017	:	1,165,000 Shares (0.18%)	
Criteria and Method of Nomination	:	Pursuant to the opinion given by the Recruitment and Remuneration Committee, Mr. Pratarn Aranyakananda has shown the ability to strongly perform his duty and has given suggestions on business operation that benefit to the Company during his term. Therefore, he is proposed for re- election to the proposed position for another term.	
The Board of Directors' Opinion to Independent Directors	:	The Board of Directors determined that the person nominated to be an independent director will be able to express his opinion independently and in accordance with the relevant rules and regulations.	
No. of Years in Position of Independent Director (The current period and the period of this term)	:	6 Years and 11 Month	

Director/ Executive Position in Other Businesses

- (a) Listed Company(s) (Others) : Not being in a director / an executive position in other listed company(s).
- (b) Non-Listed Company(s) : 2 Companies


No.	Period	Position	Company Name	Business Type
1	2013–Present	Management Advisor	Delphys Hakuhodo Thailand Co., Ltd.	Consultancy business on advertisement, design and marketing
2	1977–2013	Deputy Director of Sales Department for Bangkok Metropolitan Area	Toyota Motor (Thailand) Co., Ltd.	Sales of Toyota vehicles and automotive parts

- (c) Business may have potential conflict of interest (in the past 2 years) : None

Prohibited Qualification : There are no criminal records concerning property crimes committed and no records on conflict of interest transaction with the Company in the past year.

Profile of Retiring Directors who are nominated for Re-election for another Term

For consideration of Agenda 7: To consider Approval of Appointment of Directors for Replacement of Retired Directors

Name – Surname Proposed Position Current Position Age Nationality Address Education Director Training Records Date of Appointment No. of Year of Directorship Meeting Attendance in 2017 No. of Share(s) held in the Company as of 31 December 2017 Criteria and Method of Nomination Director / Executive Position in Other Businesses (a) Listed Company(s) (Others) (b) Non-Listed Company(s)	: Mrs. Parinda Vongvitavat : Director (Non-executive) : Director of the Company / Recruitment & Remuneration Director : 51 Years : Thai : 1/1 Chokchai 4 Alley, Chokchai 4 Road, Lat Phrao, Lat Phrao, Bangkok : High-school, Triam Udom Suksa Pattanakarn School : - Director Accreditation Program (DAP) Class 118, Year 2015, Thai Institute of Directors - Financial Statement for Directors (FSD) Class 31, Year 2016, Thai Institute of Directors : 10 April 2006 : 11 Years and 11 Months : Board of Directors Meeting: 5/5 times Audit Committee Meeting: 5/5 times Recruitment and Remuneration Committee Meeting: 3/3 times : 69,330,000 Shares (10.50%) Pursuant to the opinion given by the Recruitment and Remuneration Committee, Mrs. Parinda Vongvitavat has the ability to strongly perform her duty and has given suggestions on business operation that benefit to the Company during her term. Therefore, she is proposed for re-election to the proposed position for another term. : Not being in a director / executive position in other listed company(s). : 10 Companies	
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No.	Period	Position	Company Name	Business Type
1	2016–Present	Company Director	At United Broker Co., Ltd.	Car insurance agency
2	2015–Present	Company Director	At Solar Co., Ltd.	Sales of electricity generated from solar panels
3	2015–Present	Company Director	At Solar Power Co., Ltd.	Sales of electricity generated from solar panels
4	2015–Present	Company Director	At Properties Co., Ltd.	Real estate development
5	2015–Present	Company Director	At Holding Co., Ltd.	Investments in company shares
6	2012–Present	Company Director	Chiangban Biogen Co., Ltd.	Electricity generation
7	2011–Present	Company Director	P2M Energy Co., Ltd.	NGV and LPG vehicle system installation, inspection/ testing and repair services.
8	2011–Present	Company Director	Vibharam-Chaiprakarn Co., Ltd.	Hospital
9	2008–Present	Company Director	Toyota At United Used Car Co., Ltd.	Toyota used car sales representative
10	2004–Present	Company Director and Managing Director	Toyota At United Co., Ltd.	Toyota car sales representative

(c) Business may have potential : None

conflict of interest

(in the past 2 years)

Prohibited Qualification : There are no criminal records concerning property crimes committed and no records on conflict of interest transaction with the Company in the past year.

Work Experience (in the period of Five :
years)

No.	Period	Position	Company Name	Business Type
1	2015–2016	Director, Executive Director, Risk Management Director and Managing Director	Krungthai Bank Leasing Co., Ltd.	Financial support business for automobile and other consumer products hire and purchase and financial leasing
2	2012–2014	Managing Director	Chaipattana Transport Chiangmai Co., Ltd.	Public transportation service business

Prohibited Qualification : There are no criminal records concerning property crimes committed and no records on conflict of interest transaction with the Company in the past year.

Enclosure 4

Definition of Independent Director

A person, who shall undertake the duties of an independent director, is required to meet the qualifications and does not have any prohibited characteristics of director as prescribed under the Public Limited Companies Act and laws governing securities and exchange, as well as other related notifications, regulations and/or rules. An independent director, who shall be nominated to the Board of Directors or the shareholders (as the case may be) for consideration and appointment as the Company's independent director, shall be based on his/her educational qualifications, specific expertise, work experience and other proper qualifications. If any independent director vacates his/ her position due to retirement by rotation, the Board of Directors may appoint another independent director, who has the qualifications as aforementioned, to replace the retired independent director only for the remaining term of his/her office.

The Board of Directors has specified the qualifications of an independent director as follows:

1. Holds shares not more than one percent of the total number of the shares eligible to vote in the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, and the shares held by persons having relationship with the independent director.
2. Is not or was not an executive director, employee, advisor on the payroll or controlling person of the Company, its parent company, subsidiary companies, associate companies, same level subsidiary companies, major shareholders or controlling persons, unless such status was removed for not less than two years before the date of appointment. The aforementioned prohibition excludes the independent director, who used to be a government official or an advisor of a government agency that was a major shareholder or controlling person of the Company.
3. Dose not or did not have blood relationship or legal registration as a parent, spouse, sibling, child, including spouse of child, with other directors, executives, major shareholders, controlling persons or a person to be nominated to an executive position or a controlling person of the Company or its subsidiary companies.
4. Dose not or did not have business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons that may impede his/ her independent judgment, and is not or was not a significant shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, unless such relationship was suspended for not less than two years before the date of appointment.

The aforementioned business relationship includes any normal commercial transaction for business operation, rental or renting out of immovable property, transaction related to assets or services or granting or accepting of financial assistance though accepting or extending loans, guarantees or providing assets as collateral, including any other similar actions, resulting the Company or its counterparty being subject to indebtedness payable to the other party three percent or more of the Company's net tangible assets or twenty million Baht or more, whichever is lower. The amount of such indebtedness is calculated by using the method for calculating the value of connected transactions according to the related rules concerning the criteria for connected transactions,

mutatis mutandis. However, the consideration of such indebtedness includes indebtedness incurred during a period of one year before the date on which the business relationship with the relevant person begins.

5. Is not or was not as auditor of the Company, its parent company, subsidiary companies, associate companies, major shareholders, controlling persons, and is not or was not a significant shareholder, a controlling person or a partner of an audit firm that employs the auditors of the Company, its parent company, subsidiary companies, associate companies, major shareholders, controlling persons, unless such relationship was suspended for not less than two years before the date of appointment.
6. Is not or was not a provider of any professional services, including those as a legal advisor or financial advisor that receive service fee payment in the amount more than Baht two million per year from the Company, its parent company, subsidiary companies, associate companies, major shareholders, controlling persons, and is not a significant shareholder, a controlling person or a partner of such professional service provider, unless such relationship was suspended for not less than two years before the date of appointment.
7. Is not a director appointed as a representative of the directors of the Company, major shareholders or shareholders related to such major shareholders.
8. Does not undertake similar businesses in significant competition with the businesses of the Company and its subsidiary companies, or is not a significant partner in a partnership or an executive director, an employee, a staff, an advisor on the payroll, or holds more than one percent of total number of the shares eligible to vote in other companies that operates similar business in significant competition with the business of the Company or its subsidiary companies.
9. Does not bear any other characteristic that could prevent his/her expression of free views about the Company's business operations.

Remark: Synergetic Auto Performance Public Company Limited has prescribed the definition of Independent Director as per the minimum requirement specified by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand

Enclosure 5**Scope of Authority and Duties of the Board of Directors**

The Board of Directors has the following authority, duties and responsibilities.

1. Perform duties and oversee the business of the company in compliance with the laws, objectives, articles of association, resolutions of the meetings of the board of directors and the shareholders, responsibly, cautiously and honestly, to protect the company's interests.
2. Formulate vision, strategies, business direction, policies, objectives, business plans, budgets, organization structure and approval authorization of the company and its subsidiaries as proposed by Management; oversee management and performance of Management, sub-committees and other persons assigned to perform such duties to ensure effectively and efficiently complying with the policies formulated for the greatest values to the company and the shareholders.
3. Follow up and evaluate the performance of Management personnel and/or sub-committees of the company continuously and regularly in order to achieve strategies and be in line with the work and budget plans.
4. Ensure that the company and subsidiaries adopt and set in place a suitable and effective accounting systems and a reliable financial and auditing report, as well as an internal control and internal audit system.
5. Specify the frameworks and policies for stipulating salaries, raises, bonuses, remunerations and gratuities for high-ranking executives and oversee the appropriateness of executives' remunerations payment mechanisms.
6. Acknowledge audit reports submitted by the Audit Committee.
7. Approve acquisition and sales of assets (in cases where the transaction sizes are not required approval of the shareholders), new investment and any actions in compliance with the relevant laws, notifications and regulations.
8. Approve and provide opinions concerning connected transactions (in cases where the transactions are required approval of the shareholder) of the company and/or subsidiaries to ensure in compliance with the relevant laws, notifications and regulations.
9. Consider an approval of selection and nomination of the auditors and appropriate remunerations as proposed by the Audit Committee prior to making recommendation to the shareholders at an annual general meeting of shareholders for considerations of approval.
10. Consider an approval of an interim dividend payment to the shareholders of the company.
11. Review risk management procedures and policies; and follow up on the results.
12. Review the company's corporate governance and social responsibility policies, including the anti-corruption, and consider approval of an annual assessment report on corporate governance, social responsibility and anti-corruption made by the assigned sub-committees.
13. Oversee to prevent a conflict of interest between the company's stakeholders and subsidiaries. In cases where any director has a conflict of interest in any transaction with the company or has an increase or decrease of

shares held in the company and/or subsidiaries, such director is required to report the aforementioned transaction to the company without delay.

14. Appoint sub-committees to assist and support the Board of Directors to conduct its duties as deemed appropriate.
15. Appoint the company's secretary and/or the Board of Directors' secretary to assist the Board of Directors in various activities to ensure that the company's business activities in compliance with laws and criteria.
16. Engage an independent advisor or person to provide an opinion or a recommendation as deemed necessary.
17. Formulate an annual report and take responsibility to the company's financial position and performance of each preceding year as formulated and disclosed in the relevant financial statement for making a proposal to the shareholders' meeting.
18. Convene an annual general meeting of shareholders within 4 months from the date of the end of the company's fiscal year.
19. Consider approval of any issues/ matters by honestly taking into account of the interest of the shareholders and all stakeholders of the company.
20. Specify a succession plan for the high-ranking executives of the company.
21. Review and revise the charter of the Board of Directors consistently with circumstances.
22. Authorize one director or more, or other persons to perform any actions on behalf of the Board of Directors.

In any case, the Board of Directors' authorization of its authority, duties and responsibilities shall not constitute a delegation or a sub-delegation that may cause the Board of Directors or its delegated persons to be able to approve any transaction on which such person or any person potentially have a conflict of interest (as defined in the related rules), might have an interest or gain benefit in any manner, or might have any other conflict of interest with the company or its subsidiaries, unless an approval of such transaction are in consistent with the policies and criteria approved by the shareholders' meeting or the Board of Directors.

Scope of Authority and Duties of Audit Committee

Audit Committee has the following authority, duties and responsibilities.

1. Review the company's financial reporting process to ensure its accuracy and sufficient disclosure of information.
2. Review the company's internal control and internal audit systems to ensure they are appropriate and efficient; and determine an independency of the internal audit function as well as consider approval of appointment, transfer, termination of employment of the supervisor of the internal audit function or other functions responsible for the internal audit.
3. Review the company's an annual internal audit plan and conduct its assessments jointly with the company's internal auditor and auditor.
4. Review the company to ensure its compliance with the laws concerning securities and exchange, regulations and notifications of the Stock Exchange of Thailand, as well as the laws related to the company and/or business of the company.
5. Consider a selection and nominate of a person or persons to independently perform the duties of the company's auditor, propose remunerations for such person(s), and attend a meeting with the auditors without the attendance of Management at least once in a year.
6. Review any connected transactions or transactions that have potential conflicts of interest to be in compliance with the laws governing securities and exchange, regulations and notifications of the Stock Exchange of Thailand, as well as the laws related to the company and/or business of the company, to ensure such transactions are reasonable and for the greatest benefits of the company.
7. Provide an Audit Committee report disclosed in the company's annual report. Such report is required to be signed by the Chairman of the Audit Committee and consist of at least the information as follows:
 - 1) Opinion on accuracy, completeness and reliability of the company's financial reports;
 - 2) Opinion on the adequacy of the company's internal control system;
 - 3) Opinion on the compliance with laws governing securities and exchange, regulations and notifications of the Stock Exchange of Thailand and the laws related to the company and/or businesses of the company;
 - 4) Opinion on the suitability of auditors;
 - 5) Opinion on transactions that potentially have conflict of interest and connected transactions;
 - 6) Number of the Audit Committee meeting and attendance of each member of Audit Committee;
 - 7) Opinion or overall observations of the Audit Committee from the performance of his/her duties as per its charter; and
 - 8) Other transactions on which, according to the Audit Committee's opinion, should be informed to the shareholders and general investors, under the scope of authority, duties and responsibilities assigned by the Board of Directors.

8. Review and make a proposal to the Board of Directors to consider revision of the scope of authority, duties and responsibilities of the Audit Committee to ensure its consistency with circumstances.
9. Audit connected persons under the scope of authority and duties of the Audit Committee and employ or recruit an expert for specific area to assist in the auditing.
10. If it is discovered or suspected the followings, which might significantly impact to the company's financial position and performance, the Audit Committee is to report to the Board of Directors to take corrective actions within a timeframe as deemed appropriate by the Audit Committee.
 - 1) Transactions are in conflict of interest.
 - 2) Corruptions or unusual circumstances or mistakes significantly impact to the internal control system.
 - 3) Violations of laws governing securities and exchange, regulations and notifications of the Stock Exchange of Thailand or other laws related to the company and/or businesses of the company.

If the Board of Directors or executives do not take any corrective actions within the specified timeframe, any member of the Audit Committee may make a report on the aforementioned transactions or incidents to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.
11. Provide an opinion to Management on appointment, dismissal, performance, budgets and manpower of the internal audit function or other functions responsible for the internal audit.
12. Provide a report on performance of the Audit Committee for submission to the Board of Directors at least once in a year.
13. Audit the corporate and social responsibility and anti-corruption policies of the company and provide opinion on the results.
14. Review the company's corporate governance, social responsibility and anti-corruption processes.
15. Audit the company's annual assessment report on corporate governance, social responsibility and anti-corruption and give opinion on the result.
16. Evaluate and review risks facing by or expected to encounter to the company that could impact to the company (Identification of Risk) and identify risk appetite; specify policy on management of external and internal risks of the company covering and in consistency with business strategies and directions. The followings are at least four risk aspects to be covered.
 - 1) Financial risks.
 - 2) Operational risks.
 - 3) Strategic risks.
 - 4) Compliance risks.
17. Specify strategies, structures and resources for risk management of the organization in compliance with risk management policy and the company's business strategies and directions.
18. Evaluate and specify risk management strategies and guidelines in compliance with risk management policy, which are able to assess, monitor and oversee risks at the acceptable levels.

19. Consider specifying budgets and responses to risks facing by or expected to encounter to the company for use as criteria to respond to the situation of each type of risks, for submission to the Board of Directors for approval.
20. Review the suitability and adequacy of policies, strategies and guidelines on the company's risk management to ensure that such policies, strategies and guidelines are in consistency with the company's business strategies and directions, and that risks can be controlled at the acceptable levels.
21. Report to the Board of Directors on risks and risk management.
22. Perform other actions as assigned by the Board of Directors and approved by the Audit Committee.

Scope of Authority and Duties of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has the following authority, duties and responsibilities.

1. Specify the qualifications and criteria for recruitment of directors (including members of the company's sub-committees), Chief Executive Officer, Managing Director, Chief Finance Officer and select appropriate persons in terms of knowledge, experience and expertise for nomination to the Board of Directors for appointment and/or making a proposal to the shareholders' meeting for further consideration of appointment (as the case may be).
2. Evaluate the independence of each independent director to ensure that his/ her qualifications are met.
3. Consider plan and process for development of the directors and high-ranking executives to in consistency with the company's business and circumstances.
4. Consider plan and criteria for payment of remunerations (whether in cash, securities or others) to the directors and high-ranking executives to ensure appropriateness, fairness and in compliance with the relevant laws.
5. Consider criteria for evaluation of performance of the Chief Executive Officer for submission to the Board of Directors for consideration of approval.
6. Review and propose revisions of the scope of authority, duties and responsibilities of the Nomination and Remuneration Committee to be in consistency with certain circumstances.
7. Take other actions as assigned by the Board of Directors or in accordance with the policies specified by the Board of Directors

Enclosure 6

Registration of attendance, appointment of proxy and required documents, and voting procedures

1. Registration of attendance

- 1.1 The Company will open the counter for registration of attendance and examining relevant documents as from 12.00 hr (noon) of 26 April 2018 at Silk 1 - Silk 2 rooms, 2nd floor, Bangkok International Trade and Exhibition Centre (BITEC), 88 Bangna Trad Road (km.1), Bangna district, Bangkok, the location of which is shown on the map enclosed herewith (Enclosure 9).
- 1.2 A Registration form containing a barcode which has been delivered by the Company to each Shareholder together with the Invitation of the meeting shall be presented to the registration staff along with valid identity documents (as listed below) for verification and registration process through a barcode system.
- 1.3 Attending individual shareholders or their proxy holders are requested to proceed with the registration at the counter where marked “Individual Shareholders”.
- 1.4 Attending legal entity (juristic persons, funds and institutions) shareholders are requested to proceed with the registration at at the counter where marked “Juristic Person, Fund or Institution Shareholders”.
- 1.5 The Company reserves the rights to reject any attempted registration being carried out with incomplete set of documents or after the meeting is adjourned.
- 1.6 In case of any change to the shareholders’ or their proxy holders’ names or surnames, evidence of such change must also be presented.
- 1.7 Any presented document which is not made in the Thai or the English language, shall be presented along with the English language translation thereof which is certified as a correct translation by the relevant shareholder.

2. Required documents for Individual shareholders (in case of attendance in person)

- 2.1 A valid identity document (original) with photograph of its holder, issued by the government authority, e.g. a Thai national identification card, an official identification card or a public enterprise employee identification card or a passport (in case of a foreign shareholder) shall be presented.

3. Required documents for shareholders (in case of attendance by proxy)

3.1 Appointment of Proxy

- Any shareholder being unable to attend the meeting in person, may appoint one proxy holder (only) or one of the independent directors as proposed by the Company to serve as proxy holders for the shareholders

(Enclosure 7), to attend the meeting and cast votes on his/her behalf, by completing and executing a proxy in either one of the Proxy forms enclosed herewith. No shareholder shall be eligible to split his/her shareholding and grant more than one proxy for the purpose of splitting his/her voting rights.

- The Proxy forms can also be downloaded from the Company's website, www.asapcarrent.com, under section "Investor Relations/ Shareholder information/ AGM 2018". Proxy form A is a general and simple proxy form, while Proxy form B entails authority to cast votes pertaining to each agenda item, and Proxy form C is a form to be used only by for foreign shareholders having appointed a Custodian in Thailand as the share depository agent and custodian.

- The Shareholders may consider appointing any one of the independent directors of the Company as listed below as their proxy holders to attend the meeting and cast votes on their behalf by completing and executing the Proxy form B (Enclosure 11). In this regard, detailed information on the independent directors are provided in Enclosure 7.

- Associate Professor Pachara Pacharavanich, Independent Director/ Chairman of the Audit Committee; or
- Mr. Surapong Uthaichalanond, Independent Director/ Audit Director/ Chairman of the Nomination and Remuneration Committee

Please ensure that documents on the appointment of proxies and supporting documents be delivered to the Company Secretary at address described below on or before 23 April 2018 for further proceedings:

Miss Siriporn Sirisap
 Company Secretary
 Synergetic Auto Performance Public Company Limited
 149, Moo.3, Thepharak Road, Thepharak sub-district
 Mueang Samut Prakan district, Samut Prakan 10270

- The Proxy form must be duly completed and executed. Any alteration to the proxy form shall be signified with the signature of the grantor thereof. Without the required signature, the holder of such proxy shall not be eligible to cast votes with respect to the relevant agenda item in question.

- The proxy form shall be affixed with Baht 20 stamp duty which shall be duly cancelled.

3.2 Required documents for the appointment of proxy

- (1) In case of appointment of proxy by individuals, the following documents must be presented for the registration process.

- A Proxy form duly completed and executed.
- A photocopy of the grantor's (the shareholder's) valid identity document with photograph of its holder, issued by a government authority e.g. Thai national identification card, an official identification card or a public enterprise employee identification card or a passport (in case of a foreign shareholder), which is certified by the grantor.
- An original of the proxy holder's valid identity document with photograph of its holder, issued by a government authority e.g. a Thai national identification card, an official identification card or a public enterprise employee identification card or a passport (in case of a foreign proxy holder).

(2) In case of appointment of proxy by legal entities, the following documents must be presented for the registration process.

- A Proxy form B duly completed and executed by the authorized representative of the grantor (the shareholder) and affixed with the grantor's seal (if any) as well as the appointed proxy holder's signature.
- In case where the grantor (the shareholder) is a legal entity registered in Thailand.
- A photocopy of the legal entity's certificate of corporate registration particulars which is certified by its authorized representative(s) and affixed with its corporate seal (if any). In this regard, such certificate shall have been issued no earlier than 1 year prior to the meeting date and shall contain the information affirming the authority of such authorized representative of the grantor to act on its behalf.
- A photocopy of each of the grantor's (the shareholder's) authorized representatives' valid identity document with photograph of its holder, issued by a government authority e.g. a Thai national identification card, an official identification card or a public enterprise employee identification card or passport (in case of foreign authorized representative) which is certified by authorized representative of the grantor.
- In case where the grantor (the shareholder) is Juristic person registered in a foreign country.
 - A photocopy of a certificate of incorporation of the legal entity, issued by a government authority of the country where such legal entity is established, which must be certified by a Notary Public or a competent government authority no earlier than 3 months prior to the meeting date. In this regard, such certificate must contain the information affirming the authority of such authorized representative(s) to act on its behalf.
 - A photocopy of each of the grantor's authorized representatives' valid identity document with photograph of its holder, issued by a government authority, which must be certified by its holder and verified by a Notary Public or a competent government authority no earlier than 3 months prior to the meeting date.

- A original of the proxy holder's valid identity document with photograph of its holder, issued by a government authority e.g. a Thai national identification card, an official identification card or a public enterprise employee identification card or a passport (in case of a foreign proxy holder).
- (3) In case of appointment of proxy by Thai Custodian, the following documents must be presented for registration process.

- A Proxy form C duly completed and executed by the Custodian and the grantor.
- A valid Power of Attorney authorizing the Custodian to execute a proxy on behalf of the grantor, duly drawn and executed by the principal (the shareholder) and the authorized representative(s) of the Custodian and affixed with Baht 30 stamp duty.
- In case where the principal (the shareholder) is an individual
- A photocopy of the principal's (the shareholder's) valid identity document with photograph of its holder, issued by the government authority, which must be certified by the principal and verified by a Notary Public or a government authority no earlier than 3 months prior to the meeting date.
- In case where the principal (the shareholder) is a legal entity
- A photocopy of a certificate of incorporation of the legal entity, issued by the government authority of the country where such legal entity is established and must be certified by a Notary Public or government authority no earlier than 3 months prior to the meeting date. In this regard, such certification must contain the information affirming the authority of such authorized representative(s) who affixed his/her/their signature on the Power of Attorney, to act on its behalf .
- A photocopy of each of the principal's (the shareholder's) authorized representatives' valid identity document with photograph of its holder, issued by the government authority, which must be certified by its holder and verified by Notary Public or government authority no earlier than 3 months prior to the meeting date.
- A photocopy of the Custodian's certificate of corporate registration particulars, issued by the Ministry of Commerce no earlier than 1 year prior to the meeting date. In this regard, such certificate must contain the information affirming the authority of the Custodian's authorized representatives to act on its behalf.
- A confirmation letter certified that the Custodian has obtained a license to undertake or engage in custodian business.
- A photocopy of each of the Custodian's authorized representatives' valid identity document with photograph of its holder, issued by the government authority, e.g. a Thai national identification card, an official identification card or a public enterprise employee

identification card or a passport (in case of a foreign authorized representative of the Custodian) which is certified by its holder.

- A original of the proxy holder's valid identity document with photograph of its holder, issued by a government authority e.g. a Thai national identification card, an official identification card or a public enterprise employee identification card or a passport (in case of a foreign proxy holder).

4. Voting procedures

- 4.1 The Voting procedures with respect to any agenda item shall be in accordance with the Company's Articles of Association: section of Shareholders Meeting. (Enclosure 8.)
- 4.2 On a poll at the meeting, every shareholder shall have one vote for each share of which he is the holder.
- 4.3 With respect to each agenda item, each shareholder or his proxy holder may vote "Approve" "Disapprove" or "Abstain" in accordance with his voting rights without any segregation of his shareholdings for the purpose of casting different votes, except for the case of the Custodian.
- 4.4 Any shareholder or his proxy holder who has a special interest in any matter shall not be eligible to cast his votes on the said matter and that the Chairman may invite such shareholder or his proxy holder to temporarily leave the meeting, except for voting on election of the Directors.
- 4.5 In case of an equality of votes, the Chairman of the meeting shall be entitled to a second vote which shall be a casting vote.
- 4.6 The Company will provide the ballots for voting with respect to each agenda item, as well as each sub-agenda item. After each agenda item has been completely discussed and voted, the ballots shall be collected and counted.
- 4.7 The Company shall employ the Barcode system for counting votes in this meeting.
- 4.8 Any attendee intending to leave the meeting early is kindly requested to his voting ballots and hand them over to the Company's staff for record.

Enclosure 7

Profiles of Independent Directors proposed to serve as a Proxy of Shareholders

Name – Surname : **Associate Professor Pachara Pacharavanich**
Position : Independent Director /
 Chairman of the Audit Committee
Age : 47 Years
Address : 1 Chak Phra Alley 15, Chak Phra Rd.,
 Khlong Chak Phra, Taling Chan, Bangkok 10170
Education : - Master of Business Administration
 - University of North Carolina – Chapel Hill, USA
 - Bachelor of Accountancy, Thammasat University
Relationship to other Executives : None
No. of Share(s) held in the Company : 1,946,900 shares or 0.29% of the total number of shares
Conflicts in the agenda for this AGM : None



or

Name – Surname : **Mr. Surapong Uthaichalanond**
Position : Independent Director/ Audit Director /
 Recruitment and Remuneration Director
Age : 65 Years
Address : 712 Sri Nakharin Rd., Suan Luang,
 Suan Luang, Bangkok 10250
Education : - Master of Public Administration, National
 Institute of Development Administration
 - Bachelor of Education Science, Silpakorn University
Relationship to other Executives : None
No. of Share(s) held in the Company : 1,000,000 shares or 0.15% of the total number of shares
Conflicts in the agenda for this AGM : None



Enclosure 8**Articles of Association of Synergetic Auto Performance Public Company Limited****Chapter 6****Meetings of Shareholders**

Article 31. The board of directors shall convene an annual general meeting of shareholders within Four (4) months from the last day of the fiscal year of the Company.

Other meetings of shareholders other than those specified in paragraph one shall be called extra-ordinary general meetings. The board of directors may call an extra-ordinary general meeting of shareholders at anytime whenever it deems appropriate.

Shareholders holding shares in the aggregate number of not less than One-Fifth (1/5) of the total number of shares sold, or Twenty-Five (25) shareholders or more holding shares in the aggregate number of not less than One-Tenth (1/10) of the total number of shares sold, may, by subscribing their names, make a written request to the board of directors to call an extra-ordinary general meeting at any time, provided that reasons to call such meeting shall also be clearly indicated in the request. In such case, the board of directors must convene a meeting of shareholders within One (1) month from the date of receipt of the request of the shareholders.

Article 32. To call a meeting of shareholders, the board of directors shall prepare a notice calling the meeting with an indication of the venue, date, time and agenda of the meeting and matters to be prepared to the meeting, together with appropriate details and a clear indication as to whether such matters are to be prepared for information, approval or consideration, as the case may be, as well as the opinion of the board of directors on those matters. The notice shall be delivered to the shareholders and the Public Companies Registrar not less than Seven (7) days prior to the date of the meeting, provided that the notice calling the meeting shall also be published in a newspaper not less than Three (3) days prior to the meeting date for the period of not less than Three (3) consecutive days.

The venue of the meeting must be in the vicinity of the province where the principal business office of the Company is located or in a nearby province as the board of directors deems appropriate.

Article 33. At a meeting of shareholders, there should be not less than Twenty-Five (25) shareholders and their proxies (if any) or not less than One-Half (1/2) of the total number of shareholders, with the aggregate number of shares of not less than One-Third (1/3) of the number of shares sold to constitute a quorum. If any meeting of shareholders appears that after One (1) hour from the time scheduled, the number of shareholders present at the meeting is insufficient to form a quorum as prescribed under paragraph one, in case the meeting of shareholder is requested by the shareholders, the meeting shall be dismissed, and, in case the meeting is not called due to the request of the shareholders, the meeting shall be called again by sending a notice of the meeting to the

shareholders not less than Seven (7) days prior to the date of the meeting. No quorum is required for such meeting.

Article 34. The Chairman of the board of directors shall preside over a meeting of shareholders. In the case where the Chairman of the board of directors is not present at the meeting or is unable to perform his/her duty, a vice chairman of the board of directors shall preside over the meeting. If there is no vice chairman or there is a vice chairman but he/she is not present at the meeting or unable to perform the duty, the meeting shall elect one of shareholders attending the meeting to preside over the meeting.

Article 35. In casting votes at a meeting of shareholders, One (1) share shall be entitled to One (1) vote and any shareholders, who has conflict of interest in any specific agenda, shall have no right to cast vote on the said agenda, unless casting vote for election of the directors. The resolution of the shareholders' meeting shall consist of the following votes.

- (1) In normal case, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the meeting shall have a final casting vote;
- (2) In the following cases, a resolution shall be passed by votes of not less than Three-Fourths (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:
 - (a) The sale or transfer of all or substantial part of the businesses of the Company to any person;
 - (b) The purchase or acceptance of transfer of businesses of other private companies or public companies by the Company;
 - (c) The entering into, amendment or termination of contracts relating to the renting out of all or substantial part of the businesses of the Company, the assignment to any person to manage the business of the Company, or the merger of the business with any person for the purpose of profit and loss sharing;
 - (d) The amendment of Memorandum of Association or Articles of Association of the Company;
 - (e) The increase or decrease of the Company's registered capital;
 - (f) The dissolution of the Company;
 - (g) The issuance of debentures and other securities under the law relating to Securities and Stock Exchange; and
 - (h) The amalgamation of the Company with other companies.

Article 36. Transactions to be conducted at the annual general meeting of shareholders are as follows:

- (1) Reviewing the report of the board of directors covering the Company's operating results in the preceding year;
- (2) Considering and approving the balance sheets and profit and loss account;
- (3) Considering the appropriation of profits and the appropriation of dividends;
- (4) Considering the election of new directors in replacement of those who retire by rotation;
- (5) Considering the determination of the directors' remuneration;
- (6) Considering the appointment of the auditor and fixing his/her remuneration; and
- (7) Other businesses.

Enclosure 9

Map of Meeting Venue of the Annual General Meeting of Shareholders for Year 2018

at Silk 1 - Silk 2 Room, 2nd Floor, Bangkok Exhibition and Convention Center (BITEC)

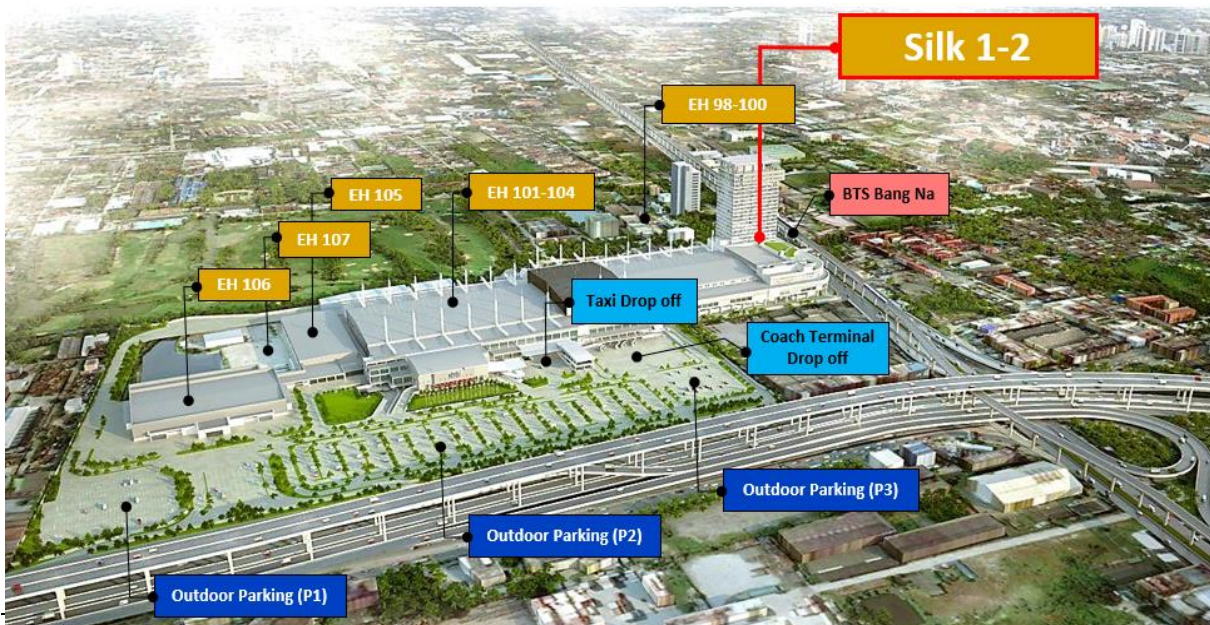
No. 88 Bangna-Trad Road (km.1), Bangna, Bangkok 10260

Public transportation

- Bus lines 2, 23, 25, 45, 102, 116, 129, 142 and Por Aor. 507, 508, 513, and 536 from Sukhumvit Road to Pak Nam, getting off the bus station at Bangna intersection and walk back about 100 meters to the entrance of BITEC.
- Sky Train (BTS) Bangna Station use Exit 1 to the BTS corridor connected to BITEC



Location of Silk 1 - Silk 2 Room



Enclosure 10**Requisition Form for Printed Copy of the 2017 Annual Report**

Dear Company Secretary,

I, Mr./Mrs./Ms./We,.....

wish to receive a printed copy of the 2017 Annual Report by (Please mark in any of () below)

() receiving at the registration counter at the Annual General Meeting of Shareholders for Year 2018.

() requesting the Company for its courier to the address given below.

Address no.....Moo..... Village..... Alley.....

Road..... Sub-district.....District.....

Province.....Postal code.....Telephone.....

Remark: After completion of the detailed information above, please forward it to the Company via e-mail at siriporn.s@asapcarrent.com or by FAX to Company Secretary at No. 02 091 8100 for the Company's further process as per the request of the shareholder.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form (Form B)

อากรแสตมป์
20 บาท
20 Baht Stamp
Duty

เขียนที่.....

Written at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....อายุ.....ปี สัญชาติ.....

(1) I/We Age Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Residing at No. Road Sub-District

อำเภอ/เขต.....จังหวัด.....

District Province

รหัสไปรษณีย์.....

Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ซินเนอร์จิค ออโต้ เพอร์ฟอร์แมนซ์ จำกัด (มหาชน)

Being a shareholders of Synergetic Auto Performance Public Company Limited (the "Company"),

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total number of share (s) and having the voting rights equivalent to vote as follows:

หุ้นสามัญ.....หุ้นออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share (s), having the voting rights equivalent to vote.

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preference share share (s), having the voting rights equivalent to vote.

(3) ขอมอบฉันทะให้

Hereby authorize

(1).....อายุ.....ปี

Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Residing at No. Road Sub-District District

จังหวัด.....รหัสไปรษณีย์..... หรือ

Province Postal Code or

กรรมการอิสระของบริษัท

Independent Director

(2) รองศาสตราจารย์ พัชรา พัชรวานิช อายุ 47 ปี อยู่บ้านเลขที่ 1 ซอยชักรพระ 15 ถนนชักรพระ แขวงคลองชักรพระ เขตตลิ่งชัน กรุงเทพมหานคร รหัสไปรษณีย์ 10170 หรือ

Associate Professor Pachara Pachravanich, Age 47, Residing at No 1 Chak Phra Alley 15, Chak Phra Rd.,

Khlong Chak Phra Sub- District, Taling Chan District, Bangkok 10170 or

- (3) นายสุรพงศ์ อุตัยชลาณนท์ อายุ 65 ปี อยู่บ้านเลขที่ 712 ถนนศรีนครินทร์ แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร รหัสไปรษณีย์ 10250

Mr. Surapong Uthaichalanond, Age 65, Residing at No 712 Sri Nakharin Rd., Suan Luang Sub-District, Suan Luang District, Bangkok 10250

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันพฤหัสบดีที่ 26 เมษายน 2561 เวลา 14.00 น. ณ ห้อง Silk 1 – Silk 2 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด (กม.1) เขตบางนา กรุงเทพมหานคร 10260 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Company's Annual General Meeting of Shareholders for the Year 2018, which will be held on Thursday, 26 April 2018 at 14.00 hr., at Silk 1 – Silk 2 Room, 2nd Floor, Bangkok International Trade & Exhibition Centre (BITEC), No. 88 Bangna Trad Road (Km.1), Bangna, Bangkok 10260, or any date and at any postponement thereof.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2560

Agenda 1: To consider Certification of Minutes of the Annual General Meeting of Shareholders for Year 2017

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานปี 2560

Agenda 2: To consider Acknowledgment of Report of the Board of Directors on the Company's 2017 Performance

วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะการเงินและกำไรขาดทุน สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2560

Agenda 3: To consider Approval of Balance Sheet and Profits and Loss Statement for the year-ended 31 December 2017

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณาอนุมัติจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและจ่ายเงินปันผลเป็นหุ้นปันผลและเงินสด สำหรับผลการดำเนินงานประจำปี 2560

Agenda 4: To consider Allocation of the Net Profit as Legal Reserve and Payment of Dividend in Forms of Share Dividend and Cash for Year 2017

4.1 พิจารณารับทราบการจ่ายเงินปันผลระหว่างกาล เมื่อ 6 มิถุนายน 2560

4.1 To acknowledge Payment of Interim Payment of Dividend on 6 June 2017

4.2 พิจารณานุมัติจัดสรรกำไรสุทธิประจำปี 2560 เป็นทุนสำรองตามกฎหมาย

4.2 To consider Approval of Allocation of the 2017 Net Profit as Legal Reserve

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4.3 พิจารณานุมัติจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2560 เป็นหุ้นปันผลและเงินสด

4.3 To consider Approval of Dividend Payment out of the Company's 2017 Performance in the Forms of Share Dividend and Cash

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติเพิ่มทุนจดทะเบียนและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ

Agenda 5: To consider Approval of Increase of the Company's Registered Capital and Allotment of the newly issued Ordinary Shares of the Company

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4. ให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 6: To consider Approval of Amendment of Clause 4 of the Memorandum of Association of the Company to be consistent with the proposed Increase of the Company's Registered Capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณาเลือกตั้งกรรมการแทนกรรมการซึ่งครบกำหนดออกตามวาระ

Agenda 7: To consider Approval of Election of Directors in replacement of those retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

การแต่งตั้งกรรมการทั้งหมด

Vote for all the nominated candidates as a whole

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee

1. นายประธาน อรัญยานนท์

Mr. Pratarn Aranyakananda

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นางปริญดา วงศ์วิลาส

Mrs. Parinda Vongvitavat

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายชัยรัตน์ กมลนรเทพ

Mr. Chairat Kamonoratep

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณากำหนดค่าตอบแทนกรรมการและกรรมการชุดย่อย ประจำปี 2561

Agenda 8: To consider Approval of Directors' Remuneration and Sub-committee's Remuneration for Year 2018

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดจำนวนเงินค่าสอบบัญชี

Agenda 9: To consider Approval of Appointment of External Auditors and Determination of Audit Fees for Year 2018

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 10 พิจารณาเพิ่มวัตถุประสงค์ของบริษัท จากเดิม 44 ข้อ เป็น 45 ข้อ และการแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 3 วัตถุประสงค์ของบริษัท

Agenda 10: To consider Approval of Amendment of the Company's Business Objectives from 44 to 45 objectives and Amendment to Clause 3 of the Company's Memorandum of Association – Business Objective

10.1 พิจารณาเพิ่มวัตถุประสงค์ของบริษัท จากเดิม 44 ข้อ เป็น 45 ข้อ

10.1 To consider Approval of Amendment of the Company's Business Objectives from 44 to 45 objectives

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

10.2 พิจารณาแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 3. วัตถุประสงค์บริษัท ให้สอดคล้องกับการเพิ่มวัตถุประสงค์บริษัท

10.2 To consider Approval of Amendment to Clause 3 of the Company's Memorandum of Association - Business Objectives

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 11 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 11: Any other businesses (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในระเบียบวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึง กรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those specified above, including the case that there is any

amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่ กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือเสมือนว่าข้าพเจ้าได้กระทำด้วยตนเองทุกประการ

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

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

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

หมายเหตุ / Remarks:

- 1 ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียว เป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder shall appoint only one proxy holder to attend and vote at the meeting. The shareholder may not split his/hers/ their share(s) to more than one proxy holder to attend and vote at the meeting.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคลได้
For the Agenda to elect the directors, the proxy holder is able to vote all or any individual director.

ใบประจำต่อแบบหนังสือมอบฉันทะ ข.

Annex Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ซินเนอร์เจติก ออโต้ เพอร์ฟอร์แมนซ์ จำกัด (มหาชน)

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันพฤหัสบดีที่ 26 เมษายน 2561 เวลา 14.00 น.

ณ ห้อง Silk 1 – Silk 2 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด (กม.1)

เขตบางนา กรุงเทพมหานคร 10260 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by a shareholder of **Synergetic Auto Performance Public Company Limited**

for the Annual General Meeting of Shareholders for the Year 2018, which will be held on Thursday, 26 April 2018 at 02.00 p.m.

at Silk 1 – Silk 2 Room, 2nd floor, Bangkok International Trade & Exhibition Centre (BITEC), No. 88 Bangna Trad Road (Km.1)

Bang Na, Bangkok 10260, or any date and at any postponement thereof.

วาระที่ เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะนี้ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We hereby certify that the statement in this Annex Proxy Form B. is correct, complete and true in all respects.

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

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