

Notice of the 2014 Annual General Meeting of Shareholders



Synnex (Thailand) Public Company Limited

Date: 25 April 2014 Time: 10:00 A.M.

At Synnex (Thailand)'s Head Office, 433 Sukontasawat Road,
Khwang Lardprao, Khet Lardprao, Bangkok 10230

Synnex (Thailand) Public Company Limited

Notice Calling of the 2014 Annual General Meeting of Shareholders

21 March 2014

Subject: Invitation to attend the 2014 Annual General Meeting of Shareholders

To: All shareholders of Synnex (Thailand) Public Company Limited

- Enclosures:
1. Copy of the Minutes of the 2013 Annual General Meeting of Shareholders, as held on 26 April 2013
 2. Annual Report including the financial statements for the year ended 31 December 2013
 3. Profiles of the proposed directors to replace those retiring by rotation
 4. Company's Articles of Association relating to the Annual General Meeting of Shareholders
 5. Explanations regarding how to grant a proxy, register, present proof of identity for attending the meeting and voting in the Shareholders' Meeting
 6. Proxy forms
 7. Profiles of proxy directors
 8. Location map of the Meeting's venue

The Board of Directors' Meeting no. 1/2014, as held on 24 February 2014, agreed to call the 2014 Annual General Meeting of Shareholders, which will be held on Friday, 25 April 2014 at 10:00 A.M. at Synnex (Thailand)'s Head Office, located at 433 Sukhonthasawat Rd., Lat Phrao, Bangkok 10230, to consider the following matters:

Agenda 1 To consider certifying the minutes of the 2013 Annual General Meeting of Shareholders, as held on 26 April 2013

Facts and Rationale: The Company held the 2013 Annual General Meeting of Shareholders on 26 April 2013 and a copy of the Meeting's minutes is attached hereto (Enclosure 1).

The Board of Directors' Opinion: It is considered appropriate by the Board of Directors to present the minutes of the 2013 Annual General Meeting of Shareholders, as held on 26 April 2013, to the Shareholders' Meeting to be reviewed and certified.

Agenda 2 To consider acknowledging the report on the Company's operating result in respect of the year 2013

Facts and Rationale: The Company has summarized the operating results of the Company during the year 2013 and the Board of Directors proposes the Shareholders' Meeting to consider acknowledging the aforementioned operating results, as attached hereto (Enclosure 2) and summarized below:

<u>Operating Results</u>	
Total Revenues	18,758.88 THB Million
Growth of Total Revenues	-8.83 %
Net Profit	221.84 THB Million
Growth of Net Profit	-40.28 %
<u>Financial Status</u>	
Total Assets	4,654.64 THB Million
Total Liabilities	2,597.76 THB Million
Shareholders' Equity	2,056.88 THB Million
<u>Important Financial Ratios</u>	
Gross Profit Margin	5.08 %
Net Profit Margin	1.18 %
Return on Equity Ratio	10.98 %
Current Ratio	1.67 Times
Debt to Equity Ratio	1.26 Times

The Board of Directors' Opinion: It is considered appropriate by the Board of Directors to report the operating results of the Company for the year 2013 for the Shareholders' Meeting to acknowledge.

Agenda 3 To consider approving the financial statements for the year ended 31 December 2013

Facts and Rationale: In order to comply with the Public Company Limited Act, B.E. 2535, the Company has provided the Balance Sheet and Income Statement ended 31 December 2013, which have been audited and certified by the Company's Auditor. The Board of Directors proposes the Shareholders' Meeting to consider and approve the abovementioned information, as attached hereto (Enclosure 2).

The Board of Directors' Opinion: It is considered appropriate by the Board of Directors to propose the Shareholder's Meeting to approve the financial statements of the Company ended 31 December 2013, which have been audited and certified by the Auditor from KPMG Phoomchai Audit Co., Ltd. and reviewed by the Company's Audit Committee, demonstrating the financial status of the Company during the year 2013.

Agenda 4 To consider approving the dividend payment to the Company's shareholders from the operating result of the year 2013 and the appropriation of retained earnings for the legal reserve for the year 2013

Facts and Rationale: According to Section 115 of the Public Company Limited Act, B.E. 2535, the dividend payment is prohibited if it comes from a source other than the profit and in case that the Company has retained deficit, dividend payment is also prohibited. In accordance with Article 50 of the Articles of Association of the Company, the dividend payment shall be distributed equally by the number of shares. According to Section 116 of the Public Company Limited Act, B.E. 2535, the Company is required to allocate not less than 5 percent of the year-ended net profit, after deducting retained losses (if any), as legal reserves until reaching a minimum of 10 percent of the total registered capital, as also stated in Article 51 of the Articles of Association of the Company. Furthermore, it is a company policy to distribute dividends at the amount of not less than 40 percent of the Company's net profit after tax and other reserves.

The Board of Directors' Opinion: The Company gained net earnings (parent company only) for the year 2013 at 213,250,903 THB (Two Hundred thirteen Million Two Hundred and fifty Thousand and Nine Hundred three Baht) and inappropriate retained earnings at the amount of 767,665,295 THB (Seven Hundred Sixty-Seven Million Six Hundred Sixty - five Thousand and Two Hundred Ninety-Five Baht). After consideration, the Board of Directors proposes the dividend payment to the Company's shareholders for the year 2013 in forms of cash dividend at the rate of THB 0.15 per share, the amount of net profit appropriated for the legal reserves for the year 2013 totals THB 9,500,000 (Nine Million Five Hundred Thousand Baht). When combined with the legal reserve of the year 2013, the total legal reserves of the Company equal to THB 80,000,000 (Eighty Million Baht)

The Record Date for name listing of shareholders entitled to receive the dividend payment for the year 2013 will be on 1 April 2014. The share registration book closing date to determine the right to receive dividends will be on 2 April 2014 while the dividend payment date for the year 2013 will be on 15 May 2014.

Comparison of the dividend payment within the past 2 years:

Description	2013 (Year of Proposal)	2012
Interim dividend (THB/Share)	-	-
Date of interim dividend payment	-	-
Remaining dividend (THB/Share)	0.15	0.22
Date of remaining dividend payment	15 May 2014	14 May 2013
Cash dividend payment per share (THB/Share)	0.15	0.22
Stock dividend payment per share (Existing Share/ Dividend Share)	-	10:1 (or 0.10 THB/Share)
Total dividend payment (Million THB)	115.55	153.25
Payment ratio (as a percentage)	51.72	60.38

Agenda 5 To consider approving the appointment of the directors to replace those retiring by rotation

Facts and Rationale: According to Article 18 of the Articles of Association of the Company, one-third of the directors of the Company shall retire by rotation at the event of each Annual General Meeting of Shareholders. If the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall retire. In the first year and the second year after the Company's listing, the directors who retire shall be determined upon drawing. In the each of the following years, the directors who have been in office the longest shall retire. The four directors retiring by rotation this year are as follows:

1. Mr. Supant Mongkolsuthree
2. Mr. Virachai Srikajon
3. Mr. Tu, Shu-Wu
4. Mr. Lin Tai-Yang

From January 6 - February 7, 2014, the Company provided an opportunity for shareholders to propose agenda and nominate candidates to be proposed for the appointment as the Company's Director. It turns out that there is no shareholder proposing both agenda and qualified candidates.

The Board of Directors' Opinion: The Board of Directors agrees to propose the Shareholders' Meeting to consider reappointing 3 directors including Mr. Supant Mongkolsuthree, Mr. Tu Shu-Wu, Mr. Lin Tai Yang who are all due to retire by rotation to resume their directorship of the Company for another office's term. The Board of Directors also proposes the shareholders to appoint Ms. Siriwan Sukanjanasiri in replacement of Mr. Virachai Srikajon who is due to retire by rotation, as it is deemed that these abovementioned persons are knowledgeable and capable, have far-reaching vision, possess fine leadership qualities, have transparent track record and are able to offer their opinions in an independent manner for the benefit of the Company. (Profiles of directors are specified in Enclosure 3).

Agenda 6 To consider approving the remunerations of the Company's directors, Audit Committee's members, and Committees' members for the year 2014

Facts and Rationale: According to Article 34 of the Articles of Association of the Company, directors are eligible to receive payment from the Company in the form of allowance, remuneration, reward, bonus or other benefits in accordance with the Articles of Association of the Company or the Shareholders' Meeting. The Shareholders' Meeting may fix the payment, or set out guidelines for the remunerations each year, or set out conditions which will take effect until revised. Above and beyond that, the directors shall get remuneration as specified in the Company's regulation. However, this aforementioned payment shall not affect the Company's employees which are elected as the Company's directors. The benefits received as the Company's employees shall remain in any case.

Criteria for remuneration: The remunerations of the Company's directors, Audit Committee's members, and Committees' members have been carefully considered in the Nomination and Compensation's Meeting before being submitted to the Board of Directors' Meeting for approval.

The Board of Directors' Opinion: For the year 2013, the Company determined the remunerations of the Company's directors, Audit's Committee's members, and Committees' members at the total amount not exceeding THB 3,500,000. The Nomination and Compensation Committee has fixed the remunerations for the year 2014 of the Company's directors, Audit's Committee's members, and Committees' members to not exceed THB 3,500,000 in total. For transparency as per the normal practice of good corporate governance, it is considered appropriate by the Board of Directors to propose the Shareholders' Meeting for consideration the following 2014 remunerations of the directors, Audit Committee's members, and Committees' members of the Company:

Remunerations of the Company's directors, Audit Committee's members, and Committees' members:

Remuneration of the Company's directors/ Audit's Committee's members/ Committees' members	Position	2014 (Year of Proposal) (THB/Meeting/ Person)	2013 (THB/Meeting/ Person)
1.1 Company's directors	President	30,000	30,000
	Director	20,000	20,000
1.2 Audit's Committee's members	Chairman	20,000	20,000
	Member	18,000	18,000
1.3 Nomination and Compensation Committee	Chairman	18,000	18,000
	Member	18,000	18,000
1.4 Financial Risk Management Committee	Chairman	18,000	18,000
	Member	18,000	18,000
1.5 Operational Risk Management Committee	Chairman	18,000	18,000
	Member	18,000	18,000
1.6 Legal Risk Management Committee	Chairman	18,000	18,000
	Member	18,000	15,000
1.7 Corporate Governance Committee	Chairman	18,000	18,000
	Member	18,000	18,000
Total Remunerations for the Company's directors/ Audit's Committee's members/ Committees' members		Not exceeding 3,500,000	Not exceeding 3,500,000

Remark: Executive members of the Committees (item no. 1.3 – 1.7) shall not be remunerated from the meeting attendance.

Agenda 7 To consider approving the appointment of the Company's Auditor and the fixing of their remuneration for the year 2014

Facts and Rationale: In accordance with Section 120 of the Public Company Limited Act, B.E. 2535, the Shareholders' Meeting shall appoint the auditor and fix their auditing fee every year, and the same auditors can be reappointed. Furthermore, Article 61 of the Articles of Association of the Company states that the auditor must not be a director, employee, or associate of the Company. According to the notification of the Securities and Exchange Commission (SEC), the shareholders' meeting shall appoint the auditor and fix their auditing fee every year.

The Board of Directors' Opinion: In order to comply with the aforementioned section of the Public Company Limited Act, B.E. 2535, as proposed by the Audit Committee, it is considered appropriate by the Board of Directors to propose the Shareholders' Meeting to consider approving the following certified public accountants from KPMG Phoomchai Audit Co., Ltd. to be chosen as the Company's Auditor for the year 2014:

<u>Name of Auditor</u>	<u>CPA Registration No.</u>	<u>Number of Audited year</u>
1. Mr.Charoen Phosamritlert	4068	Never signed the financial statements
2. Ms.Nittaya Chetchotiros	4439	Never signed the financial statements
3. Mr.Bunyarit Thanormcharoen	7900	Signed for the year 2011 – 2013

The abovementioned certified public accountants will be authorized to conduct the audit and express an opinion on the annual financial statements of the Company. In the absence of the above-named accountants, KPMG Phoomchai Audit Co., Ltd. is authorized to identify other certified public accountants to carry out the auditing work.

The Board of Directors also agrees to propose the Shareholders' Meeting to consider approving the Auditor's remuneration from auditing the Company and the Subsidiary for the year 2014 at the amount totaling THB 970,000, increasing THB 37,000 or 3.97%, when compared to their remuneration for the year 2013. The aforementioned certified public accountants do not have any relationship with the Company or the Subsidiary or Management or any shareholder of the Company.

Comparison of the Auditor's remuneration within the past 2 years

	2014 (Year of Proposal)	2013	Increase in Remuneration from the Previous Year
Company's Auditor	KPMG Phoomchai Audit Co., Ltd.	KPMG Phoomchai Audit Co., Ltd.	THB 37,000 3.97%
Remuneration from auditing the Company and the subsidiary	THB 970,000	THB 933,000	

Remark: The abovementioned remuneration excludes the expenditure incurred with respect to traveling expense, upcountry accommodation, allowance, and other expenses.

Agenda 8 To consider approving the addendum to the Company's objective of using mortgage

Facts and Rationale: In order to promote sales and to manage risks of the Company, the Chairman proposed the Meeting to consider approving the including of the following addendum to the Company's objective of using mortgage:

“To accept mortgage as collateral or security of payment of receivables from the Company's vendors/dealers and to permit the redeeming of such mortgage”

The Board of Directors' Opinion: The Board of Directors has considered the facts and the reasons above and to propose the Shareholders' Meeting to consider approving the additional purpose mortgage as collateral or security of payment of receivables from the Company's vendors/dealers and to permit the redeeming of such mortgage”

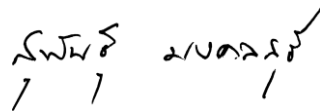
Agenda 9 Other matters (if any)

The Record Date on which the shareholders have the right to attend and vote in the Company's 2014 Annual General Meeting of Shareholders will be on 1 April 2014 and the share registration book's closing date for gathering shareholders' name will be on 2 April 2014. You are hereby cordially invited to attend the 2014 Annual General Meeting of Shareholders which will be held on, Friday, 25 April 2014 at 10:00 A.M. at Synnex (Thailand)'s Head Office, 433 Sukhonthasawat Rd., Lat Phrao, Bangkok 10230. (Map of the Meeting venue can be found in Enclosure 8). The registration for the Shareholders' Meeting attendance starts from 09:30 A.M..

In order to accommodate the commuting of the shareholders, the Company will be arranging a shuttle van service between the Stock Exchange of Thailand (SET) and the Head Office of the Company on the Shareholders' Meeting's date, using the frontal space of the SET's building as the meeting point and setting the departure time from SET at 09:00 A.M. Any shareholder wishing to enroll for the shuttle van service, please submit your request via the Company's website, www.synnex.co.th/investor, or by phone 66(0)-2553-8888 Ext. 5311 and 5300 by, Monday, 21 April 2014.

Any shareholder who is unable to attend the Meeting may appoint a proxy by filling in and signing the proxy form (Enclosure 6). Should the shareholder wish to appoint an independent director as a proxy director, Mr.Somchai Apiwattanapron and Mrs.Maleeratna Plumchitchom, whose profiles are enclosed (Enclosure 7), are the proxy directors on this round of the Shareholders' Meeting. Please complete one of the proxy forms (attached with THB 20-duty stamp) and send it to the Company by 21 April 2014.

Yours Sincerely,
Synnex (Thailand) Public Company Limited



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(Mr. Supant Mongkolsuthree)
President of the Board of Directors

For more information, please contact: Ms. Supaporn or Ms. Suporn, Investor Relations Section
Tel.: 66(0)-2553-8888 ext. 5311, 5300

**Synnex (Thailand) Public Company Limited****Minutes of the 2013 Annual General Meeting of Shareholders****Date, Time, and Place**

The Meeting was held on 26 April 2013 at 10:00 A.M. at Mongkolsuthree Auditorium, 4th Fl. of the Head Office of Synnex (Thailand) PCL., which is located at 433, Sukhonthasawat Road, Lat Phrao, Bangkok, 10230.

Preliminary Proceedings

Mr.Supant Mongkolsuthree, President of the Board of Directors, who was the Chairman of the Meeting, addressed a welcome speech to the attendees and proceeded on introducing members of the Board of Directors totaling 7 persons and Management's members of the Company who were present at the Meeting totaling 13 persons as follows:

Directors Attending the Meeting

1. Mr.Supant Mongkolsuthree	President of the Board of Directors
2. Mr.Virachai Srikajon	Director
3. Mr.Puttipan Tayarachkul	Director
4. Mr.Somchai Apiwattanapron	Independent Director/ Chairman of the Audit Committee
5. Mr.Vissut Sethaput	Independent Director/ Member of the Audit Committee
6. Mrs.Maleeratna Plumchitchom	Independent Director/ Member of the Audit Committee
7. Mrs.Rawittha Pongnuchit	Independent Director/ Member of the Audit Committee

Management's Members Attending the Meeting

1. Mr.Supant Mongkolsuthree	Chief Executive Officer
2. Mr.Puttipan Tayarachkul	Senior Executive Vice President – Operations
3. Ms.Suvannee Lee	Executive Vice President – Modern Trade & Marketing Communication
4. Ms.Kingkaew Jutasompakorn	Executive Vice President – Logistics & Assembly
5. Ms.Suporn Lertteerapanyawong	Vice President – Budget Management
6. Mr.Boonchai Ekapisit	Vice President – Sales, Bangkok
7. Mr.Prasit Panvichien	Vice President – Sales, Upcountry
8. Mrs.Haruthaikarn Phansuwan	Department Manager – Collection and Credit Control
9. Ms.Risa Pornpukdeewatana	Department Manager – IT
10. Mrs.Aumaraporn Vaiyavatjamai	Department Manager – Accounting
11. Mr.Komsan Tantimuratha	Department Manager – Customer Service
12. Ms.Sasiwimon Tumthamai	Department Manager – Human Resource
13. Ms.Sutida Mongkolsuthree	Department Manager – Finance & Corporate Secretary



The Chairman of the Meeting announced the opening of the 2013 Annual General Meeting of Shareholders and informed the Meeting that there were 28 shareholders attending in person and 59 shareholders granting proxies to others, totaling 87 shareholders which equaled to 574,536,370 shares or 82.48% of the total shares distributed totaling 696,592,550 shares, constituting the quorum as required under the Articles of Association of the Company. The Chairman then stated the principles regarding the voting in the Meeting as follows:

- 1) The voting shall be counted on a 1-share-1-vote basis and one shareholder has the right to vote on each agenda as “approve”, or “disapprove”, or “abstain” and he or she cannot split the number of shares held to vote differently on the same agenda except foreign shareholders for which custodians in Thailand are appointed. The voting is based on how the majority of the shareholders votes, exclusive of the matters that the law specifies as others.
- 2) Regarding the voting on each agenda, the shareholders attending the Meeting in person who “approve”, or “disapprove”, or “abstain” and the proxies who vote based on how the shareholders have contemplated in the proxy forms shall put their votes in the ballot papers and return them to the Company’s officers for vote counting based on the number of shares that each shareholder holds.

The Chairman informed the Meeting that any queries and suggestions from the shareholders are welcomed before leading the Meeting to consider the agenda items as follows:

Agenda 1 To consider certifying the minutes of the 2012 Annual General Meeting of Shareholders as held on 20 April 2012

The Chairman proposed to the Meeting to review and certify the minutes of the 2012 Annual General Meeting of Shareholders as held on 20 April 2012, which had been enclosed with the Meeting’s notice sent to all shareholders.

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 1. When none of the shareholders wished to inquire or shared their view, the Chairman asked the Meeting to vote on this agenda item.

Resolution

After consideration, it was resolved that the minutes of the 2012 Annual General Meeting of Shareholders, which was held on 20 April 2012, be certified, as proposed by the Chairman. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,574,558 votes approving, 0 vote disapproving, and 20,000 votes abstaining.

Agenda 2 To consider acknowledging the Company’s operating result in respect of the year 2012

The Chairman summarized the Company’s operating result in respect of the year 2012, of which details can be found in the 2012 Annual Report that had been enclosed with the Meeting’s notice sent to each shareholder, for the Meeting’s acknowledgement with key details as follows:

Operating Results

Total Revenues	20,669.37 THB Million
Growth of Total Revenues	1.98 %
Net Profit	364.87 THB Million
Growth of Net Profit	-3.21 %

Financial Status

Total Assets	4,877.18 THB Million
Total Liabilities	2,948.58 THB Million
Shareholders' Equity	1,928.60 THB Million

Important Financial Ratios

Gross Profit Margin	5.24 %
Net Profit Margin	1.77 %
Return on Equity	20.38 %
Current Ratio	1.60 Times
Debt to Equity	1.53 Times

The Chairman then proposed the Meeting to consider the succeeding agenda item, as the purpose of the Meeting's consideration on Agenda 2 was for acknowledgement, requiring no voting.

Agenda 3 To consider approving the audited financial statements for the year ended 31 December 2012

The Chairman informed the Meeting that, in order to comply with the Public Company Limited Act, B.E. 2535, the Company prepared the year-ended financial statements including the Balance Sheet and Income Statement ended 31 December 2012, which had been audited and certified by the Company's Auditor. The Chairman asked the Meeting to consider and approve the financial statements of which details can be found in the 2012 Annual Report mailed to the shareholders together with the Meeting's notice.

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 3. When none of the shareholders wished to inquire or shared their view, the Chairman asked the Meeting to vote on this agenda item.

Resolution

After consideration, it was resolved that the audited Balance Sheet and Income Statement ended 31 December 2012 were approved with the majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,594,558 votes approving, 0 vote disapproving, and 0 vote abstaining.

Agenda 4 To consider approving the dividend payment to the Company's shareholders from the operating result of the year 2012 and the appropriation of retained earnings for the legal reserve for the year 2012

The Chairman announced for the Meeting's information regarding the dividend payment and legal reserves. According to Section 115 of the Public Company Limited Act, B.E. 2535, the dividend payment is prohibited if it comes from a source other than the profit and the dividend payment shall be distributed equally by the number of shares, in order to be in compliance with Article 50 of the Articles of Association of the Company. Also, according to Section 116 of the Public Company Limited Act, B.E. 2535, the Company



is required to allocate not less than 5 percent of the year-ended net profit, after deducting retained losses (if any), as legal reserves until reaching a minimum of 10 percent of the total registered capital, as also stated in Article 51 of the Articles of Association of the Company. Furthermore, it is a company policy to distribute dividends at the amount of not less than 40 percent of the Company's net profit after tax and other reserves.

The Company gained net earnings (parent company only) for the year 2012 at 361,606,444 THB (Three Hundred Sixty-One Million Six Hundred and Six Thousand Four Hundred Forty-Four Baht) and inappropriate retained earnings at the amount of 729,779,732 THB (Seven Hundred Twenty-Nine Million Seven Hundred Seventy-Nine Thousand and Seven Hundred Thirty-Two Baht). After consideration, the Board of Directors proposes the dividend payment to the Company's shareholders for the year 2012 in forms of cash dividend at the rate of THB 0.22 per share and stock dividend as common shares of the Company at the book value per share of THB 1 at the payout ratio of 10 existing shares to 1 dividend share. In the event that the amount of shares held is less than the minimum 10 shares, the cash dividend will be applied at the rate of THB 0.10 per share. Meanwhile, the amount of net profit appropriated for the legal reserves for the year 2012 totals THB 10,942,520 (Ten Million Nine Hundred Forty-Two Thousand and Five Hundred Twenty Baht). When combined with the legal reserve of the year 2012, the total legal reserves of the Company equal to THB 70,500,000 (Seventy Million and Five Hundred Thousands)

The Record Date for name listing of shareholders entitled to receive the dividend payment for the year 2012 will be on 4 April 2013. The share registration book closing date to determine the right to receive dividends will be on 5 April 2013 while the dividend payment date for the year 2012 will be on 14 May 2013.

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 4. One shareholder then made his inquiry concerning the dividend payment to the Company's shareholders as found below:

Mr.Naroot Thongsima – Shareholder

The shareholder inquired why the Company chose to pay stock dividend in forms of common shares of the Company in addition to cash dividend for the dividend payment to shareholders from the operating result of the year 2012.

Mr.Supant Mongkolsuthree – President

The President explained that since the Company seldom sells shares to public, the stock dividend payment would increase the number of shares and offer opportunities for minor shareholders to own a larger amount of Company's shares, while it was confident that the Company's operating result would continue growing. In addition, the dividend payment in forms of shares would raise the value of the Company's market capitalization and attract foreign investors to invest in the Company, stabilizing the Company's status.

When no query was further made by any of the shareholders, the Chairman asked the Meeting to vote on this agenda item.

Resolution

After consideration, it was resolved that the Company's dividend payment for the year 2013 with details as proposed by the Chairman be approved with the majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,583,558 votes approving, 0 vote disapproving, and 11,000 votes abstaining.

**Agenda 5 To consider approving the increase of the Company's registered capital and the detail modification of the Company's Memorandum of Association regarding the registered capital**

The Chairman informed the Meeting that the Company realized the necessity to increase the registered capital for the additional amount of THB 95,000,000 from the current amount of THB 705,000,000 to the amount of THB 800,000,000 in total by issuing new ordinary shares at the volume not exceeding 95,000,000 shares at the book value per share of THB 1 in responding to the stock dividend payment in forms of new ordinary shares to the Company's shareholders. In addition, since details of the Company's registered capital are specified in item number 4 in the Company's Memorandum of Association, the Chairman proposed the Meeting to consider approving the detail modification of the Company's Memorandum of Association regarding the amount of the registered capital to be in accordance, that is, the registered capital totaling THB 800,000,000 that equals to the volume of 800,000,000 shares, which are all common shares, at the book value per share of THB 1.

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 5. There was one shareholder inquiring about the increase of the Company's registered capital as follows:

Mr.Naroot Thongsima – Shareholder

Since the stock dividend payment to be paid from the operating result of the year 2012 totaled 70.5 million shares, the Company's increase of the registered capital at the amount of 95 million shares resulted in the difference of 24.5 million shares. The shareholder asked if the Company had any plan regarding such amount of share difference.

Mr.Supant Mongkolsuthree – President

The President responded that though the Company did not have any specific plan for the time being to manage the difference of 24.5 million shares, the Company would certainly not carry out any business which was not fruitful to the shareholders' interest.

When no query was further made by any of the shareholders, the Chairman asked the Meeting to vote on this agenda item.

Resolution

After consideration, it was resolved that the increase of the Company's registered capital and the detail modification of the Company's Memorandum of Association regarding the registered capital with details as proposed by the Chairman be approved with the majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,496,558 votes approving, 0 vote disapproving, and 98,000 votes abstaining.

Agenda 6 To consider the reappointment of the Company's directors retiring by rotation for another office's term for the year 2013

The Chairman announced to the Meeting that Article 18 of the Articles of Association of the Company specifies that at least one-third of the Company's directors shall retire by rotation at the event of each Annual General Meeting of Shareholders. If the number of directors cannot be equally split into three parts, the directors of the amount closet to one-third shall retire. The four directors who retired by rotation in the year 2013 were as follows:



- 1) Mr.Vissut Sethaput
- 2) Mr.Tu, Shu-Chyuan
- 3) Mr.Weï, Hui
- 4) Mrs.Rawittha Pongnuchit

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 3. When none of the shareholders wished to inquire or shared their view, the Chairman asked the Meeting to vote on the reappointment of the abovementioned directors by person as follows:

6.1) Mr.Vissut Sethaput

Resolution After consideration, it was resolved that Mr.Vissut Sethaput be reelected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,524,558 votes approving, 0 vote disapproving, and 70,000 votes abstaining.

6.2) Mr.Tu, Shu-Chyuan

Resolution After consideration, it was resolved that Mr.Tu, Shu-Chyuan be reelected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,529,558 votes approving, 0 vote disapproving, and 70,000 votes abstaining.

6.3) Mr.Weï, Hui

Resolution After consideration, it was resolved that Mr.Weï, Hui be reelected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,524,958 votes approving, 0 vote disapproving, and 74,600 votes abstaining.

6.4) Mrs.Rawittha Pongnuchit

Resolution After consideration, it was resolved that Mrs.Rawittha Pongnuchit be reelected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,529,558 votes approving, 0 vote disapproving, and 70,000 votes abstaining.

Agenda 7 To consider approving the increase of the number of the Company's directors from 12 persons to 13 persons in responding to the business growth

The Chairman announced to the Meeting that the Company saw the necessity to increase the number of the Company's directors to respond to the growth of business from 12 persons to 13 persons in forms of appointing an additional director to the existing Board of Directors. Owing to such increase of directors is not included in the Articles of Association of the Company and to be in compliance with the Company's Corporate Governance's principle on information disclosure for transparency, the Company proposed the Meeting to consider such increase for approval.

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 7. When none of the shareholders wished to inquire or shared their view, the Chairman asked the Meeting to vote on this agenda item.

Resolution

After consideration, it was resolved that the increase of the number of the Company's directors from 12 persons to 13 persons in responding to the business' growth be



approved, as proposed by the Chairman. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,562,458 votes approving, 0 vote disapproving, and 37,000 votes abstaining.

Agenda 8 To consider approving the appointment of a director of the Company

The Chairman informed the Meeting that Company's Nomination and Compensation Committee's Meeting no. 1/2013, as held on 11 February 2013, reached a resolution on their selection of a candidate most qualified to be appointed as a director residing in the Kingdom of Thailand as Mr. Apisak Tantivorawong who has accumulated his work experience extensively via different important executive posts while being recognized widely in the financial services and banking industries and currently instated as the director of private companies of which the nature of business is not in conflict with the Company's. The Board of Directors' Meeting no. 1/2013, which was held on 27 February 2013, were also in favor of proposing the Shareholders' Meeting to consider approving the appointment of Mr. Apisak as the Company's director and independent director with effective date from the date the Shareholders' Meeting approved, as proposed by the Company's Nomination and Compensation Committee.

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 8. When none of the shareholders wished to inquire or shared their view, the Chairman asked the Meeting to vote on this agenda item.

Resolution

After consideration, it was resolved that the appointment of Mr. Apisak Tantivorawong as the new, additional director of the Company with details as proposed by the Chairman be approved with the majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,528,558 votes approving, 0 vote disapproving, and 73,000 votes abstaining.

Agenda 9 To consider approving the remunerations of the Company's directors, Audit Committee's members, and Committees' members for the year 2013

The Chairman announced to the Meeting that, according to Article 34 of the Articles of Association of the Company, directors are eligible to receive payment from the Company in the form of allowance, remuneration, reward, bonus or other benefits in accordance with the Articles of Association of the Company or the Shareholders' Meeting. The Shareholders' Meeting may fix the payment, or set out guidelines for the remunerations each year, or set out conditions which will take effect until revised.

In the year 2012, the Company fixed the remuneration of directors, Audit Committee's members, and Committee's members at the total amount not exceeding THB 2,500,000 and, in the year 2013, the Company proposed to fix the total remuneration for directors, Audit Committee's members, and Committee's members to not exceed THB 3,500,000 with details as follows:



Remuneration of the Company's directors/ Audit's Committee's members/ Committees' members	Position	2013 (Year of Proposal) (THB/Meeting/ Person)	2012 (THB/Meeting/ Person)
1.1 Company's directors	President	30,000	30,000
	Director	20,000	20,000
1.2 Audit's Committee's members	Chairman	20,000	20,000
	Member	18,000	18,000
1.3 Nomination and Compensation Committee	Chairman	18,000	18,000
	Member	18,000	18,000
1.4 Financial Risk Management Committee	Chairman	18,000	18,000
	Member	18,000	18,000
1.5 Operational Risk Management Committee	Chairman	18,000	-
	Member	18,000	-
1.6 Legal Risk Management Committee	Chairman	18,000	18,000
	Member	15,000	18,000
1.7 Corporate Governance Committee	Chairman	18,000	18,000
	Member	18,000	18,000
Total Remunerations for the Company's directors/ Audit's Committee's members/ Committees' members		Not exceeding 3,500,000	Not exceeding 2,500,000

Remark: Executive members of the Committees (item no. 1.3 – 1.7) shall not be remunerated from their meeting attendance.

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 8. When none of the shareholders wished to inquire or shared their view, the Chairman asked the Meeting to vote on this agenda item.

Resolution

After consideration, it was resolved that the remunerations of the Company's directors, Audit Committee's members, and Committee's members for the year 2013 be approved with not less than two-third of the votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,527,558 votes approving, 0 votes disapproving, and 73,000 vote abstaining.

Agenda 10 To consider approving the appointment of the Company's Auditor and the fixing of their remuneration for the year 2013

The Chairman informed the Meeting that, in accordance with Section 120 of the Public Company Limited Act, B.E. 2535, the Shareholders' Meeting shall appoint the auditor and fix their auditing fee every year, and the same auditors can be reappointed. Furthermore, Article 61 of the Articles of Association of the Company states that the auditor must not be a director, employee, or associate of the Company. In order to comply with the abovementioned Public Company Limited Act, B.E. 2535, as recommended by the Audit Committee, the Company's Board of Directors proposed the Shareholders' Meeting to consider appointing the following certified public accountants from KPMG Phoomchai Audit Co., Ltd. as the Company's Auditor for the year 2013:



1. Mr.Charoen Phosamritlert, Certified Public Accountant (Thailand) No. 4068
2. Mr.Bunyarit Thanormcharoen, Certified Public Accountant (Thailand) No. 7900
3. Ms.Nittaya Chetchotiros, Certified Public Accountant (Thailand) No. 4439

The abovementioned public accountants have been authorized to conduct the audit and express an opinion on the annual financial statements of the Company. In the absence of the above-named auditors, KPMG Phoomchai Audit Co., Ltd. has the authority to identify another certified public accountant from KPMG Phoomchai Audit Co., Ltd. to be submitted for approval in the General Meeting of Shareholders to perform the auditing duties. In addition, the Chairman asked the Meeting to consider fixing the remuneration of the Company's auditor for the year 2013 at the amount totaling THB 933,000, increasing THB 63,000 or 7.24%, when compared to their remuneration for the year 2012. The aforementioned certified public accountants do not have any relationship with the Company or the Subsidiary or Management or any shareholder of the Company

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 10. A shareholder asked to be clarified about the fixing of the Company's Auditor's remuneration for the year 2013 as follows:

Mr.Waiwit Phoonjiradechma – Shareholder

The shareholder requested that the Company explained on causes leading to the proposed increase of the Auditor's remuneration as of the year 2013 at 7.24% and asked whether such raise was higher than the inflation rate.

Mr.Supant Mongkolsuthree – President

The President clarified the shareholder's above-stated inquiry that the amount of the Company's Auditor's remuneration for the year 2013 proposed to the Shareholders' Meeting for approval was appropriate, as the inflation rate might not be high but the overall wages and salaries had been raised considerably. Additionally, the amount of the Auditor's remuneration proposed had already been negotiated by the Audit Committee. Thus, the Meeting's Chairman asked the Chairman of the Audit Committee to explain further regarding the remuneration of the Auditor.

Mr.Somchai Apiwattanapron – Independent Director and Chairman of the Audit Committee

The Chairman of the Audit Committee informed the Meeting that the Auditor had submitted the request to elevate the amount of their auditing remuneration in the previous year but was declined by the Audit Committee. In the year 2013, the Auditor resubmitted their plea on the raise of the remuneration which was further negotiated on the price by the Audit Committee and later settled to the amount as proposed to the Shareholders' Meeting for approval, which was a rate proper and comparatively inexpensive when compared to the auditing remuneration's rate of companies of the same market capitalization.

Resolution

After consideration, it was resolved that the appointment of the Company's Auditor and the fixing of their remuneration for the year 2013 be approved. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 574,531,558 votes approving, 11,000 votes disapproving, and 58,000 votes abstaining.

**Agenda 11 Other Matters**

The Chairman invited the Meeting to propose other matters for the Meeting's consideration and offered opportunities for the shareholders to make additional inquiries concerning the previous agenda items of the Meeting or matters concerning the Company with details as summarized below:

Mr.Wutichai Pheeraphattanaphoom – Shareholder

The shareholder made the following inquiries:

1) The shareholder asked how the overall picture of the IT market for the period between January and April 2013 had been when compared to the comparable period of the year 2012 and how the Company projected the IT market's situation for the remaining 8 months of the year.

2) The shareholder inquired whether the Company would distribute new, additional brands of smartphones in the year 2013.

3) The shareholder asked about the growth level of Company's revenues and profit that the Management had targeted in the year 2013.

Mr.Supant Mongkolsuthree – President

The President responded to the shareholder's aforementioned questions as follows:

1) During the first quarter of 2013, the IT market did not thrive as it should have been, especially the segment of notebook computers. However, owing to the overwhelming growth of the smartphones and tablets, the Company was not really affected by the downturn of the IT market during Q1/2013. Additionally, it is believed that the situation of the IT market in Q2/2013 and Q3/2013 would improve, particularly from the contribution from customers in the public sector thanks to the government's mega investment plans, driving the economic growth. About the retail market, products compatible with the operating system of Windows 8 would gradually be introduced to the market. Besides, the assessment of market contractions by IT product manufacturers would help preventing the excess supply, raising the gross profit per product unit. With the demand for IT products greater than the supply, it is expected that the IT market would be more profitable this year.

2) There is a variety of smartphone brands the Company is the authorized distributor and it is likely that the Company would distribute new, additional brands in the year 2013 such as Huawei brand that the Company has started importing products for distribution. Huawei is regarded as a big manufacturing brand of IT products serving the low-end market which might not be a familiar brand yet in the Thai market.

3) In the second quarter of the year 2013, the Company aims to invest more in the Indo-china regional market with the revenues from the market of neighboring countries this year expected to reach THB 100 million and forecasted to hit THB 1 billion within 3 years. Meanwhile, the Company's revenues might not hit the target in the year 2013 but it is confident that the gross profit margin would not be less than 20%

Shareholder with identification not clearly specified

The shareholder requested to be clarified on the Company's rationale behind charging customers claiming in-warranty hard disk drives at the amount of THB 300 per product unit as the management fee.

**Mr.Supant Mongkolsuthree**

The Chairman explained that the cost of customer service is approximately THB 50 million per annum and the cost of handling claimed hard disk drives accounts as high as 40% of the total service cost. Since hard disk drive manufacturers do not subsidize distributors in forms of management fee, the Company sees the necessity of charging end-users claiming hard disk products at the amount of THB 300 per product unit commencing from 1 May 2013. However, customers can still claim their disk drive products with no fee charged during the first year of the warranty for the charge is applied to in-warranty products on their 2nd year onwards. In the meantime, the Company has endeavored to get the support from disk drive manufacturers to cover such management fee. Should the manufacturers agree to do so, the Company would probably reduce the price of management fee charged or cancel charging customers at all.

Mr.Waiwit Phoonjiradechma – Shareholder

The shareholder asked the questions as follows:

- 1) The shareholder inquired about the feasibility of adding the management fee to the selling price ranging from THB 50 – 100 per product unit instead.
- 2) The sales revenue from smartphones accounts for what percent of the total revenues of the Company.

Mr.Supant Mongkolsuthree – President

The President responded to the shareholder's questions as the following:

- 1) Adding the management fee to the selling price would affect the market mechanism and decrease the Company's competitiveness in terms of pricing when compared to other competing distributors, as products are priced similarly among distributors.
- 2) The selling of smartphones contributes to the Company's total revenues between 15-20%.

Mr.Danai Tantisiriwat – Shareholder

The shareholder posed the following questions:

- 1) The shareholder raised a question regarding the account receivable aging between 6 – 12 months totaling THB 150 million as shown in the financial statements as of Q3/2013 and Q4/2013 whether the Company would set up a 100% provision for a doubtful debt for this particular aging AR.
- 2) The shareholder asked what assures the Company's Management that the gross profit margin would not be less than 20%.

Mr.Supant Mongkolsuthree – President

The President answered the above-stated questions of shareholder as found below:

- 1) The aging AR that the shareholder mentioned is not a bad debt but a sales transaction with a government agency which has been completed and the AR will be paid off after the payment procedure gets the final approval.
- 2) There are two factors assuring the growth of gross profit; first, it is believed that the Company will perform better at gross profit management and second, the Company's financial cost control shall improve with the interest rate of bank loans negotiated to be lower and the better overseeing of transactions involving foreign exchange rates.

**Mr.Waiwit Phoonjiradechma – Shareholder**

The shareholder inquired if the Company plans to invest in other countries such as Malaysia, Indonesia, or Philippines, in addition to Burma, Laos, and Cambodia.

Mr.Supant Mongkolsuthree – President

The President responded to the shareholder's inquiry that the Company would hardly be competitive when entering the distribution business in developed countries, as there are major distributors existing in the business. Meanwhile, in such countries as Burma, Laos, and Cambodia, the market opportunities are comparatively much greater.

Mr.Kittichoke Supattanakitkul – Shareholder's proxy

The shareholder's proxy asked whether there is a possibility for the Company to distribute "Surface" tablets of Microsoft

Mr.Supant Mongkolsuthree – President

The President responded to the proxy's question that the "Surface" tablets of Microsoft have been officially launched in America and China and it is expected that Microsoft would launch "Surface" tablets in Thailand too. Should this tablet line becomes available in the country, it means the Company has the right to distribute "Surface" tablets definitely, as the Company is the authorized distributor of Microsoft's products. It is believed that this tablet line should enter the country's market around Q2/2013 or Q3/2013.

Mr.Danai Tantisiriwat – Shareholder

The shareholder questioned if the Company sells products to Hardware House International Co., Ltd. as well and if so, how much the value of account receivable from this dealer is.

Mr.Supant Mongkolsuthree – President

The President answered that the AR from Hardware House International Co., Ltd. is approximately THB 7 million in value and the Company has recorded a 100% provision for a bad debt. Meanwhile, nowadays, the Company still supplies products to this dealer but the payment for products is accepted only on a cash basis.

Mr.Naroot Thongsima – Shareholder

The shareholder posed a question on how the Company would turn the service center into the profit center.

Mr.Supant Mongkolsuthree – President

The President explained that charging the management fee for hard disk drives claimed in their 2nd year and upper of product warranty will partially contribute to turning the Company's service center into the profit center. The President then asked Mr.Puttipan, Senior Executive Vice President – Operations, who is directly in charge of overseeing the customer service of the Company to clarify further.

Mr.Puttipan Tayarachkul – Director

Since the beginning of the Company's business operation, the strength in customer service has been employed to persuade manufacturers to authorize the Company as the distributor of a variety of products. Regardless of being the business' strength, customer service comes at a considerably high cost for the Company as customer service is closely managed and measured with key performance indicators at every stage of the procedure. The cost of customer service for handling out-warranty products and in-warranty, yet damaged, products is about 0.30% of the sales revenue. It is believed that once the revenue from charging the management fee of hard disk drives is realized, the cost of customer service shall decrease from 0.30% of the sales revenue to 0.15% within this year, as the Company

generally repairs 100,000 units of hard disk drives per annum which equals to the annual revenue of THB 30,000,000 in case the management fee is applied at THB 300 per drive. The Company shall employ over 100 customer service's staff persons stationed at over 20 service centers. Considering the existing strengths of customer service that the Company own, it is expected that the service center will eventually become the profit center instead of the cost center, particularly when these strengths are eventually employed with other product categories as smartphones and tablets.

Anonymous shareholder

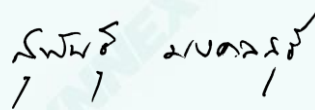
An anonymous shareholder had submitted a question to the Company via the IR channel before the day of the Meeting that inquired which product brand contributes the most to the sales revenue of the Company

Mr. Supant Mongkolsuthree – President

The President responded that, of the total sales revenue, Hp is the brand that makes the greatest contribution as Hp is the manufacturer of all assortments of IT products and the Company is authorized to distribute all lines of Hp products.

When neither other matter for consideration was proposed to the Meeting nor further query was made, the Chairman gave the closing address and adjourned the Meeting at 12:00 A.M..

(Signed)



Chairman of the
Meeting

(Mr. Supant Mongkolsuthree)
President



(Ms. Sutida Mongkolsuthree)
Corporate Secretary

Profile of Director



Name	Mr. Supant Mongkolsuthree
Position	President and Chief Executive Officer
Nationality	Thailand
Age	56
% of holding number of shares as of 31 December 2013	676,401 Ordinary Shares, equal to 0.09% of total shares with voting right
Address	99 Chalermkhet 4 Rd., Khwang Wat Thepsirin, Khet Ponprab Sattru Phai, Bangkok 10100
Education	<ul style="list-style-type: none"> - The Honorary Doctorate of Economics, Ramkhamhaeng University - Master of Political Science, Chulalongkorn University. - Master of Business Administration, City University, USA. - Bachelor of General Management, Sukhothai Thammathirat Open University
Director Training organized by	Thai Institute of Directors (IOD)
2004	Director Accreditation (DAP)
2004	Director Certification Program (DCP)
Work Experience (Past 5 Years)	
Period	Position-Company
1988 – Present	- President & Chief Executive Officer - Synnex (Thailand) PCL.
Positions in other Listed Companies	1 position
2009 – Present	- Vice President - T.K.S. Technologies PCL.
1986 – 2009	- President - T.K.S. Technologies PCL.
Positions in other Non-Listed Companies	- President – Prism Solutions Company Limited.
1996 – Present	8 positions
2010 – Present	- Vice President – The Federation of Thai Industries (F.T.I.)
2010 – Present	- Chairman of the Institute of Information and Communication Technology for Industries – The Federation of Thai Industries (F.T.I.)
2010 – Present	- Chairman of the Institute of promotes excellence in technology – The Federation of Thai Industries (F.T.I.)
2008 – Present	- Chairman of Activity Promotion Committee & Council Director
2008 – Present	– Royal Police Cadet Academy
2006 – Present	- Advisor to Chairman – Thai Listed Companies Association.
2005 – Present	- Advisor – Thai Printing Association
2008 – Present	- Director & Editor – Chulalongkorn University alumni Association
Direct and Indirect Interest in Any Transaction the Company or the Subsidiary is Party	
	-None-

Elected as Director

Duration to take a position of Director in the Company 25 years (5 April 1988 to present)

Meeting Attendance in 2013

- Board of Directors Meeting (4/4 times)
- Financial Risk Management Committee Meeting (6/6 times)
- Operation Risk Management Committee Meeting (12/12 times)
- Legal Risk Management Committee Meeting (10/10 times)
- Corporate Government Committee Meeting (11/11 times)

Profile of Director

Name Mr. Tu, Shu-Wu
Position Director
Nationality Republic of China (R.O.C.)
Age 62
% of holding number of shares as of 31 December 2013 -None-

Elected as Director

Address 4th Fl., 75, Sec 3, Ming-Sheng E. Rd., Taipei, Taiwan, R.O.C.
Education Bachelor of Engineering Electrical and Control System,
National Chiao Tung University, Taiwan.

Director Training organized by Thai Institute of Directors (IOD)

-None-

Work Experience (Past 5 Years)

Period	Position-Company
2002 - Present	Director, Synnex (Thailand) PCL.
Positions in other Non-Listed Companies	
1988 - Present	1 position President and Chief Executive Office, Synnex Technology International Corp., Taiwan, R.O.C.

Direct and Indirect Interest in Any Transaction the Company or the Subsidiary is Party

-None-

Duration to take a position of Director in the Company

12 years (2 February 2002 to present)

Meeting Attendance in 2013

Board of Directors Meeting (2/4 times)

Profile of DirectorElected as Director

Name Mr. Lin Tai-Yang
Position Director
Nationality Republic of China (R.O.C.)
Age 46
% of holding number of shares as of 31 December 2012 -None-
Address 4th Fl., 75, Sec 3, Ming-Sheng E. Rd., Taipei, Taiwan, R.O.C.
Education Bachelor of Accounting, National Chengchi University, Taiwan, R.O.C.
Director Training organized by Thai Institute of Directors (IOD) -None-
Work Experience (Past 5 Years)

Period	Position-Company
2011 - Present	Director, Synnex (Thailand) PCL.

Positions in other Non-Listed Companies **1 position**
 2006 - Present Director of Finance Planning and Management.,
 Synnex Technology International Corp., Taiwan, R.O.C.

Direct and Indirect Interest in Any Transaction the Company or the Subsidiary is Party
 -None-

Duration to take a position of Director in the Company
 3 years (25 April 2011 to present)

Meeting Attendance in 2013 Board of Directors Meeting (1/4 times)

Profile of Director



Name Ms. Siriwan Sukanjanasiri
Position Director
Nationality Thailand
Age 52

Elected as Director

% of holding number of shares as of 31 December 2013 66 Ordinary Shares, equal to 0.00001% of total shares with voting right

Address 83 Moo 9 Soi Ban ThanKeaw , Khwang Taweewattana, Khet Taweewattana Bangkok 10170

Education

- Master Degree in Finance and Marketing, Sripatum University
- Bachelor Degree in Business Administration (Advertising), Ramkhamhaeng University

Director Training organized by Thai Institute of Directors (IOD)
 2004 Director Certification Program (DCP)

Work Experience (Past 5 Years)

Period	Position-Company
2010 – PRESENT	- Managing Director, T.K.S. Technologies Public Co., Ltd.
1997 – PRESENT	- Director, T.K.S. Technologies Public Co., Ltd.

Positions in other 3 positions

Non-Listed Companies

2004 – PRESENT	- Director, T.K.S. Siam Press Management Co., Ltd.
2012 – PRESENT	- Vice President of Organization Development and IT, The Thai Printing Association
2004 – PRESENT	- Vice President of Printing and Packaging Group, Printing and Packaging Industrial, The Federation of Thai Industries

Direct and Indirect Interest in Any Transaction the Company or the Subsidiary is Party
 -None-

Duration to take a position of Director in the Company (-None-)

Meeting Attendance in 2013 (-None-)

**Company's Articles of Association relating to
the Annual General Meeting of Shareholders**

Annual General Meeting of Shareholders

35. A meeting of shareholders must be held in the area where the Company's Head Office is located or in any adjacent provinces or any other places as designated by the Board of Directors.
36. A meeting of shareholders must be held at least once in every year and this meeting is called a "general meeting". The general meeting must be held within four (4) months after the end of the accounting period of the Company.

Any other meeting of shareholders is called an "extraordinary general meeting".

The Board of Directors may call an extraordinary general meeting at any time whenever it thinks fit. Shareholders (i) holding in aggregate one-fifth (1/5) or more of the total issued shares or (ii) twenty-five (25) shareholders or more holding in aggregate one-tenth (1/10) or more of the total issued shares may submit a written request to the Board of Directors to call an extraordinary general meeting. The request must clearly specify the purpose of such meeting. The Board of Directors must call a meeting of shareholders to take place within one (1) month from the date of receipt of that request.

37. To call a meeting of shareholders, the Board of Directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the Board of Directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.
38. A quorum of a meeting of shareholders requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

39. A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted to the Chairman or his/her

assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
 - b) the name of the proxy; and
 - c) the meeting at which the proxy is appointed to attend and vote.
40. The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

- If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The Board of Directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.
41. The President of the Board of Directors will act as the Chairman of the meeting of shareholders. If the President is not present or is unable to discharge his/her duties, the Vice-President will serve as the Chairman. If there is no Vice-President or the Vice-President is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

42. In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

43. A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:
- (a) a sale or transfer of all or substantial part of the business of the Company to any person;
 - (b) a purchase or acceptance of transfer of business of other public or private companies;

- (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (d) an amendment to the Memorandum or Articles of Association of the Company;
- (e) an increase or reduction of capital;
- (f) an issue of debentures; or
- (g) an amalgamation or a dissolution of the Company.

**Explanation Regarding How to Grant Proxy, Register, Present Proof of Identity
for Attending and Voting in the Shareholders' Meeting**

Proxy Granting Method

The Company has delivered Proxy Form B as required by the Department of Business Development, Ministry of Commerce, which is the most detailed version, to the shareholders, and for those shareholders who may be unable to attend the meeting in person to consider granting proxy to other persons or to one of the Company's nominated directors whose details are contained in the attachments for the shareholders' selection. For the sake of flexibility, the shareholders may appoint more than one proxy so that if any proxy is prevented from attending the meeting, the other one can take his/her place therein. However, a shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

The Company has also prepared Proxy Form A, which is a general and simple proxy form, and proxy Form C, which is used only for shareholders being foreign investors and appointing custodians in Thailand. Interested shareholders may retrieve either form from the website of the Company, www.synnex.co.th.

Registration to Attend the Meeting

The Company will open the registration to attend the Shareholders' Meeting at 09.30 PM. at Synnex (Thailand)'s Head Office, 433 Sukontasawat Rd., Khwang Lardprao, Lardprao, Bangkok 10230, Thailand as can be located in the map attached hereto (Enclosure 10).

Proof of Identity for Attending the Meeting

Shareholders Being Natural Persons Having Thai Nationality

1. Shareholders attend the meeting in person
 - 1.1 Identification card, governmental official card, or passport is required to be presented with supporting documents in case of name or surname change
2. Proxy Appointed
 - 2.1 Proxy (using the forms attached to the delivered invitation letter or retrieved from the Company's website) fully completed and signed by the grantor and proxy and attached with 20-Baht duty stamp
 - 2.2 A certified correct copy of the identity card of the grantor
 - 2.3 A certified correct copy of the identity card of the proxy

Juristic Shareholders Registered in Thailand

1. Authorized signatory of juristic person attends the meeting in person
 - 1.1 Proxy (using the forms attached to the delivered invitation letter or retrieved from the Company's website) fully completed and signed by the grantor and proxy and attached with 20-Baht duty stamp
 - 1.2 A copy of certificate of registration or proof of juristic person certified by the authorized signatory of that juristic person

- 1.3 A certified correct copy of the identity card of the signatory authorized to sign the Proxy Form
- 1.4 A certified correct copy of the identity card of the proxy
- 1.5 A copy of letter as a proof specifying the person having authority to sign the Proxy Form and as certified by the authorized signatory of that juristic person

Shareholders Being Non-Thai Natural Persons or Being Juristic Person Incorporated under Foreign Laws

The same documents as natural-person shareholders or juristic shareholders, as the case may be, shall be provided, with following identification documents:

1. A certified correct copy of passport of the shareholder or its juristic representative or proxy, as the case may be
2. A certificate of juristic person issued by the governmental section of the country where such juristic person is located and signed by the juristic person's representative, with detailed name of the juristic person authorized to sign and bind juristic person and condition or limitations of the signing authority, including the location of its head office

Shareholders Being Foreign Investors and Appointing Custodians in Thailand

1. The same documents as juristic person case
2. A power of attorney of the shareholder granting its custodian to sign the Proxy on its behalf
3. A letter confirming that the custodian who signs the Proxy has been licensed to do custodian business

The voting

1. The voting shall be counted on a one-share-one-vote basis and the majority of votes shall prevail. In the case of tie, the Chairman shall have one more casting vote in the capacity of shareholders.
2. The shareholders attending the meeting in person shall put their votes in the ballot paper received at the registration whilst the proxies shall put their votes in the ballot paper as contemplated by their shareholders in the Proxy and then give the ballot paper to the officer to combine with the votes of the Company's nominated directors to whom the shareholders granted proxies earlier.
3. The Chairman will inform the Meeting of the resulting votes of each agenda. The counted votes will be the aggregate of votes as contemplated by the shareholders attending the meeting in person and the proxies.

หนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)
 PROXY FORM A (General Form)

เขียนที่.....

Place

วันที่.....เดือน.....พ.ศ.....

Date Month B.E

(1) ข้าพเจ้า..... สัญชาติ อยู่บ้านเลขที่ ถนน
 I / We Nationality Residing at No. Road
 ตำบล / แขวง..... อำเภอ/เขต..... จังหวัด รหัสไปรษณีย์.....
 Tambol/Khwang Amphur/Khet Province Post Code

(2) เป็นผู้ถือหุ้นของ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน)
 Being a shareholder of SYNEX (THAILAND) PUBLIC COMPANY LIMITED
 โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
 Holding share(s) and shall hold number of vote(s)
 หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
 Ordinary share share(s) holding number of vote(s)
 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
 Preferred share share(s) holding number of vote(s)

(3) ขอมอบฉันทะให้

Hereby appointing

1. อายุ ปี อยู่บ้านเลขที่..... ถนน.....
 Name age year Residing at No. Road
 ตำบล / แขวง อำเภอ / เขต..... จังหวัด รหัสไปรษณีย์ หรือ
 Tambol/Khwang Amphur/Khet Province Post Code or

2. อายุ ปี อยู่บ้านเลขที่..... ถนน.....
 Name age year Residing at No. Road
 ตำบล / แขวง อำเภอ / เขต..... จังหวัด รหัสไปรษณีย์ หรือ
 Tambol/Khwang Amphur/Khet Province Post Code or

3. นายสมชาย อภิวัฒน์พร ตำแหน่ง ประธานคณะกรรมการตรวจสอบและกรรมการอิสระ อายุ 64 ปี
 Name Mr.Somchai Apiwattanapron Position Chairman of the Audit Committee & Independent Director Age 64 years old
 อยู่บ้านเลขที่ 999/213 ถนน ประชาอุทิศ แขวง ห้วยขวาง เขต ดินแดง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400
 Residing at No. 999/213 Pracha-Uthit Road, Khwang Huaykwang, Khet Dindaeng, Province Bangkok Postcode 10400

4. นางมาลีรัตน์ ปลื้มจิตธรรม ตำแหน่ง กรรมการตรวจสอบและกรรมการอิสระ อายุ 69 ปี

Name Mrs.Maleeratna Plumchitchom Position Audit Committee's Member & Independent Director Age 69 years old

อยู่บ้านเลขที่ 72/1 ถนน นราธิวาสราชนครินทร์ แขวง ท่งวัดดอน เขต สาทร จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120

Residing at No. 72/1 Narathivatratchanakharin Road, Khwang Tungwatdon, Khet Sathorn, Province Bangkok Postcode 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2557

As my/our Proxy to attend and vote on my/our behalf at the 2014 Annual General Meeting of Shareholders

ในวันศุกร์ที่ 25 เมษายน 2557 เวลา 10:00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุขุมวิท แขวงลาดพร้าว เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be held on Friday, 25 April 2014 at 10:00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukontasawat Rd., Khwang Lardprao, Khet Lardprao, Bangkok 10230 or on such other date and at such other place as may be adjourned or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action of the proxy holder performed at the meeting shall be deemed as my/our act.

ลงชื่อ ผู้มอบฉันทะ

Signed () Grantor

ลงชื่อ ผู้รับมอบฉันทะ

Signed () Proxy

ลงชื่อ ผู้รับมอบฉันทะ

Signed () Proxy

ลงชื่อ ผู้รับมอบฉันทะ

Signed () Proxy

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks A shareholder shall make a proxy to only one proxy holder to attend and vote at the meeting. He/She cannot split his/her shares and assign to several proxy holders to vote for him/her in the meeting.

หนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

PROXY FORM B (Clearly and Definitely Specified Voting)

เขียนที่.....

Place

วันที่..... เดือน..... พ.ศ.....

Date Month B.E.

(1) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่..... ถนน.....
I / We Nationality Residing at No. Road
ตำบล / แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
Tambol/Khwang Amphur/Khet Province Post Code

(2) เป็นผู้ถือหุ้นของ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน)
Being a shareholder of SYNNEC (THAILAND) PUBLIC COMPANY LIMITED
โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
Holding share(s) and shall hold number of vote(s)
หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Ordinary share share(s) holding number of vote(s)
หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Preferred share share(s) holding number of vote(s)

(3) ขอมอบฉันทะให้

Hereby appointing

1. อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....
Name age year Residing at No. Road
ตำบล / แขวง..... อำเภอ / เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
Tambol/Khwang Amphur/Khet Province Post Code or

2. อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....
Name age year Residing at No. Road
ตำบล / แขวง..... อำเภอ / เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
Tambol/Khwang Amphur/Khet Province Post Code or

3. นายสมชาย อภิวัฒน์พร ตำแหน่ง ประธานคณะกรรมการตรวจสอบและกรรมการอิสระ อายุ 64 ปี
Name Mr.Somchai Apiwatanapron Position Chairman of the Audit Committee & Independent Director Age 64 years old
อยู่บ้านเลขที่ 999/213 ถนน ประชาอุทิศ แขวง ห้วยขวาง เขต ดินแดง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400
Residing at No. 999/213 Pracha-Uthit Road, Khwang Huaykwang, Khet Dindaeng, Province Bangkok Postcode 10400

4. นางมาลีรัตน์ ปลื้มจิตรชม ตำแหน่ง กรรมการตรวจสอบและกรรมการอิสระ อายุ 69 ปี

Name Mrs.Maleeratna Plumchitchom Position Audit Committee's Member & Independent Director Age 69 years old
 อยู่บ้านเลขที่ 72/1 ถนน นราธิวาสราชนครินทร์ แขวง ท่งวัดดอน เขต สาทร จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120

Residing at No. 72/1 Narathivatratchanakharin Road, Khwang Tungwatdon, Khet Sathorn, Province Bangkok Postcode 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
 ประจำปี 2557

As my/our Proxy to attend and vote on my/our behalf at the 2014 Annual General Meeting of Shareholders

ในวันศุกร์ที่ 25 เมษายน 2557 เวลา 10:00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433
 ถนนสุขคนธสวัสดิ์ แขวงลาดพร้าว เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be held on Friday, 25 April 2014 at 10:00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located
 at the address no. 433 Sukontasawat Rd., Khwang Lardprao, Khet Lardprao, Bangkok 10230 or on such other date and at such
 other place as may be adjourned or changed

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2556 เมื่อวันที่ 26 เมษายน 2556

Agenda 1 To consider certifying the minutes of the 2013 Annual General Meeting of Shareholders, as held on 26 April 2013

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปี 2556

Agenda 2 To consider acknowledging the report on the Company's operating results in respect of the year 2013

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 3 วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2556

Agenda 3 To consider approving the financial statements for the year ended 31 December 2013

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลให้กับผู้ถือหุ้นบริษัทฯ สำหรับผลประกอบการปี 2556 และการจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย ประจำปี 2556

Agenda 4 To consider approving the dividend payment to the Company's shareholders from the operations of the year 2013 and the appropriation of retained earnings for the legal reserve for the year 2013

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 5 To consider approving the appointment of the directors to replace those retiring by rotation.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

การแต่งตั้งกรรมการทั้งชุด

Appointment by group

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment by individual

1. นายสุพันธ์ มงคลสุทธิ(อีกวาระหนึ่ง)

Mr. Supant Mongkolsuthree (for another term)

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

2. นายตู ชู วู (อีกวาระหนึ่ง)

Mr.Tu, Shu-Wu (for another term)

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

3. นายหลิน ไท่ หยาง(อีกวาระหนึ่ง)

Mr.Lin Tai-Yang (for another term)

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

4. นางสาวศิริวรรณ สุกัญจนศิริ(แทนนายวีระชัย ศรีขจร)

Ms. Siriwan Sukanjanasiri (in replacement of Mr. Virachai Sriakajon)

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

วาระที่ 6 พิจารณานุมัติค่าตอบแทนปี 2557 สำหรับกรรมการบริษัท กรรมการคณะชุดย่อย และกรรมการตรวจสอบ

Agenda 6 To consider approving the remunerations of the Company's director, committees' members, and the Audit Committee's members for the year 2014

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีบริษัทฯ และกำหนดค่าตอบแทนสำหรับผู้สอบบัญชีบริษัทฯ สำหรับปี 2557

Agenda 7 To consider approving the appointment of the Company's Auditor and the fixing of their auditing fee for the year 2014

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติการเพิ่มเติมวัตถุประสงค์ในการรับจ้างของของบริษัทฯ

Agenda 8 To consider approving the addendum to the Company's objective of using mortgage.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 Other matters (if any)

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action taken by the Proxy at the meeting shall, unless the Proxy casts the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

ลงชื่อ ผู้มอบอำนาจ

Signed () Grantor

ลงชื่อ ผู้รับมอบอำนาจ

Signed () Proxy

ลงชื่อ ผู้รับมอบอำนาจ

Signed () Proxy

ลงชื่อ ผู้รับมอบอำนาจ

Signed () Proxy

หมายเหตุ
Remarks.

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such shareholder may not be split for more than one proxy in order to separate the votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Either all or each of the members of the Board of Directors may be appointed on the agenda of the appointment of the directors.

3. ในกรณีที่มวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ

If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment of the Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน)

Proxy granting status of shareholder of SYNNEK (THAILAND) PUBLIC COMPANY LIMITED

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2557 ในวันศุกร์ที่ 25 เมษายน 2557 เวลา 10:00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุขุมวิทสี่ แขวงลาดพร้าว เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

The 2014 Annual General Meeting of Shareholders to be held on Friday, 25 April 2014 at 10:00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukontasawat Road, Khwang Lardprao, Khet Lardprao, Bangkok 10230 or on such other date and at such other place as may be adjourned or changed.

วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject _____

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject _____

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง แต่งตั้งกรรมการ (ต่อ)

Agenda No. _____ Subject Appointment of Directors (Continued)

ชื่อกรรมการ _____

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ _____

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ _____

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

หนังสือมอบฉันทะ แบบ ค. (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศ
แต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

PROXY FORM C (Specifically Designed for a Foreign Shareholder with Appointed Custodian in Thailand)

เขียนที่.....

Place

วันที่..... เดือน..... พ.ศ.....

Date Month B.E.

(1) ข้าพเจ้า.....สำนักงานตั้งอยู่เลขที่.....ถนน.....

I / We	Residing at No.	Road
ตำบล / แขวง	อำเภอ/เขต	จังหวัด
Tambol/Khwang	Amphur/Khet	Province
		รหัสไปรษณีย์
		Post Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As a custodian of.....

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน)

Being a shareholder of SYNEX (THAILAND) PUBLIC COMPANY LIMITED

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

Holding	share(s) and shall hold	number of vote(s)
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หุ้นสามัญ	หุ้น ออกเสียงลงคะแนนได้เท่ากับ	เสียง
-----------	--------------------------------	-------

Ordinary share	share(s) holding	number of vote(s)
----------------	------------------	-------------------

หุ้นบุริมสิทธิ	หุ้น ออกเสียงลงคะแนนได้เท่ากับ	เสียง
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Preferred share	share(s) holding	number of vote(s)
-----------------	------------------	-------------------

(2) ขอมอบฉันทะให้

Hereby appointing

1.....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Name	age	years	Residing at No.	Road
------	-----	-------	-----------------	------

ตำบล / แขวง	อำเภอ / เขต	จังหวัด	รหัสไปรษณีย์	หรือ
-------------	-------------	---------	--------------	------

Tambol/Khwaeng	Amphur/Khet	Province	Post Code	or
----------------	-------------	----------	-----------	----

2.....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Name	age	years	Residing at No.	Road
------	-----	-------	-----------------	------

ตำบล / แขวง	อำเภอ / เขต	จังหวัด	รหัสไปรษณีย์	หรือ
-------------	-------------	---------	--------------	------

Tambol/Khwaeng	Amphur/Khet	Province	Post Code	or
----------------	-------------	----------	-----------	----

3. นายสมชัย อภิวัฒน์พร ตำแหน่ง ประธานคณะกรรมการตรวจสอบและกรรมการอิสระ อายุ 64 ปี

Name Mr.Somchai Apiwattanapron Position Chairman of the Audit Committee & Independent Director Age 64

years old อยู่บ้านเลขที่ 999/213 ถนน ประชาอุทิศ แขวง ห้วยขวาง เขต ดินแดง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400

Residing at No. 999/213 Pracha-Uthit Road, Khwang Huaykwang, Khet Dindaeng, Province Bangkok Postcode 10400

4. นางมาลีรัตน์ ปลื้มจิตร์ชม ตำแหน่ง กรรมการตรวจสอบและกรรมการอิสระ อายุ 69 ปี

Name Mrs.Maleeratna Plumchitchom Position Independent Director & Audit Committee's member Age 69 years old
 อยู่บ้านเลขที่ 72/1 ถนน นราธิวาสราชนครินทร์ แขวง ทุ่งวัดดอน เขต สาทร จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120
 Residing at No. 72/1 Narathivatratchanakharin Road, Khwang Tungwatdon, Khet Sathorn, Province Bangkok
 Postcode 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ
 ผู้ถือหุ้น ประจำปี 2557

As my/our Proxy to attend and vote on my/our behalf at the 2014 Annual General Meeting of Shareholders
 ในวันศุกร์ที่ 25 เมษายน 2557 เวลา 10:00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433
 ถนนสุขุมวิท แขวงลาดพร้าว เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
 to be held on Friday, 25 April 2014 at 10:00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited,
 which is located at the address no. 433 Sukontasawat Rd., Khwang Lardprao,

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To vote based on the total number of shares held by my/our behalf in this meeting as follows:

มอบฉันทะบางส่วน คือ

To split the votes as follows:

<input type="checkbox"/> หุ้นสามัญ	หุ้น และมีสิทธิออกเสียงลงคะแนนได้	เสียง
Ordinary share	share(s) and shall hold	number of vote(s)
<input type="checkbox"/> หุ้นบุริมสิทธิ.....	หุ้น และมีสิทธิออกเสียงลงคะแนนได้	เสียง
Preferred share	share(s) and shall hold	number of vote(s)

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total voting right number of vote(s)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี หุ้น 2556 เมื่อวันที่ 26 เมษายน 2556

Agenda 1 To consider certifying the minutes of the 2013 Annual General Meeting of Shareholders, as held on 26 April 2013

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปี 2556

Agenda 2 To consider acknowledging the report on the Company's operating results in respect of the year 2013

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) The Proxy may consider the matters and vote on my/our behalf as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2556

Agenda 3 To consider approving the financial statements for the year ended 31 December 2013

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) The Proxy may consider the matters and vote on my/our behalf as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลให้กับผู้ถือหุ้นบริษัทฯ สำหรับผลประกอบการปี 2556 และการจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย ประจำปี 2556

Agenda 4 To consider approving the dividend payment to the Company's shareholders from the operations of the year 2013 and the appropriation of retained earnings for the legal reserve for the year 2013

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) The Proxy may consider the matters and vote on my/our behalf as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 5 To consider approving the appointment of the directors to replace those retiring by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - การแต่งตั้งกรรมการทั้งชุด
Appointment by group

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s)	Disapprove
		Vote(s)
		Abstain
		Vote(s)
 - การแต่งตั้งกรรมการเป็นรายบุคคล
Appointment by individual

1. นายสุพันธุ์ มงคลสุธี(อีกวาระหนึ่ง)
Mr. Supant Mongkolsuthree (for another term)

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve Vote(s)	Disapprove Vote(s)	Abstain Vote(s)
2. นายตู ชู วู (อีกวาระหนึ่ง)
Mr.Tu, Shu-Wu (for another term)

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve Vote(s)	Disapprove Vote(s)	Abstain Vote(s)
3. นายหลิน ไท่ หยาง(อีกวาระหนึ่ง)
Mr.Lin Tai-Yang (for another term)

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve Vote(s)	Disapprove Vote(s)	Abstain Vote(s)
4. นางสาวศิริวรรณ สุกัญจนศิริ(แทนนายวีระชัย ศรีขจร)
Ms. Siriwan Sukanjanasiri (in replacement of Mr. Virachai Srikajon)

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve Vote(s)	Disapprove Vote(s)	Abstain Vote(s)

วาระที่ 6 พิจารณานุมัติค่าตอบแทนปี 2557 สำหรับกรรมการบริษัท กรรมการตรวจสอบ และกรรมการคณะชุดย่อย

Agenda 6 To consider approving the remunerations of the Company's director, the Audit Committee's members and committees' members and for the year 2014

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีบริษัท และกำหนดค่าตอบแทนสำหรับผู้สอบบัญชีบริษัท สำหรับปี 2557

Agenda 7 To consider approving the appointment of the Company's Auditor and the fixing of their auditing fee for the year 2014

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8 พิจารณานุมัติการเพิ่มเติมวัตถุประสงค์ในการรับจ้างของบริษัทฯ

Agenda 8 To consider approving the addendum to the Company's objective of using mortgage.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 Other matters (if any)

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นกรลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action taken by the Proxy at the meeting shall, unless the Proxy casts the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

ลงชื่อ ผู้มอบอำนาจ
Signed () Grantor

ลงชื่อ ผู้รับมอบอำนาจ
Signed () Proxy

ลงชื่อ ผู้รับมอบอำนาจ
Signed () Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed () Proxy

หมายเหตุ 1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Remark This Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.

2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ

Evidence of documents required to be attached to the proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน(Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder;

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

A letter confirming that the person executing the proxy form has obtained a license for being a custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors.

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ

If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment of the Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน)

Proxy granting status of shareholder of Synnex (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2557 ในวันศุกร์ที่ 25 เมษายน 2557 เวลา 10:00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุขนธสวัสดิ์ แขวงลาดพร้าว เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

The 2014 Annual General Meeting of Shareholders to be held on Friday, 25 April 2014 at 10:00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukontasawat Road, Khwang Lardprao, Khet Lardprao, Bangkok 10230 or on such other date and at such other place as may be adjourned or changed.

วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject _____

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s)	Disapprove
	Vote(s)	Abstain
	Vote(s)	Vote(s)

วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject _____

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s)	Disapprove
	Vote(s)	Abstain
	Vote(s)	Vote(s)

วาระที่ _____ เรื่อง แต่งตั้งกรรมการ (ต่อ)

Agenda No. _____ Subject Appointment of Directors (Continued)

ชื่อกรรมการ _____

Name of Director

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s)	Disapprove
	Vote(s)	Abstain
	Vote(s)	Vote(s)

ชื่อกรรมการ _____

Name of Director

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s)	Disapprove
	Vote(s)	Abstain
	Vote(s)	Vote(s)

ชื่อกรรมการ _____

Name of Director

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s)	Disapprove
	Vote(s)	Abstain
	Vote(s)	Vote(s)

Profile of Proxy Director



Name	Mr.Somchai Apiwattanapron
Position	Chairman of the Audit Committee and Independent Director
Nationality	Thailand
Age	64
% of holding number of shares as of 31 December 2013	None
Address	999/213 Pracha-Uthit Road, Huaykwang, Dindang, Bangkok 10400
Education	- Master of Arts in Public Administration, Ramkhamhaeng University - Bachelor of Accountancy, Ramkhamhaeng University
Director Training organized by Thai Institute of Directors (IOD)	
2008	Audit Committee Program (ACP)
2006	Director Certification Program (DCP)
2004	Director Accreditation Program (DAP)
Work Experience (Past 5 Years)	
Period	Position-Company
2007 – Present	- Chairman of the Audit Committee and Independent Director, Synnex (Thailand) PCL.
2010 – Present	- Chairman of the Remuneration and Compensation Committee, Synnex (Thailand) PCL. - Member of the Operation Risk Management Committee, Synnex (Thailand) PCL.
2006 – Present	- Chairman of the Audit Committee, Independent Director, and Director, Robinson Department Store PCL. - Chairman of the Remuneration and Compensation Committee, Robinson Department Store PCL.
2011 – Present	- Independent Director and Chairman of the Audit Committee, M-Link Asia Corporation PCL.
Direct and Indirect Interest in Any Transaction the Company or the Subsidiary is Party	-None-
Having / Not Having Conflict of Interest in the Agenda Proposed to the Meeting	-None-

Profile of Proxy Director



Name Mrs. Maleeratna Plumchitchom
Position Member of the Audit Committee and Independent Director
Nationality Thailand
Age 69
% of holding number of shares as of 31 December 2013 None
Address 72/1 Narathivatratthanakharin Road, Khwang Tungwatdon, Khet Sathorn, Bangkok 10120
Education

- Master of Business Administration, Michigan State University, U.S.A.
- Bachelor of Accounting, Chulalongkorn University

Director Training organized by Thai Institute of Directors (IOD)

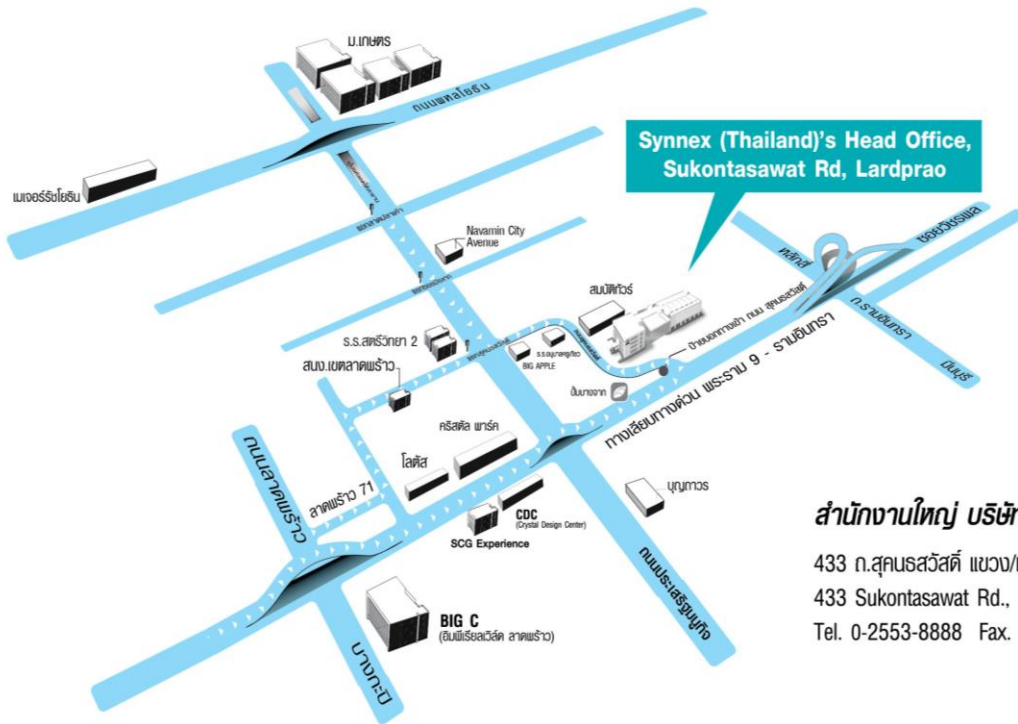
- 2004 Director Certification Program (DCP)
- 2002 Director Accreditation Program (DAP)

Work Experience (Past 5 Years)

Period	Position-Company
2007 – Present	- Member of the Audit Committee and Independent Director, Synnex (Thailand) PCL.
2010 – Present	- Chairman of the Operation Risk Management Committee, Synnex (Thailand) PCL.
2011 – Present	- Member of Remuneration and Compensation Committee, Synnex (Thailand) PCL.
1997 - Present	President and Audit Committee's Member, Asian Phytoceuticals PCL.

Direct and Indirect Interest in Any Transaction the Company or the Subsidiary is Party
 -None-
Having / Not Having Conflict of Interest in the Agenda Proposed to the Meeting
 -None-

Location Map of Head Office of Synnex (Thailand) Public Company Limited



GPS N13° 50' 10.2"
location E100° 37' 47.7"

สำนักงานใหญ่ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน)

433 ก.สุคนธรสวัสดิ์ แขวง/เขต ลาดพร้าว กรุงเทพฯ 10230
433 Sukontasawat Rd., Khwang Lardprao, Lardprao Bangkok 10230
Tel. 0-2553-8888 Fax. 0-2578-8181

Synnex (Thailand) Public Company Limited

Head Office, located at 433 Sukhonthasawat Road, Lat Phrao, Bangkok, 10230

Tel: 66(0)-2553-8888 Ext. 5311, 5300 Fax: 66(0)2578-8188

IR Website: www.synnex.co.th/investor