



[Translation-]

Minutes of Annual General Meeting of Shareholders for Year 2021

via electronic device (E-AGM)

of

Synergetic Auto Performance Public Company Limited

Time, Date and Venue of Meeting:

The Annual General Meeting of Shareholders for Year 2021 of Synergetic Auto Performance Public Company Limited (the “Company”) was held on 29 April 2021 at 14:00 hr.- 15.08 hr., The meeting will be conducted via electronic device (E-AGM) by broadcasting live from the Company's meeting room at No. 149 Moo 3 Theparak Sub-District, Muang Samut Prakarn District, Samut Prakarn Province. (the “Meeting”) which uses the E-AGM system of OJ International Company Limited

Introduction:

Ms. Siriporn Sirisap, Company Secretary and Investor Relations, (the “Company Secretary”) informed the Meeting that there were 10 shareholders present at the Meeting in person and 42 shareholders attending the Meeting by proxy, totalling 52 shareholders attending the Meeting, representing 499,234,063 shares or 68.7650 percent of the total paid up share capital of the Company, thus a quorum was formed in accordance with Article 33. Of the Articles of Association of the Company.

Since the situation of the COVID-19 virus infection has not yet returned to normal conditions, the Company is aware and cares about health and the safety of all attendees Board of Directors Therefore, the meeting should be held via electronic media, according to the regulations governing media conferences from 2020 and other relevant laws or regulations.

Today's meeting is an electronic meeting, the traffic information will be collected electronically of all attendees as evidence in attending the meeting such as the username or the attendee's username and the date and time of attendance and cancellation and the video and audio of the meeting attendees and other information will be recorded related Such as the number of attendees and the list of present attendees voting results of attendees etc.,.

#### **Preliminary Proceeding:**

Mr. Yol Phokasub, Chairman of the Board of Directors, who chaired the Meeting according to Article 33 of the Company's Articles of Association (the “Chairman”), welcomed the Annual General Meeting of shareholders and, then, declared the Meeting open. Prior to convening the Meeting, Miss Siriporn Sirisap Company Secretary and Investor Relation introduced the members of the Board of Directors, the management, the auditor and the legal advisor of the Company, who attended the Meeting, as follows:

#### **Directors attending the electronic meeting are:**

1. Mr. Yol Phokasub, Chairman of the Board of Directors
2. Mr. Songvit Titipoonya, Vice Chairman of the Board of Directors and Chief Executive Officer
3. Mrs. Parinda Vongvitavat, Director and Member of the Nomination and Remuneration Committee
4. Mr. Tanachai Bunditvorapoom, Director and Member of the Nomination and Remuneration Committee
5. Ms. Pachara Pacharavanich, Director and Chairman of the Audit Committee and Independent Director

#### **Directors attending the meeting live in the company meeting room, including**

6. Mr. Pratarn Aranyakananda, Director and Audit Director
7. General Sirivudhi Sukanthanark, Director
8. Mr. Surapong Uthaichalanond Director and Chairman of the Nomination and Remuneration Committee and Audit Director

The total number of directors is 8 persons, representing the proportion of directors attending the meeting equal to 100 percent of all directors.

#### **The Management team attending electronic meetings:**

1. Mr. Somkit Pipopwattana, Deputy Managing Director – Operation
2. Miss Ladda Satchoi, General Manager - After Sales
3. Mr. Pakorn Bunpanya, General Manager Call Center
4. Mr. Tul Vongvitavat, General Manager – Used Car Marketing

#### **The management team attended a live broadcast. In the company meeting room, including**

5. Mr. Prateep Silruk, Deputy Managing Director -Account & Finance / CFO
6. Mr. Passakorn Saejueng, Accounting Manager/ Accountant
7. Miss Siriporn Sirisap Company Secretary and Investor Relation

#### **External Auditors from Siam Truth Audit Company Limited attending electronic meetings:**

1. Mr. Bunjong Pichayaprasat
2. Miss. Orawan Suwanhiranchot

**Legal Advisor from Chandler MHM Company Limited attending electronic meetings:**

1. Ms. Julaphan Nimkarn

The Chairman informed the meeting, Thank you for your dignity and time taking part in the Annual General Meeting of Shareholders for the year 2021 today on this occasion, I would like to open the Annual General Meeting of Shareholders for the year 2021 of Synergetic Auto Performance Public Company Limited.

In 2020, Thailand faces the spread of COVID-19 and LOCKDOWN measures have been implemented, which have a wide impact on the national economy. The company is one of the operators that has been affected. Especially in respect of income from short-term car rental. Which has clearly disappeared foreign tourist customers but for the core business, long-term car rental in 2020 still has a 2.16 percent growth compared to the same period in 2019. The company was not affected by the COVID-19 epidemic. Significantly to existing long-term car rental customers but it will have an impact on the growth rate of new customers. Due to the overall economic slowdown of the country causing both the government and private sectors to slow down and reduce spending. This affects the used car sales business and franchises where sales do not meet the target as well.

The company has a policy to solve a variety of problems including monitoring the impact of COVID-19 of customers closely until now, the repayment of the long-term car rental of the customer is still normal and the company does not have measures to suspend debt or reduce debt for customers for new customers, the company has adjusted the long-term car rental business growth target to suit the overall economy of the country and strictly in reviewing the financial status and repayment ability of new clients before considering approval. They also try not to have too much concentration of customers in any particular business group and the company tries to control and cut expenses to reflect lower business revenues and activities, such as driver cuts unnecessary parking cancellation under such circumstances. The company will make utmost efforts to protect the interests of all groups of stakeholders.

As for the anti-corruption policy, the company adheres to transparency, ethics, and manages business under the principles of good corporate governance.

Later, the Chairman assigned Miss. Siriporn Sirisap, Company Secretary and Investor Relations clarification of rules and procedures in the meeting and details of how to vote and counting the votes summarized as follows.

Khun Siriporn informed the meeting that Board of Directors has passed a resolution approving the holding Annual General Meeting of Shareholders of the 2021 on Thursday, April 29, 2021 at 2:00 p.m., specifying the names of shareholders who are entitled to attend Annual General Meeting of Shareholders the 2021 on March 22, 2021 or Record Date and the company sent a summary of the agenda to Mailing shareholders

and bring the full copy of the meeting invitation letter on the company website from March 29, 2021 for all shareholders to read. I would like to inform the agenda according to the invitation letter as follows:

- Agenda Item 1: Approval the Minutes of the Extraordinary General Meeting of Shareholders  
No. 1/2020
- Agenda Item 2: Acknowledgement of the Report of the Board of Directors on the Operating  
Results of Year 2020.
- Agenda Item 3: Approval of the Balance Sheets and Statements of Earnings for the Year  
Ended December 31, 2020.
- Agenda Item 4: To consider omitting the allocation of the net profit as legal reserve and  
approve omitting the dividend payment from the operating result of the  
year 2020.
- Agenda Item 5: To consider Approval of Election of Directors in replacement of those retiring  
by rotation
- Agenda Item 6: To consider Approval of Directors' Remuneration and Sub-committee's  
Remuneration for Year 2021
- Agenda Item 7: To consider Approval of Appointment of External Auditors and  
Determination of Audit Fees
- Agenda Item 8: To consider Approval of Amendment of the Company's Business Objectives  
from 45 to 46 objectives and Amendment to Clause 3 of the Company's  
Memorandum of Association – Business Objectives
  - Agenda Item 8.1 To consider Approval of Amendment of the Company's  
Business Objectives from 45 to 46 objectives
  - Agenda Item 8.2 To consider Approval of Amendment to Clause 3 of the  
Company's Memorandum of Association - Business Objectives
- Agenda Item 9: Other businesses (if any)

The meeting will be conducted in order of the agenda as informed.

Each shareholder had a number of votes equal to one share per one vote and the shareholder was able to vote "Approved" "Disapproved" or "Abstain" in accordance with his voting rights without any segregation of his/her shareholdings for the purpose of casting different votes, except for the case of the Custodian. In case of proxy, a proxy was entitled to vote in line with those intentions specified in the relevant proxy.

A shareholder who has a special interest in any matter Such shareholder or proxy of that shareholder will not have the right to vote on such matter and the chairman of the meeting may invite such persons temporarily leave the meeting unless it is a matter of voting for the election of directors.

For the shareholders who have authorized the independent directors of the Company attend meetings and vote instead. That shareholder The counted votes will be the votes that include the votes according to the wishes of the shareholders who have granted proxy to the Company's independent directors.

The counting of votes according to the agenda of the 2021 Annual General Meeting of Shareholders that was notified will be divided into 3 types according to the Public Limited Companies Act B.E. 2535 and the Articles of Association of the Company:

- a) The following agenda items were required affirmative votes of a majority of the votes of the shareholders attending and being eligible to vote. The Company was to count only those vote casted by the shareholders attending and being eligible to vote "Approved" and "Disapproved" without counting those shareholders who abstained from vote or those void ballots. In case of an equality of votes, the Chairman was entitled to a second vote which was a casting vote.

Agenda Item 1: Approval the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020

Agenda Item 3: Approval of the Balance Sheets and Statements of Earnings for the Year Ended December 31, 2020.

Agenda Item 4: To consider omitting the allocation of the net profit as legal reserve and approve omitting the dividend payment from the operating result of the year 2020.

Agenda Item 5: To consider Approval of Election of Directors in replacement of those retiring by rotation

Agenda Item 7: To consider Approval of Appointment of External Auditors and Determination of Audit Fees

Agenda Item 8.1 To consider Approval of Amendment of the Company's Business Objectives from 45 to 46 objectives

- b) Agenda that requires votes of not less than two-thirds of the total number of votes of the shareholders who attend the meeting, which is Agenda 6 To consider Approval of Directors' Remuneration and Sub-committee's Remuneration for Year 2021, whereby the Company will calculate the votes base by counting the votes of the shareholders who attend the meeting. Shareholders attending the meeting vote "Agree", "Disagree", "Abstain" and "Voided".
- c) Agenda that requires at least three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote as follows: The company will calculate the voting base by counting the votes of the shareholders who attend the meeting and vote "agree", "disagree", "abstain" and "void", but do not count the shareholders' equity who have special interests.

Agenda Item 8.2 To consider Approval of Amendment to Clause 3 of the Company's Memorandum of Association - Business Objectives

**Electronic voting method**

1. Since this meeting is an electronic meeting Therefore, no ballot papers were printed.
2. In voting Shareholders are asked to go to the E-Voting window to vote on each agenda item. Within 45 seconds set time. When you click on a voting option, the system will have a Pop Up asking once again that Confirm the vote or not Press OK to confirm the vote. In the event that the shareholders Want to change the voting can be done by clicking on the new score again, but if the agenda has been closed Shareholders will not be able to vote or change the vote.
3. When you have finished voting Please return to the E-meeting window to continue watching the video and audio of the meeting. The staff will collect all the votes from the voting system.

**How to ask questions**

The Chairman will provide opportunities for shareholders and proxies from the Company's shareholders. Able to ask questions about the agenda. The meeting under consideration can be made by shareholders who wish to ask questions. This can be done in the following way.

1. Inquiry by speaking You will need to be at the E-meeting window, then go to the Participant menu and press the lift button Raise Hand The staff will open the mic for you to inquire. And when finished inquiring Please press down on the button Lower Hand.
2. Inquiry by typing You go to the Chat menu in the E-Meeting window to type a message and send it to the system.

For convenience and tighten the meeting time ask the shareholders to inquire by typing.

In asking a question each time Ask you to inform your name - surname With indicating whether you came in person or as a proxy before starting to ask questions every time for the benefit of the meeting notes are complete and correct.

Subsequently, the Chairman assigned Mr. Songvit Titipoonya, Vice Chairman and Chief Executive Officer to report to the meeting on Agenda item 1: Approval the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020.

**Agenda Item 1: Approval the Minutes of the Extraordinary General Meeting of Shareholders**

**No. 1/2020**

Mr. Songvit Titipoonya informed the Meeting that the Company' s Extraordinary General Meeting of Shareholders No. 1/2020 was held on 15 October 2020. The minutes of the said Extraordinary General Meeting of Shareholders was already prepared and submitted to the Ministry of Commerce. A copy of the minutes of the Extraordinary General Meeting of Shareholders No.1/2020 , as detailed in Enclosure 1 (Page 11), To request the shareholders to consider and approve the minutes of the Extraordinary General Meeting of Shareholders No.1/2020

Mr. Songvit Titipoonya informed that The Board of Directors considers that the minutes of the Extraordinary General Meeting of Shareholders No.1/2020 are correctly recorded and recommends the shareholders to certify the minutes of such meeting.

The Company Secretary subsequently informed the Meeting that resolution to approve this Agenda Item was required 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 was entitled to a second vote which was a casting vote. She also asked the Meeting to raise questions and comments in relation to or in connection with this matter. As there were no questions or comments raised, she later asked the Meeting to consider and certify the minutes of the said Extraordinary General Meeting of Shareholders No. 1/2020.

**Resolution** The Meeting considered and resolved certification of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2020. by affirmative votes of a majority of the votes of the shareholders attending and being eligible to vote as per details below.

Voting	No. of Votes	Percentage
Approved	499,234,063	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	-
Total	499,234,063	100.0000

**Agenda Item 2: Acknowledgement of the Report of the Board of Directors on the Operating**

**Results of Year 2020.**

The Chairman asked Mr. Songvit Titipoonya, Vice Chairman and Chief Executive Officer, to inform the Meeting of the performance of the Company for the year 2020,

Mr. Songvit Titipoonya, Vice Chairman and Chief Executive Officer informed that As of December 31, 2020, the company had a total of 18,662 cars, a decrease from 19,196 vehicles as of December 31, 2019, representing a 3% decrease in the total number of 18,662 cars, of which 16,964 were rented cars, a decrease from the year before 4 percent.

In 2020, the company had car rental income of 2,712 million baht, similar to the previous year with car rental income of 2,707 million baht, but the gross profit from car rental fell 23 percent due to the cost of car rental. Such as depreciation Repair and maintenance fee, insurance fee, registration fee That increased by 6 percent.

In 2020, the company had car sales revenue of 761 million baht, representing 1,971 cars, an 81 percent increase from the same period of the previous year, since in 2020 the company had more cars that had expired than the same period of the previous year. 1,038 cars, but because the price of second-hand cars in the market decreases As a result, the company had a gross loss from second-hand car sales of 30 million baht, compared to 9 million baht gross loss from car sales last year.

For the above reasons and coupled with the relatively high price competition market condition and the cost of providing services Soaring, whether it is the cost of repairs and maintenance of cars car insurance. As a result, the Company's gross profit decreased by 28% from the previous year.

In 2020, the company had sales and administrative expenses of 140 million baht, a decrease of 21% from the same period last year due to a 30% decrease in employee expenses from the previous year and in 2020 the company had financial costs of 388 million baht decreased by 6% from the same period of last year due to the company delaying the increase of new cars.

In summary, in 2020, the company has a net loss of 90.6 million baht, which is a similar amount of loss in 2019 with a net loss of 89.8 million baht.

The company has collected important events Together with the Company's performance for the year 2020 in the 2020 Annual Report for acknowledgment.

The Board considered and agreed that The shareholders' meeting should acknowledge the report. Performance of the Company for the year 2020 and the Annual Report 2020.



Later, the company secretary informed the meeting that This agenda is for acknowledgment only. Therefore, no voting was considered in this agenda and gave an opportunity for the meeting to ask questions and express opinions

No shareholder asked questions and leave additional comments.

The meeting acknowledged the report on the operation results for the year 2020 and the annual report for the year 2020 of the company.

**Agenda Item 3: Approval of the Balance Sheets and Statements of Earnings for the Year Ended December 31, 2020.**

The Chairman asked Mr. Songvit Titipoonya, Vice Chairman and Chief Executive Officer to inform the Meeting of the Company's balance sheet and profit and loss statements for the year ended 31 December 2020, which could be summarized as follows:

Mr. Songvit Titipoonya, Vice Chairman and Chief Executive Officer to inform the Meeting of Section 112 of the 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 statements 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 statements are required to be duly audited by an external auditor prior to the proposal made to such meeting of the shareholder. Balance Sheet and profit and loss statements for the year ended 31 December 2020, together with the Auditor's Report, as provided in part 2 of the 2020 Annual Report, which was furnished to the shareholder, together with the invitation to the Meeting, were already audited by the external auditor and reviewed by the Audit Committee. They were also approved by the Board of Directors.

Mr. Songvit, informed that The Board of Directors had considered and recommended the shareholders to consider approval of the balance sheet and profit and loss statements for the year ended 31 December 2020, which were audited by the external auditor and reviewed by the Audit Committee for their correctness.

The balance sheet and profit and loss statements for the year ended 31 December 2020 (part 2 of the 2020 Annual Report) could be summarized as follows:

Items	Consolidated Financial Statement (Million Baht)		
	Year 2017	Year 2018	Year 2019
Total Assets	12,639	13,122	11,992
Total Liabilities	11,146	11,719	10,681
Total Income	2,675	3,202	3,557
Net Profit	89.64	(89.79)	(90.55)
Profit per share	0.12 Baht	(0.12) Baht	(0.12) Baht

The Company Secretary subsequently informed the Meeting that resolution to approve this Agenda Item was required 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 was entitled to a second vote which was a casting vote. She also asked the Meeting to raise questions and comments in relation to or in connection with this matter. As there were no questions or comments raised, she later asked the Meeting to consider approval of the Company's balance sheet and profit and loss statements for the year ended 31 December 2020.

**Resolution** The Meeting considered and resolved approval of the Company's balance sheet and profit and loss statements for the year ended 31 December 2020 by affirmative votes of a majority of the votes of the shareholders attending and being eligible to vote as per details below.

Voting	No. of Votes	Percentage
Approved	499,234,063	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	-
Total	499,234,063	100.0000

**Agenda Item 4: To consider omitting the allocation of the net profit as legal reserve and approve omitting the dividend payment from the operating result of the year 2020.**

The Chairman asked Mr. Songvit Titipoonya, Vice Chairman and Chief Executive Officer to inform the Meeting of this Agenda 4, omitting the allocation of the net profit as legal reserve and approve omitting the dividend payment from the operating result of the year 2020. The results of operations for the year 2020 can be summarized as follows:

Mr. Songvit Titipoonya, Vice Chairman and Chief Executive Officer informed the Meeting by majority votes of the shareholders attending the meeting, approve the Allocation of the 2018 Net Profit as Legal Reserve . The 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.

Mr. Songvit informed that The For the year 2020, the company had a net loss of the separate financial statements amounting to 90.55 baht, so it was proposed to the meeting to consider. No allocation of 2020 net profit as legal reserve This is in line with the Company's policy and will not pay dividends for the performance of the year 2020 due to the Company's operating loss.

Later, the company secretary Informed the meeting that This agenda must pass a resolution approving with a majority vote of the shareholders who attend the meeting and have the right to vote. If there are equal votes, the chairperson will have one more vote to decide and gave an opportunity for the meeting to ask questions and express opinions However, there were no shareholders inquiring or expressing opinions. Therefore, requested the meeting to approve the omission of appropriation of net profit as legal reserve and no such dividend payment.

**Resolution** : The shareholders' meeting, with the majority votes of the shareholders present at the meeting and have the right to vote resolved to approve the cancellation of the allocation of net profits as legal reserve and no dividend payment with the majority votes of the shareholders who attend the meeting and have the right to vote as follows:

Voting	No. of Votes	Percentage
Approved	499,234,063	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	-
Total	499,234,063	100.0000

**Agenda Item 5: To consider approval of election of directors in replacement of those retiring by rotation.**

The Chairman asked to Mr. Surapong Uthaichalanond Director and Chairman of the Nomination and Remuneration Committee and Audit Committee report to the meeting on Agenda 5 to consider and elect directors in place of those who retired by rotation can be summarized as follows:

Mr. Surapong Uthaichalanond, The Nomination and Remuneration Committee and Audit Committee informed the Meeting that Section 71 of the PLC Act and Article 17 of the Articles of Association of the Company provide that one-third (1/3) of Directors shall retire by rotation at the annual general meeting, and the retiring directors are eligible for re-election.

At present, 8 Directors were serving as members of the Board of Directors. As at the 2021 Annual General Meeting, the following 2 directors were due to retire by rotation:

1. Mr. Pratarn Aranyakananda, Director / Audit Committee / Independent Director
2. Mrs. Parinda Vongvitavat, Director / Member of the Nomination and Remuneration Committee

During 1 October 2020 - 31 December 2020, the Company had invited shareholders to propose agenda items for consideration at Annual General Meeting of Shareholders for the Year 2021 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.

The Nomination and Remuneration Committee was considered through a careful screening process and careful selected persons who have qualifications, knowledge, capabilities, expertise and experience according to the recruiting process. It is deemed appropriate to propose that the two retiring directors to be re-appointed to serve as directors of the Company for another term. Having qualifications suitable for the Company's business operation and has the qualifications to comply with the principles of authority of the Board of Directors, the Audit Committee, and the Committee and the Remuneration Committee as well as the determination to perform with full efficiency Ability and has provided useful business proposals to the said company throughout his tenure, both of whom are willing to be the directors of the Company again as well.

Mr. Surapong Uthaichalanond, informed that the Board of Directors has considered through a careful screening process and carefulness of the Board of Directors and saw that The Annual General Meeting of shareholders should approve the election of the two directors who retire by rotation, namely

1) Mr. Pratarn Aranyakananda and 2) Mrs. Parinda Vongvitavat, Returning to the position for another term According to the proposal of the Nomination and Remuneration Committee that has considered and screen appropriately.

Later, the company secretary Informed the meeting that This agenda requires a resolution of approval by a majority vote of the shareholders who attend the meeting and have the right to vote. If there are equal votes, the chairperson will have an additional vote as a deciding vote. And gave an opportunity for the meeting to ask questions and express opinions However, there were no shareholders inquiring or expressing opinions. Therefore, the meeting was requested to consider and approve the election of directors to replace those who are due to retire by such term.

**Resolution** The shareholders' meeting, with the majority votes of the shareholders present at the meeting and have the right to vote It is resolved to approve the reappointment of the following persons to serve as directors of the Company for another term.

1) Mr. Pratarn Aranyakananda, holding the positions of Director / Audit Committee / Independent Director, excluding abstentions and from the calculation base. The voting results were as follows:

Resolution	Number of votes	Percent (%)
Approval	499,234,063	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided	0	-
Total	499,234,063	100.00

2) Mrs. Parinda Vongvitavat, holding the positions of Director / Recruitment and Remuneration Director, excluding abstentions and from the calculation base. The voting results were as follows:

Resolution	Number of votes	Percent (%)
Approval	499,234,063	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided	0	-
Total	499,234,063	100.00

**Agenda Item 6: To consider Approval of Directors' Remuneration and Sub-committee's Remuneration for Year 2021.**

The Chairman asked Mr. Surapong Uthaichalanond, Director and Chairman of the Nomination and Remuneration Committee informed to the meeting regarding Agenda 6: Determination of remuneration for directors and sub-committees for the year 2021 can be summarized as follows:

Mr. Surapong Uthaichalanond, Director and Chairman of the Nomination and Remuneration Committee, informed to the Meeting that it was 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 is required a resolution of the shareholders' meeting.

Having considered various amounts of the Directors' remuneration and sub-committee's remuneration, the Nomination and Remuneration Committee and agreed to propose to the shareholders to approve the remuneration for the directors Sub-committee In the form of monthly compensation and meeting allowance at the same rate as the rate approved by the Annual General Meeting of Shareholders in 2020, in addition to the remuneration paid by the directors The company has provided compensation and other benefits including Directors & Officers Liability Insurance.

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 2021 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-

The Company Secretary subsequently informed that This agenda must be approved by a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting under Section 90, paragraph 2 of the Public Limited Companies Act BE 2535 (as amended) and Article 22 of the Articles of Association of the Company and opened the opportunity for the shareholders to ask questions and express their opinions.

As there were no questions or comments raised, the Company Secretary later asked the Meeting to consider approval of the aforesaid amounts of the 2021 remuneration for Directors and Sub-committees as proposed by the Nomination and Remuneration Committee.

**Resolution** The meeting approved the remuneration for directors and sub-committee members for the year 2021, equal to the previous year with votes Not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting The resolution of the meeting consisted of the following votes:

Voting	No. of Votes	Percentage
Approved	499,234,063	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	-
<b>Total</b>	<b>499,234,063</b>	<b>100.00</b>

**Agenda Item 7: To consider Approval of Appointment of External Auditors and Determination of Audit Fees**

The Chairman asked Ms. Pachara Pacharavanich, Director and Chairman of the Audit Committee report to the meeting about Agenda 7: Appointment of the auditor and determine the amount of audit fees Summarized as follows:

Ms. Pachara Pacharavanich, Director and Chairman of the Audit Committee informed the Meeting that Section 120 of the PLC Act and Article 39 of the Articles of Association of the Company provide that the auditors were to be elected/appointed and their audit fee to be fixed by annual general meeting of the Company's shareholders annually a retiring auditor was eligible for re-election.

Having considered the quality of work rendered by the existing auditors of the Company for 2020, 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 for their resolution to propose the annual general meeting of shareholders for the year 2021 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 2021:

1. Mr. Banjong Pitchayaprasant, Certified Public Accountant No. 7147,  
the signer of the financial statements for the year 2018, 2019 and 2020 ; or
2. Mr. Kraisith Silpamongkolkul, Certified Public Accountant No. 9429,  
the signer of the financial statements for the year 2016 and 2017; or
3. Miss Khemanunt Jaichuen, Certified Public Accountant No. 8260,  
Never signed in the financial statements.

In addition, the certified public accountant from Siam Truth Audit Co., Ltd. is a company that audited the company for 5 years and has no relationship and / or interest with the company and subsidiaries (The Company has no subsidiaries) including management, major shareholders or those related to such person.

Therefore, they are independent in auditing and expressing opinions on the Company's financial statements. By the audit committee of the company agreeing the auditor's fee for the year 2021 in the amount of 1,600,000 baht, equal to the previous year and other related expenses as the auditor will collect from the company. The Board considered and agreed that The shareholders' meeting should approve the appointment.



He further informed that the Board of Directors had considered and deemed it appropriate for the shareholders' meeting to approve the appointment of:

1. Mr. Banjong Pitchayaprasant, Certified Public Accountant No. 7147; or
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 2021, The Company does not have a subsidiary and determine the auditor's remuneration for the year 2021 in the amount of 1,600,000 baht and other related expenses as the auditor will collect from the company according to the proposal of the above audit committee.

The Company Secretary further informed the Meeting that resolution to approve this agenda Item was required 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 was entitled to a second vote which was a casting vote. She also asked the Meeting to raise questions and comments in relation to or in connection with this matter. As there were no questions or comments raised, she later asked the Meeting to consider approval of the aforesaid appointment of the external auditors and remuneration.

**Resolution** Shareholders' meeting by majority votes of shareholders attending the meeting and having the right to vote Resolved to appoint an auditor from Siam Truth Audit Company Limited to be the Company's auditor for the year 2021 by assigning one of the auditors according to the following list Is the auditor of the company

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

And approve the auditor's remuneration for the year 2021, the amount of 1,600,000 baht and other related expenses as the auditor will collect from the company. The resolution of the meeting consisted of the following votes:

Voting	No. of Votes	Percentage
Approved	499,234,063	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	-
<b>Total</b>	<b>499,234,063</b>	<b>100.00</b>

Agenda Item 8: To consider Approval of Amendment of the Company's Business Objectives from 45 to 46 objectives and Amendment to Clause 3 of the Company's Memorandum of Association – Business Objectives

Agenda Item 8.1 To consider Approval of Amendment of the Company's Business Objectives from 45 to 46 objectives

The Chairman asked Mr. Songvit Titipoonya, Vice Chairman and Chief Executive Officer to inform the Meeting of the Agenda Item 8.1 To consider Approval of Amendment of the Company's Business Objectives from 45 to 46 objectives, which could be summarized as follows:

Mr. Songvit Titipoonya, Vice Chairman and Chief Executive Officer to inform the company has a plan to sell used cars by self auction method Therefore, the Company needs to increase the Company's objectives from 45 items to 46 items in order to be clear and cover material activities in the said business as well as to support property auction services to be sold by auction in the future.

Mr.Songvit, informed that the Board considered that The shareholders' meeting should approve the increase of the Company's objectives from the original 45 items to 46 items to support the plan to sell used cars by self auction method And property auction management services for auction.

The objectives of the company item (46) are as follows:

“Article (46): Property auction management service for auction”

The shareholders' meeting should approve the authorization of the Chief Executive Officer or any person as an agent in the registration process for additional purposes as well as proceeding with corrections, shortening words and any other related.

The Company Secretary informed that this agenda must pass an approval resolution with majority votes of the shareholders. Who attend the meeting and have the right to vote If there are equal votes The chairman of the meeting shall have an additional casting vote as a casting vote. and gave an opportunity for the meeting to ask questions and express opinions However, there were no shareholders inquiring or expressing opinions. Therefore, the meeting was requested to consider increasing the Company's objectives from the original 45 items to 46 items as mentioned.

**Resolution** : The meeting by majority votes of the shareholders attending the meeting, to of Amendment of the Company's Business Objectives from 45 to 46 objectives are as follows:

“Article (46): Property auction management service for auction”

The shareholders' meeting approve the authorization of the Chief Executive Officer or any person as an agent in the registration process for additional purposes as well as proceeding with corrections, shortening words and any other related. The voting results were as follows:

Resolution	Number of votes	Percent (%)
Approval	499,234,063	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided	0	-
Total	499,234,063	100.00

**Agenda Item 8.2 To consider Approval of Amendment to Clause 3 of the Company's Memorandum of Association - Business Objectives**

The Chairman asked Mr. Songvit Titipoonya, Vice Chairman and Chief Executive Officer to inform the Meeting of the Agenda Item 8.2 To consider Approval of Amendment to Clause 3 of the Company's Memorandum of Association - Business Objectives, which could be summarized as follows:

Mr. Songvit Titipoonya, Vice Chairman and Chief Executive Officer to inform 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 8.1, to read as follows:

*"Clause 3 The business objectives of the Company comprise 46 items, details of which are prescribed in the BMJ.002 form attached."*

Mr. Songvit informed that 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 8.1 above.

The Company Secretary informed that this agenda 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 and gave an opportunity for the meeting to ask questions and express opinions However, there were no shareholders inquiring or expressing opinions. Therefore, the meeting was requested to consider approval of Amendment to Clause 3 of the Company's Memorandum of Association - Business Objectives

**Resolution** : The meeting by 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 as follows : To approve of Amendment to Clause 3 of the Company's Memorandum of Association - Business Objectives. The voting results were as follows:

Resolution	Number of votes	Percent (%)
Approval	499,234,063	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided	0	-
Total	499,234,063	100.00

#### Agenda Item 9: Other businesses (if any)

The Chairman informed that at this time, the meeting considered various matters. In accordance with the order of the agenda presented in the invitation to the meeting completely. If the meeting has any questions or comments that are beneficial to any company.

The company secretary informed the meeting that for any shareholder who has questions ask you to inquire by typing, Please to the chat menu in the E-Meeting window to type a message and send it to the system by specifying the name and surname of the shareholder who came in person or as a proxy for the benefit of recording in the meeting minutes.

When there were no further questions and comments from the shareholders. The Chairman subsequently expressed his appreciation to all shareholders for their trust in being part of Synergetic Auto Performance Public Company Limited and for their value time to attend Annual General Meeting for year 2021 , and hoped to receive a good co-operation from them for any upcoming as usual.

The Company Secretary informed the meeting that the Annual General Meeting of Shareholders for the year 2021 of Synergetic Auto Performance Public Company Limited had been completed at 15.08 hours. There were 10 shareholders attending the meeting in person and by proxy, 42 shareholders, totaling 52 shareholders, representing 499,234,063 shares or 68.7650 percent of the total number of shares sold of the company.



The meeting was closed at 15.08 hr.,

Signed ----- Chairman of the Meeting

(Mr. Yol Phokasub)

Chairman of the Board of Directors

Signed ----- Minutes Recorder

(Miss Siriporn Sirisap)

Company Secretary and Investor Relation