

Notice of the 2015 Annual General Meeting of Shareholders



Synnex (Thailand) Public Company Limited

Date: 24 April 2015 Time: 10.00 A.M.

At Synnex (Thailand)'s Head Office

433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230

Synnex (Thailand) Public Company Limited

Notice Calling of the 2015 Annual General Meeting of Shareholders

23 March 2015

Subject: Invitation to attend the 2015 Annual General Meeting of Shareholders

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

- Enclosures:
1. Copy of the Minutes of the 2014 Annual General Meeting of Shareholders, as held on 25 April 2014
 2. Annual Report including the Audited Financial Statements for the year ended 31 December 2013
 3. Profiles of the persons nominated as the directors of the Company and Definition of Independent Director of the Company
 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. 1/2015, as held on 25 February 2015, agreed to call the 2015 Annual General Meeting of Shareholders, which will be held on Friday, 24 April 2015 at 10.00 A.M. at Synnex (Thailand)'s Head Office, located at 433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230, to consider the following agenda:

Agenda 1 To consider certifying the minutes of the 2014 Annual General Meeting of Shareholders, as held on 25 April 2014

Purpose and Rationale: The Company held the 2014 Annual General Meeting of Shareholders on 25 April 2014 and the Meeting's minutes were prepared and sent to the Stock Exchange of Thailand within 14 days of the meeting. The details were published on the Company's website (www.synnex.co.th).

The Board of Directors' Opinion: The Board of Directors has recommended that the minutes of the 2014 Annual General Meeting of Shareholders, as held on 25 April 2014, be adopted because they were accurately recorded, as attached hereto (Enclosure 1).

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.



Agenda 2 To acknowledging the report on the Company's operating result in respect of the year 2014

Purpose and Rationale: The Company has summarized the operating results of the Company during the year 2014 along with the significant changes that occurred during the year in the Annual Report 2014.

The Board of Directors' Opinion: The Board has agreed to present the report on the Company's operating result for the year 2014 along with the significant changes that occurred during the year, as attached hereto (Enclosure 2).

Voting Requirement: This agenda is for acknowledgement only.

Agenda 3 To consider approving the financial statements for the year ended 31 December 2014

Purpose 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 2014, 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).

Consolidated Financial Statements	Fiscal Year ended 31 December 2014
Total Asset (Million Baht)	5,647.28
Total Liabilities (Million Baht)	3,516.89
Total Revenues (Million Baht)	19,167.79
Net Profit (Million Baht)	181.90
Earnings per share (Baht)	0.24
Gross Profit Margin (%)	4.15
Net Profit Margin (%)	0.95

The Audit Committee's Opinion: The Audit Committee has reviewed the Company's financial statements for the year ended 31 December 2014, which have been audited and signed by Mr. Bunyarit Thanormcharoen, a certified public accountant registration no.7900 of KPMG Poomchai Audit Co., Ltd. and agreed that the financial statements were accurate, appropriate, and credible, and recommended that the Board submit the Company's financial statements for the year ended 31 December 2014 to the shareholders' meeting for approval.

The Board of Directors' Opinion: The Board of Directors has agreed to present the Company's financial statements for the year ended 31 December 2014, 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 2014.

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 4 To consider approving the allocation of the profits from the results of the operation for the year 2014 and the dividend distribution

Purpose 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 2014 at 209,655,839 THB (Two Hundred Nine Million Six Hundred Fifty Five Thousand and Eight Hundred Thirty Nine Baht) and inappropriate retained earnings at the amount of 861,771,838 THB (Eight Hundred Sixty One Million Seven Hundred Seventy One Thousand and Eight Hundred Thirty Eight Baht). After consideration, the Board of Directors proposes the dividend payment to the Company's shareholders for the year 2014 in forms of cash dividend at the rate of THB 0.13 per share, the amount of net profit appropriated for the legal reserves for the year 2014 of the Company equal to THB 80,000,000 (Eighty Million Baht)

The Board of Directors has agreed that the Record Date for name listing of shareholders entitled to receive the dividend payment for the year 2014 will be on 1 April 2015. The share registration book closing date to determine the right to receive dividends will be on 2 April 2015 while the dividend payment date for the year 2014 will be on 15 May 2015.

Comparison of the dividend payment within the past 2 years:

Description	2014 (Year of Proposal)	2013
Net Profit (Separate Financial Statements)	209.66	213.25
Issued and paid-up share capital	770,328,649	770,328,649
Dividend per share (THB/Share)	0.13	0.15
Total dividend payment (Million THB)	100.14	115.55
Date of dividend payment	15 May 2015	15 May 2014

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 5 To consider approving the appointment of the directors who complete their terms by rotation

Purpose 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 Mr. Somchai Apiwattanapron, Mrs. Maleeratna Plumchitchom, Mr. Apisak Tantivorawong and Mr. Puttipan Tayarachkul

During the period 6 January – 6 February 2015, the Company provided an opportunity for shareholders to propose agenda and nominate candidates to be proposed for the appointment as the Company's Director which disclosed and published on the Stock Exchange of Thailand and the Company's website. It turns out that there is no shareholder proposing both agenda and qualified candidates.

The Nomination and Compensation Committee's Opinion: The Nomination and Compensation Committee has considered the qualification standards of each directors, as it 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, and recommended that Mr.Somchai Apiwattanapron, Mrs.Maleeratna Plumchitchom, Mr.Apisak Tantivorawong and Mr.Puttipan Tayarachkul who are all due to retire by rotation to resume their directorship of the Company for another office's term. The four directors retiring by rotation this year are as follows:

1. Mr. Somchai Apiwattanapron
2. Mrs. Maleeratna Plumchitchom
3. Mr. Apisak Tantivorawong
4. Mr. Puttipan Tayarachkul

The Board of Directors' Opinion: The Board of Directors agrees to propose the Shareholders' Meeting to consider reappointing 4 directors including Mr.Somchai Apiwattanapron, Mrs.Maleeratna Plumchitchom, Mr.Apisak Tantivorawong and Mr.Puttipan Tayarachkul who are all due to retire by rotation to resume their directorship of the Company for another office's term, 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).

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 6 To consider approving the remuneration of the Company's directors for the year 2015

Purpose 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.

The Nomination and Compensation Committee's Opinion: The Nomination and Compensation Committee has carefully considered the Company's directors, Audit Committee's members, and Committees' members remuneration for the year 2015 to ensure that it is commensurate with the Company's performance and each member's responsibility and performance. The committee recommended that the remuneration budget for the Company's directors, Audit Committee's members, and Committees' members at the total amount not exceeding THB 3,500,000.

The Board of Directors' Opinion: The Board of Directors agrees to propose the Shareholders' Meeting to consider approving the remuneration of the Company's directors, Audit Committee's members and Committees' members for the year 2015 at the total amount not exceeding THB 3,500,000. 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 2015 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	2015 (Year of Proposal) (THB/Meeting/ Person)	2014 (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 Corporate Governance Committee	Chairman	18,000	18,000
	Member	18,000	18,000
1.5 Financial 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	18,000
1.7 Operational Risk Management 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.

Voting Requirement: A resolution shall be adopted by the amount not less than two-thirds of shareholders attending and voting.

Agenda 7 To consider approving the appointment of the Company's Auditor and the Audit Fee for the year 2015

Purpose 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 Audit Committee's Opinion: The Audit Committee recommended the appointment of the Auditor from KPMG Poomchai Audit Ltd. as the Company's Auditor for 2015. This will be KPMG's fifth one-year term consecutive from 2011-2015. KPMG is one of the four leading international audit firms and has high standards and considerable expertise. The Audit Committee had evaluated the performance of the Company's Auditor, the Auditor's independence, appropriateness of remuneration for their auditing services, ability to perform in accordance with auditing standards, and auditing reports. The Audit Committee reached a resolution to propose to the Board of Directors' meeting to consider appointing KPMG Poomchai Audit Company Limited as the Company's Auditor for the year 2015 with the total remuneration of 1,170,000 Baht (One Million One Hundred and Seventy Thousand Baht) by further proposing such appointment to the Annual General Shareholders' Meeting for approval.

The Board of Directors' Opinion: 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 2015:

<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 – 2014

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 2015 at the amount totaling THB 1,170,000, increasing THB 200,000 or 20.62%, when compared to their remuneration for the year 2014. 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

	2015 (Year of Proposal)	2014	Increase in Remuneration from the Previous Year
Company's Auditor	KPMG Phoomchai Audit Co., Ltd.	KPMG Phoomchai Audit Co., Ltd.	THB 200,000 20.62%
Remuneration from auditing the Company and the subsidiary	THB 1,170,000	THB 970,000	

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

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

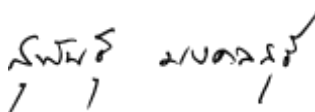
Agenda 8 Other matters (if any)

The Record Date on which the shareholders have the right to attend and vote in the Company's 2015 Annual General Meeting of Shareholders will be on 1 April 2015 and the share registration book's closing date for gathering shareholders' name will be on 2 April 2015. You are hereby cordially invited to attend the 2015 Annual General Meeting of Shareholders which will be held on, Friday, 24 April 2015 at 10.00 A.M. at Synnex (Thailand)'s Head Office, located at 433 Sukhonthasawat Road, 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 2553 8888 Ext. 5311 and 5300 by, Monday, 20 April 2015.

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. Vissut Sethaput and Mrs. Rawittha Pongnuchit, whose profiles are enclosed (Enclosure 7), are the proxy directors on this round of the Shareholders' Meeting. Please complete one of the proxy forms and send it to the Company by 20 April 2015.

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 2553 8888 ext. 5311, 5300

**Synnex (Thailand) Public Company Limited****Minutes of the 2014 Annual General Meeting of Shareholders****Date, Time, and Place**

The Meeting was held on 25 April 2014 at 10:00 A.M. at Mongkolsuthree Auditorium, 4th Fl. of the Head Office of Synnex (Thailand) PCL., which is located at 433, Sukhonhasawat 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 6 Management's members of the Company who were present at the Meeting as follows:

Directors Attending the Meeting

- | | |
|--------------------------------|---|
| 1. Mr.Supant Mongkolsuthree | President of the Board of Directors |
| 2. Mr.Puttipan Tayarachkul | Director |
| 3. Mr.Somchai Apiwattanapron | Independent Director/ Chairman of the Audit Committee |
| 4. Mrs.Maleeratna Plumchitchom | Independent Director/ Member of the Audit Committee |
| 5. Mr.Vissut Sethaput | Independent Director/ Member of the Audit Committee |
| 6. Mrs.Rawittha Pongnuchit | Independent Director/ Member of the Audit Committee |
| 7. Mr.Apisak Tantivorawong | 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 – Sales & Marketing, Indochina |
| 4. Ms.Suporn Lertteerapanyawong | Vice President – Internal Audit |
| 5. Mrs.Aumaraporn Vaiyavatjamai | Department Manager – Accounting |
| 6. Ms.Sutida Mongkolsuthree | Vice President – Finance, Accounting & Corporate Secretary |

Representatives of the Company's Auditor Attending the Meeting

- | | |
|---------------------------------|---|
| 1. Mr.Bunyarit Thanormcharoen | Executive Director – Internal Audit, KPMG Phoomchai Audit |
| 2. Ms.Thanutra Tangudomnantakij | Manager – Internal Audit, KPMG Phoomchai Audit |

Representative of Thai Institute of Directors Association (IOD) Attending the Meeting

1. Mr.Sitthisak Phaemane

Representative of Thai Investors Association Attending the Meeting

1. Mr.Pol Polphanatham



The Chairman of the Meeting announced the opening of the 2014 Annual General Meeting of Shareholders and informed the Meeting that there were 42 shareholders attending in person and 66 shareholders granting proxies to others, totaling 108 shareholders which equaled to 619,155,294 shares or 80.375% of the total shares distributed totaling 770,328,649 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.
- 3) Counting of votes casted under each agenda item is proceeded by deducting disapproving or abstaining votes from the total votes of attending shareholders. With regard to the voting under Agenda 5, the appointment of directors, which is done individually by director, the voting shall follow regulations set forth by the Company as below:
 1. A shareholder is entitled to vote based on the number of shares held on a 1-share-1-vote basis.
 2. Each shareholder must use the entire number of shares held, as specified in item 1, to vote appointing one retiring director or more to resume directorship. But the shareholder cannot split their number of shares to vote for one director more than another.
 3. Persons receiving the highest votes shall be appointed as directors in descending order based on the number of directors to be appointed at the time. In the event that persons appointed in descending order of votes exceed the maximum number of directors to be filled, the Chairman is entitled to cast one additional vote to arbitrate.
- 4) If any of shareholders wishes to raise questions from each agenda item, they may raise their hands to inquire from the Company’s directors.
- 5) Regarding the counting of casted votes, any of shareholders may volunteer to monitor. In this round of Meeting, however, no shareholder volunteered accordingly, Ms.Thanutra Tangudomnantakij, Manager – Internal Audit of KPMG Phoomchai Audit Company Limited was thus invited to audit the vote counting.

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

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

The Chairman proposed to the Meeting to review and certify the minutes of the 2013 Annual General Meeting of Shareholders as held on 26 April 2013, 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 2013 Annual General Meeting of Shareholders, which was held on 26 April 2013, 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, 619,155,214 votes approving, 0 vote disapproving, and 80 votes abstaining.

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

The Chairman summarized the Company's operating result in respect of the year 2013, of which details can be found in the 2013 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	18,758.88 Million Baht
Growth of Total Revenues	-8.83 %
Net Profit	221.84 Million Baht
Growth of Net Profit	-40.28 %

Financial Status

Total Assets	4,654.64 Million Baht
Total Liabilities	2,597.76 Million Baht
Shareholders' Equity	2,056.88 Million Baht

Important Financial Ratios

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 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 financial statements for the year ended 31 December 2013

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 2013, 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 2013 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. There was one shareholder making inquiries as per below:

Mr.Boonchuay Tangwattanasirikul – Shareholder

- 1) The economic downturn in the preceding year resulted in a decline of sales revenue from the target of more than 20 Thousand Million Baht to 18 Thousand Million Baht and the declining profit. What were factors leading to such decline in gross profit?
- 2) What is the profit ratio of the Company's 9 product categories?
- 3) Are computer products of the Company at the point of market saturation?

Mr. Supant Mongkolsuthree – President

1) The decline in sales revenue was due to the provision for bad debts for the year 2013 totaling 140 Million Baht, reducing the profit totaling 140 Million Baht. The Company was still liable to pay tax for the amount of bad debt reserve. If there were not bad debts over 140 Million Baht, the annual profit of 2013 of 221 Million Baht would be close to that of the year 2012 of 371 Million Baht. Another factor that caused the decline of the Company's sales in 2013 was the 30% decrease in sales from notebook computers as the average price per unit of notebook computers was 20,000 Baht while the price per unit of mobile phones was 10,000 Baht on average. Therefore, the increase of sales from mobile phones cannot offset the decrease of sales from notebook computers.

2) The biggest product category of the Company is System Product Group (SPG). The gross profit (GP) of high yield product groups ranges between 5-7% while the GP of low yield product groups are between 2-3%. For the past 2 years, the Company's average GP has been 5%, higher than the average GP at 4% of similar businesses in the global market.

3) Currently, the growth rate of IT market is not as high, driving the Company to plan to expand the business overseas and to increase product variety, and to promote higher product recognition among customers via e-commerce. The market expansion into Myanmar will, in the next 3-4 years, increase the Company's revenue to compensate domestic sales decrease with the target annual sales over 1,000 Million Baht from Myanmar business in 3 years ahead from now. Meanwhile, Prism Solutions Company Limited has the ability to make good profit every year.

Mr.Wallop Charaschimpheekul – Shareholder

The Company has a total of 13 directors but there were 7 attending the Meeting at this round. The shareholder inquired why the absent directors did not attend the Meeting.

Mr. Supant Mongkolsuthree – President

The President answered that the absent directors were both those retiring by rotation and Taiwanese directors appointed by Synnex Group which has worldwide affiliated companies, meaning these directors would also be engaging in other meetings at the same time. Moreover, to avoid unnecessary expenses, these Taiwanese directors have been trusting Management of Synnex (Thailand) Public Company Limited to manage the Meeting.

Mr.Prasit Rojanapruek – Shareholder proxy

- 1) What have been factors making the Company's 9th product category, communication devices, lacking growth for the past 3 years?



2) What are market trends of notebook computers in the year 2014?
3) What is the market potential of commercial products that the Company would focus more on?

Mr. Supant Mongkolsuthree – President

1) When the Company imported HTC products for distribution for the first year, the brand was not so responded by the market in Thailand while it was well-received by the market in China, making the Company adjusting the sales strategy by exporting HTC products to China instead. The sales in the second year and the third year steadily declined since no export was made for HTC.

2) The year 2013 did not see the market growth of notebook computers due to the change of consumer behavior pattern, switching to smartphones and tablets instead, resulting in a 30% decline in sales last year and another 10 % decline forecasted this year.

3) The year 2013 saw a good growth for Commercial Product Group but the year 2014 has been battled with political uncertainty, a setback slowing down the government's spending on projects. Improvement in the political situation, if happened, would help commercial products growing better in Quarter 3-4. Meanwhile, commercial products are performing well in the market of private segment. In 2014, Prism Solutions Company Limited is trying to penetrate the market with product differentiation from other companies. Internally, the Company has designated a team to oversee the Commercial Product Group.

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 Balance Sheet and Income Statement ended 31 December 2013 were approved with the majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 619,307,305 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 2013 and the appropriation of retained earnings for the legal reserve for the year 2013

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 2013 at 213,250,903 Baht (Two Hundred Thirteen Million Two Hundred and Fifty Thousand and Nine Hundred and Three Baht) and inappropriate retained earnings at the amount of 767,665,295 Baht (Seven Hundred Sixty-Seven Million Six Hundred Sixty-Five Thousand and Two Hundred and Ninety-Five Baht). After consideration, the Board of Directors proposed the dividend payment to the Company's shareholders for the year 2013 in forms of cash dividend at the rate of 0.15 Baht per share and the amount of net profit appropriated for



the legal reserves for the year 2013 totalling 9,500,000 Baht (Nine Million and Five Hundred Thousand Baht). When combined with the legal reserve of the year 2013, the total legal reserves of the Company equals to 80,000,000 Baht (Eighty Million Baht).

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

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 4. 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 Company's dividend payment for the year 2014 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, 619,309,826 votes approving, 0 vote disapproving, and 0 vote abstaining.

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

The Chairman informed the Meeting that Mr.Somchai Apiwattanapron, Independent Director/ Chairman of the Audit Committee, would act as the interim Chairman of the Meeting under Agenda 5 as the Chairman was part of the retiring directors.

Mr.Somchai Apiwattanapron announced to the Meeting that Article 18 of the Articles of Association of the Company specifies that at least 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 each of the following years, the directors who have been in office the longest shall retire. The four directors retiring by rotation this year were as follows:

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

In this regard, the Company, from 6 January – 7 February 2014, provided an opportunity for shareholders to propose agenda and qualified candidates to be appointed as the Company's directors. It turned out that there was no shareholder proposing either agenda or qualified candidates.

The Board of Directors, with the consent of Nomination and Compensation Committee, agreed to propose the Meeting to consider appointing 3 directors including Mr. Supant Mongkolsuthree, Mr.Tu, Shu-Wu, and Mr.Lin, Tai Yang who were all due to retire by rotation to resume their directorship of the Company for another office's term. The Board of Directors also proposed shareholders to approve the appointment of Ms.Siriwan Sukanjanasiri in replacement of Mr. Virachai Srikajon who was due to retire by rotation, as it is deemed that these proposed candidates 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.



The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 5. There was one shareholders questioning about the appointment of the directors to replace those retiring by rotation as per the following:

Mr.Wallop Charaschimpheekul – Shareholder

The shareholder inquired what roles in the Company that the two directors, namely Mr.Tu, Shu-Wu and Mr.Lin, Tai-Yang, perform.

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

Mr.Somchai provided the shareholder with clarification that Mr.Tu, Shu-Wu is the President of Synnex Group in Taiwan, overseeing the Group's affiliated companies worldwide. Mr.Tu attends every of the Company's Board of Directors's meetings and assigns Mr.Supant Mongkolsuthree, President & CEO, and Mr.Puttipan Tayarachkul, Senior Executive Vice President, to be in charge of the Company's internal running. In addition, these Taiwanese directors regularly participate in meetings of the Company via video conference system.

Mr. Puttipan Tayarachkul – Director

Mr.Puttipan added that Mr.Tu, Shu-Wu is the President of the Group with affiliated companies making worldwide sale revenues over 30,000 Million Dollars and investments covering many parts of the world namely Africa, Middle East countries, America, Japan, Taiwan, and Australia. Mr.Tu has been working with the Company for a long time and attending every Board of Director's meeting. Meanwhile, Mr. Lin, Tai-Yang, another director, is Synnex Taiwan's Vice President - Planning and Financial Management, in charge of constantly tracking and monitoring financial data.

When none of the shareholders wished to inquire or shared their view, the Chairman asked the Meeting to vote on the appointment of the abovementioned directors by person as follows:

6.1) Mr.Supant Mongkolsuthree

Resolution After consideration, it was resolved that Mr.Supant Mongkolsuthree be elected 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, 619,398,246 votes approving, 0 vote disapproving, and 80 votes abstaining.

6.2) Ms.Siriwan Sukanjanasiri

Resolution After consideration, it was resolved that Ms.Siriwan Sukanjanasiri be elected for directorship, replacing the retired director, Mr.Virachai Srikajon. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is, 619,588,516 votes approving, 0 vote disapproving, and 0 vote abstaining.

6.3) Mr.Tu, Shu-Wu

Resolution After consideration, it was resolved that Mr.Tu, Shu-Wu be elected 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, 603,365,216 votes approving, 16,203,300 votes disapproving, and 140,000 votes abstaining.

6.4) Mr.Lin, Tai-Yang

Resolution After consideration, it was resolved that Mr.Lin, Tai-Yang be elected 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, 603,365,106 votes approving, 16,203,300 votes disapproving, and 140,110 votes abstaining.

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

The Chairman announced to the Meeting that, according to Article 34 of the Articles of Association of the Company, directors are eligible to receive payments from the Company in forms of allowances, remunerations, rewards, bonuses or other benefits in accordance with the Articles of Association of the Company or the Shareholders' Meeting. The Shareholders' Meeting may fix payments, or set out guidelines for remunerations each year, or set out conditions which will take effect until revised. Above and beyond that, the directors shall get remunerations as specified in the Company's regulations. The aforementioned payments shall not affect the Company's employees elected as the Company's directors. The benefits received as the Company's employees shall remain in any case.

Remunerations of the Company's directors, Audit Committee's members, and Committees' members have been carefully reviewed in the Nomination and Compensation's Meeting before submitted to the Board of Directors' Meeting for approval.

In the year 2013, the Company fixed the remunerations of directors, Audit Committee's members, and Committees' members at the total amount not exceeding 3,500,000 Baht and in the year 2014, the Company proposed to fix the total remuneration for directors, Audit Committee's members, and Committees' members to not exceed 3,500,000 Baht with details as follows:

Remuneration of the Company's directors/ Audit's Committee's members/ Committees' members	Position	2014 (Year of Proposal) (Baht/Meeting/ Person)	2013 (Baht/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 their meeting attendance.

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 6. 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 2014 be approved with not less than two-third of the votes pertaining to the shareholders attending the Meeting with the voting right, that is, 618,405,516 votes approving, 3,000 votes disapproving, and 1,300,000 votes abstaining.

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

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 2014:

- | | |
|---|----------|
| 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 other certified public accountants from KPMG Phoomchai Audit Co., Ltd. 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 2014 at the amount totaling 970,000 Baht, increasing 37,000 Baht 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

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 7. A shareholder asked to be clarified about the fixing of the Company's Auditor's remuneration for the year 2014 as follows:

Mr.Wallop Charaschimpaneekul – Shareholder

The shareholder asked for the explanation on the increment of the remuneration of the Company's Auditor for the year 2014 when compared to the preceding year.

**Mr.Bunyarit Thanormcharoen – Certified Public Accountant (Thailand),
KPMG Phoomchai Audit Company Limited**

The representative of the Company's Auditor clarified the reason for the increasing remuneration is owing to the change of Company's ERP system, expanding the scope of the audit work, making the rate proposed this year appropriate.

Resolution

After consideration, it was resolved that the appointment of the Company's Auditor and the fixing of their remuneration for the year 2014 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, 619,595,516 votes approving, 113,000 votes disapproving, and 0 vote abstaining.

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

The Chairman announced for the Meeting's information that in order to promote sales and to manage risks of the Company, the Chairman proposed the Meeting to consider approving an addendum to the Company's Memorandum of Association on Clause 3 (Objectives) as "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 had considered the facts and the reasons above and proposed the Shareholders' Meeting to consider approving the addendum to the Company's objectives and the revision of the third clause of the Company's Memorandum of Association on using mortgage to promote sales and manage Company's risks in different aspects.

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions regarding Agenda 8. A shareholder asked to be clarified about the proposed addendum concerning the objective of Company's using of mortgage as per below:

Mr.Boonchuay Tangwattanasirikul – Shareholder

1) The shareholder inquired on the conditions of the trading guarantees of the Company's dealers.

2) The shareholder asked about the bad debt provision of the Company at the value totaling 140 Million Baht if it stemmed from the Company's product sales to a private, government or state enterprise customer and whether the Company expected to be able to collect this debt by the year 2014.

Mr. Supant Mongkolsuthree – President

1) The Company stipulates that guarantees from dealers are made in forms of bank guarantees, assets, or cash with a specific team designated to assess the financial potential and backgrounds of dealers.

2) The Company trades with dealers in the private sector only. The particular bad debt was caused by the dealer in question's failing to yet be paid off on debt from a state enterprise. It is expected that the Company will be gradually repaid on debt by the year 2014.

Resolution

After consideration, it was resolved that the addendum to the Company's objectives in the Memorandum of Association, Clause 3 (Objectives), 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, 619,708,516 votes approving, 0 vote disapproving, and 0 vote abstaining.

**Agenda 9 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. Thanapong Thanakusol - Shareholder

The shareholder made the following inquiries:

- 1) Would the distribution agreement with the vendor on Lenovo Acquire have an impact on the sales of server products distributed by the Company which belong to other brands?
- 2) As the Company has established a business in Myanmar, which company will be appointed as the Company's System Integrator (SI)?
- 3) Would the Company's dealers view the affiliated Prism Solution Company Limited as a competitor of the Company?
- 4) Phatra Securities Public Company Limited used to be a major shareholder of the Company. Was there any discussion with the Company before the share sell-off?
- 5) Is there any evidence of delivering the maintenance service agreement (MA) during the product delivery with the dealer which the Company has reserved provision for bad debt over 140 Million Baht?

Mr. Supant Mongkolsuthree – President

The President clarified to the shareholder on the questions raised as per below:

- 1) Being the authorized dealer of Lenovo brand would increase the variety of products and result in higher sale revenues, not affecting server products of other brands that the Company also distributes.
- 2) The Company's business in Myanmar has been well received by the market, particularly from Seagate, Cisco, and WD products. The Company is a leading distributor of Cisco-branded products and there is potential for the Company to distribute products of Cisco to businesses investing in Myanmar.
- 3) The target customers of Prism Solutions Company Limited belong to a specific group (Niche Market) and the affiliated company supplies merchandise to System Integrator (SI). Customers do not perceive Prism Solutions Limited as a competitor of Synnex (Thailand) Public Company Limited (Thailand).
- 4) A change in the investment policies of Phatra Securities Public Company Limited caused the securities company to sell off its shares in IT companies.
- 5) The dealer which the Company has reserved bad debt provision is in the process of paying off their debt with the Company. The debt was created by the particular dealer's merchandise trading with a state enterprise with no direct involvement from the Company. Therefore, there was no association with the Company regarding the maintenance service agreement (MA) in this case.

Mr. Supasorn Muntanakorn – Shareholder

- 1) Has the Company arranged to acquire an insurance policy covering the risk from bad debts?
- 2) What are market opportunities and competition terms for Prism Solutions Company Limited?

**Mr.Supant Mongkolsuthree – President**

1) The Company had previously had such insurance policy before but it turned out that the insurance coverage did not cover the entire debt despite its costly insurance premium.

2) Prism Solutions Company Limited would be distributing innovative products concerning System Integrator (SI) to help driving the profit up to the target 100 Million Baht. In 2014, new products include Oplink TripleShield, which is a surveillance camera under Home Product category and EIZO screens, for instance.

Ms.Kanlaya Nipakorn – Shareholder proxy

The shareholder proxy suggested that the annual report should have included the Company's financial statements.

Mr.Supant Mongkolsuthree – President

The President acknowledged the suggestion which would be considered for the making of the next annual report. The financial statements of the Company for the year 2013, however, can be found in the CD attached to the current annual report.

Mr.Chatchai Kun-ngarm – Shareholder

The shareholder proposed that the Company's Auditor finishes the auditing the financial statements faster, so that the next Annual General Meeting of shareholders could be held sooner in the following year.

Mr.Supant Mongkolsuthree – President

The President acknowledged the proposal and assured the shareholder that the matter would be discussed with the Company's Auditor from KPMG Phoomchai Audit Company Limited

Mr.Sorawut Lertphalangsanti – Shareholder

1) The shareholder asked how much the Company targets the sales revenue for the year 2014.

2) The shareholder inquired on the start date of the implementation of the new ERP of the Company.

3) The shareholder mentioned that business competitors have adopted the strategy of business to business (B2B) and back to end for e-commerce, facilitating dealers on their start-up of e-commerce business and asked whether the Company has executed alike.

4) The shareholder raised a question on the possibility for consumers to claim products via 7-11 convenience stores or post office branches for convenience.

Mr.Supant Mongkolsuthree – President

1) The President responded that the Company has planned a sales growth of 10% for the year 2014 but the impact of the current political situation may shrink the growth to 3-5%. The Company tries to control costs as well as strategically focuses on selling products of high gross profit (GP) and expands the market in Myanmar to grow up to 100-200%. These Company's attempts, however, still cannot offset the decline in domestic revenues.

2) Mr.Puttipan Tayarachkul, Director, announced that the Company shall start implementing the new ERP in parallel with the old system till the end of June 2014 and expect to start using solely the new ERP by July 2014.

3) The President clarified that the Company has been conducting business with the business to business (B2B) strategy but the old ERP has not been so supportive of running the B2B model. The upcoming ERP will enable the Company to engage in business using the business to consumer (B2C) strategy easier.



4) The President informed the Meeting that the Company has appointed over 40 elite partners with IT expertise and occasionally can solve customers' problems with malfunctioning products without having to drop off claimed products at the Head Office, saving customers' time.

Mr.Chakdhorn Samphatcharakul – Shareholder

1) The shareholder asked to be clarified on the accounting item, “gain (loss) on exchange rate”.

2) The shareholder asked if the dealer for which the Company has set up over 140 Million Baht for bad debt reserve has had any past trading records with the Company.

Mr.Supant Mongkolsuthree – President

1) The President responded to the shareholder’s first inquiry that the explanation on “gain (loss) on exchange rate” was related to the accounting principles, requiring time to explain. An accounting expert would be assigned to explain on such accounting item.

2) The dealer in question has had a history of trading with the Company since before the Company’s bad debt reserve from them and this dealer is still continually trading with the Company.

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. Somchai Apiwattanaporn
Position Independent Director and
 Chairman of the Audit Committee
Nationality Thailand
Age 64
% of holding number of shares as of 31 December 2014 None (equal to 0% of total shares with voting right)

Elected as
 Independent Director

Address 999/213 Pracha-Uthit Road, Samsaennok, Huaykwang, Bangkok 10310
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

2013 – Present Member of Operational Risk Management Committee – Synnex (Thailand) PCL.
 2012 – Present Chairman of the Audit Committee – M Link Asia Corporation PCL.
 2010 – Present Chairman of the Nomination and Compensation Committee
 – Synnex (Thailand) PCL.
 2007 – Present Chairman of the Audit Committee and Independent Director
 – Synnex (Thailand) PCL.
 2006 – Present Chairman of the Audit Committee/ Chairman of the Remuneration and
 Compensation Committee/ Director/ Independent Director
 – Robinson Department Store PCL.
 2010 – 2013 Member of Financial Risk Management Committee – Synnex (Thailand) PCL.
 2010 – 2011 Head of Inspectors – Ministry of Finance
 2008 – 2011 President – ASEAN Potash Mining PCL.
 2008 – 2009 Inspectors – Ministry of Finance
 2006 – 2008 President of Playing Card Manufacturing Factory
 – Excise Department, Ministry of Finance
 2005 – 2011 Director of Tax Accounting Profession – Federation of Accounting Professions
 2005 – 2008 Executive Director of Liquor Distillery Organization
 – Excise Department, Ministry of Finance
 2003 – 2008 Vice Director – Excise Department, Ministry of Finance

Position in other Companies

Other Listed Companies	2 positions: - M Link Asia Corporation PCL. - Robinson Department Store PCL.
Other Non-Listed Companies	- None -
Position in other organizations that compete with/related to the Company	- None -

Duration to take a position of Director in the Company

- 8 Years (29 November 2007 to Present)

Meeting Attendance in 2014

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	5/5 (100%)
- Annual General Meeting of Shareholders for 2014	1/1 (100%)
- Audit Committee's Meeting	5/5 (100%)
- Remuneration and Compensation Committee's Meeting	3/3 (100%)
- Operational Risk Management Committee's Meeting	12/12 (100%)

Direct and indirect interest in any Transaction the Company or the Subsidiary is Party

- None -

Additional information on the nominated persons

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	- No -
2. Being a professional service provider	- No -
3. Having the significant business relations that may affect the ability to perform independently	- None -

Remark: Definition and qualifications of independent director are shown in the end of enclosure 3

Profile of Director



Name Mrs. Maleeratna Plumchitchom
Position Independent Director and Audit Committee's Member
Nationality Thailand
Age 69
% of holding number of shares as of 31 December 2014 None (equal to 0% of total shares with voting right)

Elected as Independent Director

Address 72/1 Narathivatratthanakharin Road, Tungwatdon, Sathorn, Bangkok 10120

Education
 - Master of Business Administration, Michigan State University, USA
 - Bachelor of Accounting (Honors), Chulalongkorn University

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

Work Experience

2013 – Present Chairman of Operational Risk Management Committee – Synnex (Thailand) PCL.
 2011 – Present Member of the Nomination and Compensation Committee – Synnex (Thailand) PCL.
 2011 – Present President and Audit Committee's Member – Asian Phytoceuticals PCL.
 2007 – Present Audit Committee's Member and Independent Director – Synnex (Thailand) PCL.
 1997 – Present President – Knowledge Plus
 2010 – 2013 Member of Financial Risk Management Committee – Synnex (Thailand) PCL.
 2006 – 2007 Audit Committee's Member and Independent Director – T.K.S. Technologies PCL.
 2005 – 2011 Advisor – Thanachart Group

Position in other Companies

Other Listed Companies	1 positions: - Asian Phytoceuticals PCL.
Other Non-Listed Companies	1 positions: - Knowledge Plus
Position in other organizations that compete with/related to the Company	- None -

Duration to take a position of Director in the Company

- 8 Years (29 November 2007 to Present)

Meeting Attendance in 2014

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	5/5 (100%)
- Annual General Meeting of Shareholders for 2014	1/1 (100%)
- Audit Committee's Meeting	5/5 (100%)
- Remuneration and Compensation Committee's Meeting	3/3 (100%)
- Operational Risk Management Committee's Meeting	12/12 (100%)

Direct and indirect interest in any Transaction the Company or the Subsidiary is Party

- None -

Additional information on the nominated persons

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	- No -
2. Being a professional service provider	- No -
3. Having the significant business relations that may affect the ability to perform independently	- None -

Remark: Definition and qualifications of independent director are shown in the end of enclosure 3

Profile of Director



Elected as
Independent Director

Name Mr. Apisak Tantivorawong
Position Independent Director
Nationality Thailand
Age 61
% of holding number of shares as of 31 December 2014 None (equal to 0% of total shares with voting right)

Address 9/88 Moo13, Bang Ramad, Talingchan, Bangkok 10170

Education - Master of Business Administration, Industrial Management, University of Tennessee, USA
 - Bachelor of Engineering, Chemical Engineering, Chulalongkorn University

Director Training organized by Thai Institute of Directors (IOD)
 2002 Director Certification Program (DCP)

Work Experience

2014 – Present Director and Member of the Nomination, Compensation and Corporate Governance Committee – The Siam Commercial Bank PCL.
 2014 – Present Vice President of Financial Management Committee – Charoen Pokphand Co.,Ltd.
 2013 – Present Independent Director – Synnex (Thailand) PCL.
 2013 – Present Chairman of Risk Management Committee – ThaiOil PCL.
 2013 – Present Independent Director – Indorama Ventures PCL.
 2013 – Present President – Quality Houses PCL.
 2013 – Present Independent Director/ Audit Committee's member/
 Chairman of Risk Management Committee – Bangkok Glass PCL.
 2007 – Present Independent Director – ThaiOil PCL.
 2012 – 2013 Independent Director – CP ALL PCL.
 2004 – 2012 President – Krung Thai Bank PCL.

Position in other Companies

Other Listed Companies	5 positions: - The Siam Commercial Bank PCL. - ThaiOil PCL. - Indorama Ventures PCL. - Quality Houses PCL. - Bangkok Glass PCL.
Other Non-Listed Companies	1 positions: - Charoen Pokphand Co., Ltd.
Position in other organizations that compete with/related to the Company	- None -

Duration to take a position of Director in the Company

- 2 Years (26 April 2013 to Present)

Meeting Attendance in 2014

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	5/5 (100%)
- Annual General Meeting of Shareholders for 2014	1/1 (100%)
- Financial Risk Management Committee's Meeting	7/7 (100%)

Direct and indirect interest in any Transaction the Company or the Subsidiary is Party

- None -

Additional information on the nominated persons

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	- No -
2. Being a professional service provider	- No -
3. Having the significant business relations that may affect the ability to perform independently	- None -

Remark: Definition and qualifications of independent director are shown in the end of enclosure 3

Profile of Director

Name Mr. Puttipan Tayarachkul
Position Director
Nationality Thailand
Age 56
% of holding number of shares as of 31 December 2014 1,433,976 Ordinary Shares (equal to 0.19% of total shares with voting right)



Elected as Director

Address 19/31 Soi Ramkhamhaeng 43/1, Phlapphla, Wangthonglang, Bangkok 10310
Education - Bachelor of International Trade, Chengchi University, Taiwan, R.O.C

Director Training organized by Thai Institute of Directors (IOD)
 2007 Director Certification Program (DCP)

Executive Development Program organized by Thai Listed Companies Association (TLCA)
 2008 TLCA Executive Development Program (EDP)

Work Experience

2014 – Present Corporate Secretary – Synnex (Thailand) PCL.
 2013 – Present Member of Operational Risk Management Committee – Synnex (Thailand) PCL.
 2010 – Present Member of Financial Risk Management Committee – Synnex (Thailand) PCL.
 2010 – Present Member of Legal Risk Management Committee – Synnex (Thailand) PCL.
 2010 – Present Member of Corporate Governance Committee – Synnex (Thailand) PCL.
 2008 – Present Director – Synnex (Thailand) PCL.
 1991 – Present Senior Executive Vice President - Operations – Synnex (Thailand) PCL.

Position in other Companies

Other Listed Companies	- None -
Other Non-Listed Companies	- None -
Position in other organizations that compete with/related to the Company	- None -

Duration to take a position of Director in the Company

- 7 Years (15 September 2008 to Present)

Meeting Attendance in 2014

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	5/5 (100%)
- Annual General Meeting of Shareholders for 2014	1/1 (100%)
- Corporate Governance Committee's Meeting	12/12 (100%)
- Financial Risk Management Committee's Meeting	5/7 (71.43%)
- Legal Risk Management Committee's Meeting	12/12 (100%)
- Operational Risk Management Committee's Meeting	11/12 (91.67%)

Direct and indirect interest in any Transaction the Company or the Subsidiary is Party

- None -

Definition of Independent Director

Definition of Independent Director of the Company

The Independent Committee is the key ingredient of the Company's corporate governance policy. The following conditions apply:

1. Not hold shares exceeding 1 (one) percent* of the total paid-up shares capital in the Company, its subsidiary, affiliate or associated companies including shares held by related persons of the independent director.
2. Does not take part in the management or is not a staff or employee or advisor who receives regular salaries from the Company, its subsidiary, affiliate, associated companies or major shareholder
3. Has no benefit or interest, whether direct or indirect, in the finance and management of the Company, its subsidiaries, affiliate or associated companies unless the foregoing status ended not less than two (2) years prior to the date of appointment
4. Is not a related person or close relative of any member of management or majority shareholder of the Company, its subsidiaries or associated companies
5. Is not appointed as nominee to protect the interest of any director, majority shareholder or shareholder who is a related person to a majority shareholder of the Company
6. Can independently perform his duties and express opinions or report the operating results as assigned by the Board of Directors without being under the control or influence of any executive or majority shareholder, including his related persons or close relatives

Remark: Definition of Independent Director of the Company is strict as the minimum requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

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

Annual General Meeting of Shareholders

Article 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.

Article 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.

Article 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.

Article 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.

Article 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.

Article 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.

Article 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.

Article 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.

Article 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.

Company's Directors and Scope of Authorities

Article 17 It is determined that the meeting of shareholders shall elect Company's directors based on the following criteria and procedure:

1. A shareholder is entitled to the number of votes which are equal to the total number of shares held.
2. Each shareholder may use their pertaining votes to elect one or more directors. In the event of electing several directors, the shareholder is not permitted to split their votes to cast votes for one candidate more than another.
3. Director's candidates receiving the majority voting in descending order shall assume the seats equal to the number of directors to be filled. In case there are candidates receiving an equal amount of the next highest votes so that the number of candidates exceeds the quota of directors to be elected, the Chairman is eligible to finalize the list of elected directors.

Article 18 At every annual general meeting, at least one-third (1/3) of the total number of Company's directors shall retire from office. If the number of directors cannot be divided into three parts, directors of the number nearest to one-third (1/3) shall retire at the annual general meeting. In the first year and the second year after the Company's registration, the directors to retire from office shall be determined by drawing lots. For each subsequent year, the directors retiring shall be those having held office the longest. Directors who retire shall be eligible for re-election.

Article 34 Bonus and remuneration of Company's directors are fixed by the meeting of shareholders.

Directors are entitled to be remunerated by the Company in forms of monetary reward, meeting allowance, bonus, or other benefits as determined by the shareholders' meeting's resolution, which could be a fixed amount of remuneration or criteria for remuneration effective for a given period or until changed. In addition, directors are also entitled to receive the allowances and other benefits according to the Company's regulations.

The foregoing paragraph shall not affect the rights of employees of the Company elected as directors in their entitlement to receive remuneration and other benefits as employees.

Payment of remunerations under the first paragraph and the second paragraph must not contradict with the rules and qualifications of independent directors as determined by the Securities and Exchange Commission Thailand and the Stock Exchange of Thailand.

Reporting, Accounting, and Auditing

Article 56 The Company's Board of Directors must arrange for the preparation of the balance sheet and the profit and loss statement at the end of the accounting year to be proposed to shareholders at the annual general meeting for approval. The Board of Directors shall submit the financial statements to the Company's Auditor for auditing to be completed prior to submission to shareholders.

Article 57 The Board of Directors must arrange for the delivery of the following documents to shareholders along with the notice of the annual general meeting:

- (1) A copy of the audited balance sheet and the profit and loss statement together with the report of the Company's Auditor
- (2) Annual Report of the Board of Directors and addendum to the Report

Article 61 Directors, employees, or any individuals in office for any positions in the Company at the time cannot be nominated to assume the position of the Company's Auditor.

Article 62 The Company's Auditor has an obligation to participate in every meeting of shareholders of the Company when there are agenda for consideration on the balance sheet and the profit and loss statement as well as problems concerning the Company's accounting to clarify the auditing to shareholders. The recipients of the Company's delivery of reports and documents prior to the convening of the meeting of shareholders must include the Company's Auditor in addition to shareholders.

Dividends and Reserves

Article 48 It is prohibited to announce the Company's dividend payment without the resolution of the meeting of shareholders or of the Board of Directors in case of interim dividend payment.

A notice on dividend payment must be given to shareholders by post and the notice of such payment shall be advertised in newspapers for a period of three (3) consecutive days while the payment of such dividend shall be arranged within one (1) month from the date of the resolution.

Article 49 The interim dividend payment may be considered by the Board of Directors from time to time when it is considered that the Company has sufficient profit to do so. Once such dividend payment is made, it shall be reported to the shareholders' meeting in the following meeting.

Article 50 The dividend payment shall be distributed equally by the number of shares.

Article 51 The Company is required to allocate part of its annual net profit as a legal reserve which must not be less than five (5) percent of the annual net profit less any accumulated losses brought forward (if any) until the total reserve is not less than ten (10) percent of the registered capital.

In addition to the aforementioned reserve, the Board of Directors may propose the meeting of shareholders to cast votes to approve the allocation for other reserves as deemed beneficial for the operations of the Company.

After the Company has been approved by the resolution of the shareholders' meeting, the Company may transfer other reserves, legal reserve, and share premium reserve respectively to offset the accumulated losses 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 A.M. at Synnex (Thailand)'s Head Office, 433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230, Thailand as can be located in the map attached hereto (Enclosure 8).

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. นายวิสสุต เศรษฐบุตร ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 66 ปี
Name Mr. Vissut Sethaput Position Independent Director and Audit Committee's Member Age 66 years old
อยู่บ้านเลขที่ 99/285 ซอย พฤษชาติ แขวง สะพานสูง เขต สะพานสูง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10240
Residing at No. 99/285 Soi Prueksachart, Khwang Sapansung, Khet Sapansung, Province Bangkok Postcode 10240

4. นางวิวิธรา พงศ์นุชิต ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 64 ปี

Name Mrs.Rawitha Pongnuchit Position Independent Director and Audit Committee's Member Age 64 years old

อยู่บ้านเลขที่ 1131/208 อาคาร ทอศดำริ ถนน นครไชยศรี เขต ดุสิต จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10300

Residing at No. 1131/208 Thoet Damri Building, Nakorn Chai-sri Road, Khet Dusit, Province Bangkok Postcode 10300

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2558

As my/our Proxy to attend and vote on my/our behalf at the 2015 Annual General Meeting of Shareholders

ในวันศุกร์ที่ 24 เมษายน 2558 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุขุมวิท แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be held on Friday, 24 April 2015 at 10.00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukhonthasawat Road, Lat Phrao, 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. นายวิสสุต เศรษฐบุตร ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 66 ปี
Name Mr. Vissut Sethaput Position Independent Director and Audit Committee's Member Age 66 years old
อยู่บ้านเลขที่ 99/285 ซอย พฤษชาติ แขวง สะพานสูง เขต สะพานสูง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10240
Residing at No. 99/285 Soi Prueksachart, Khwang Sapansung, Khet Sapansung, Province Bangkok Postcode 10240

4. นางรวิฐา พงศ์นุชิต ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 64 ปี

Name Mrs.Rawittha Pongnuchit Position Independent Director and Audit Committee's Member Age 64 years old

อยู่บ้านเลขที่ 1131/208 อาคาร เทอดดำริ ถนน นครไชยศรี เขต ดุสิต จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10300

Residing at No. 1131/208 Thoet Damri Building, Nakom Chai-sri Road, Khet Dusit, Province Bangkok Postcode 10300

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2558

As my/our Proxy to attend and vote on my/our behalf at the 2015 Annual General Meeting of Shareholders

ในวันศุกร์ที่ 24 เมษายน 2558 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุขุมวิท แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be held on Friday, 24 April 2015 at 10.00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230 or on such other date and at such other place as may be adjourned or changed.

(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 2557 ประชุมเมื่อวันที่ 25 เมษายน 2557

Agenda 1 To consider certifying the minutes of the 2014 Annual General Meeting of Shareholders, as held on 25 April 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:

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

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2557

Agenda 2 To acknowledging the report on the Company's operating results in respect of 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:

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

วาระที่ 3 พิจารณานุมัติงบการเงิน สำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2557

Agenda 3 To consider approving the audited Financial Statements for the year ended 31 December 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:

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

วาระที่ 4 พิจารณานอมนุมัติการจัดสรรกำไรจากผลการดำเนินงานปี 2557 และการจ่ายเงินปันผล

Agenda 4 To consider approving the allocation of the profits from the results of the operation for the year 2014 and the dividend distribution

(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 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบวาระ

Agenda 5 To consider approving the appointment of the directors who complete their terms 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. นายสมชัย อภิวัฒน์พร (อีกวาระหนึ่ง)

Mr. Somchai Apiwattanaporn (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. นางมาลีรัตน์ ปลื้มจิตรชม (อีกวาระหนึ่ง)

Mrs. Maleeratna Plumchitchom (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. นายอภิศักดิ์ ตันติวรวงศ์ (อีกวาระหนึ่ง)

Mr. Apisak Tantivorawong (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. นายพุฒิพันธ์ เตชะราชกุล (อีกวาระหนึ่ง)

Mr. Puttipan Tayarachkul (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)

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2558

Agenda 6 To consider approving the remunerations of the Company's directors for the year 2015

(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 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี ประจำปี 2558

Agenda 7 To consider approving the appointment of the Company's Auditor and the Audit Fee for the year 2015

(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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 Other matters (if any)

(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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ 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 ผู้มอบฉันทะ
Signed () Grantor

ลงชื่อ ผู้รับมอบฉันทะ
Signed () Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed () Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed () Proxy

หมายเหตุ 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยก
Remarks. จำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 SYNnex (THAILAND) PUBLIC COMPANY LIMITED

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ในวันศุกร์ที่ 24 เมษายน 2558 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุขนครสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

The 2015 Annual General Meeting of Shareholders to be held on Friday, 24 April 2015 at 10.00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukhonhasawat Road, Lat Phrao, 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

ติดอากรแสตมป์ 20 บาท
Duty Stamp THB 20

**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 / แขวงอำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Tambol/Khwang Amphur/Khet Province Post Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As a custodian of.....

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน)

Being a shareholder of SYNnex (THAILAND) PUBLIC COMPANY LIMITED

โดยถือหุ้นจำนวนทั้งสิ้นรวมหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง ดังนี้

Holding share(s) and shall hold number of vote(s)

หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

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

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

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 / แขวงอำเภอ / 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 / แขวงอำเภอ / เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

Tambol/Khwaeng Amphur/Khet Province Post Code or

3. นายวิสสุต เศรษฐบุตร ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 66 ปี

Name Mr. Vissut Sethaput Position Independent Director and Audit Committee's Member Age 66 years old

อยู่บ้านเลขที่ 99/285 ซอย พฤษชาติ แขวง สะพานสูง เขต สะพานสูง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10240

Residing at No. 99/285 Soi Prueksachart, Khwang Sapansung, Khet Sapansung, Province Bangkok Postcode 10240

4. นางวิฐา พงศ์นุชิต ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 64 ปี

Name Mrs.Rawittha Pongnuchit Position Independent Director and Audit Committee's Member Age 64 years old

อยู่บ้านเลขที่ 1131/208 อาคาร เทอดดำริ ถนน นครไชยศรี เขต ดุสิต จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10300

Residing at No. 1131/208 Thoet Damri Building, Nakorn Chai-sri Road, Khet Dusit, Province Bangkok Postcode 10300

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2558

As my/our Proxy to attend and vote on my/our behalf at the 2015 Annual General Meeting of Shareholders

ในวันศุกร์ที่ 24 เมษายน 2558 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุขนครสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be held on Friday, 24 April 2015 at 10.00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230 or on such other date and at such other place as may be adjourned or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้

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:

หุ้นสามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง
Ordinary share share(s) and shall hold number of vote(s)

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 2557 ประชุมเมื่อวันที่ 25 เมษายน 2557

Agenda 1 To consider certifying the minutes of the 2014 Annual General Meeting of Shareholders, as held on 25 April 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 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2557

Agenda 2 To acknowledging the report on the Company's operating results in respect of 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานุมัติงบการเงิน สำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2557

Agenda 3 To consider approving the audited Financial Statements for the year ended 31 December 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรจากผลการดำเนินงานปี 2557 และการจ่ายเงินปันผล

Agenda 4 To consider approving the allocation of the profits from the results of the operation for the year 2014 and the dividend distribution

- (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 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบวาระ

Agenda 5 To consider approving the appointment of the directors who complete their terms 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) | Vote(s) |

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment by individual

1. นายสมชัย อภิวัดนพร (อีกวาระหนึ่ง)

Mr. Somchai Apiwattanapron (for another term)

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

2. นางมาลีรัตน์ ปลื้มจิตรชม (อีกวาระหนึ่ง)

Mrs. Maleeratna Plumchitchom (for another term)

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

3. นายอภิศักดิ์ ตันติวรวงศ์ (อีกวาระหนึ่ง)

Mr. Apisak Tantivorawong (for another term)

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

4. นายพุฒิพันธ์ เตชะราชกุล (อีกวาระหนึ่ง)

Mr. Puttipan Tayarachkul (for another term)

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

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2558

Agenda 6 To consider approving the remunerations of the Company's directors for the year 2015

(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 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี ประจำปี 2558

Agenda 7 To consider approving the appointment of the Company's Auditor and the Audit Fee for the year 2015

(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 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 Other matters (if any)

(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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ 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 ผู้มอบฉันทะ

Signed () Grantor

ลงชื่อ ผู้รับมอบฉันทะ

Signed () Proxy

ลงชื่อ ผู้รับมอบฉันทะ

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. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ 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. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2558 ในวันศุกร์ที่ 24 เมษายน 2558 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุขุมวิท แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

The 2015 Annual General Meeting of Shareholders to be held on Friday, 24 April 2015 at 10.00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukhonthasawat Road, Lat Phrao, 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. Vissut Sethaput
Position Independent Director and Audit Committee's Member
Nationality Thailand
Age 66
% of holding number of shares as of 31 December 2014 None (equal to 0% of total shares with voting right)
Address 99/285 Soi Prueksachart, Sapansung, Bangkok 10240
Education - Master of Engineering, McGill University, Canada
 - Bachelor of Engineering, McGill University, Canada

Director Training organized by Thai Institute of Directors (IOD)

2005 Audit Committee Program (ACP)
 2004 Director Certification Program (DCP)

Work Experience

2013 – Present Advisor of Managing Director – Government Housing Bank
 2013 – Present Revolving - budgetary fund Management Committee
 – The Comptroller General's Department, Ministry of Finance
 2010 – Present Chairman of the Corporate Governance Committee – Synnex (Thailand) PCL.
 2007 – Present Audit Committee's Member and Independent Director – Synnex (Thailand) PCL.
 2005 – 2007 Audit Committee's Member and Independent Director – T.K.S. Technologies PCL.
 2004 – 2010 Advisor – Office of Small and Medium Enterprises Promotion

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. Rawittha Pongnuchit
Position Independent Director and Audit Committee's Member
Nationality Thailand
Age 64
% of holding number of shares as of 31 December 2014 None (equal to 0% of total shares with voting right)
Address 1131/208 Thoet Damri Building, Nakorn Chai-sri Road, Dusit, Bangkok 10300
Education - Master of Political Science, Thammasat University
 - Bachelor of Laws, Ramkhamhaeng University

Director Training organized by Thai Institute of Directors (IOD)
 2005 Director Certification Program (DCP)

Work Experience

2012 – Present Independent Director and Member of Audit Committee – Pranda Jewelry PCL.
 2011 – Present Liquidator – Thai Asset Management Corporation
 2011 – Present Chairman of the Audit Committee and Independent Director – Solatron PCL.
 2010 – Present Chairman of the Legal Risk Management Committee – Synnex (Thailand) PCL.
 2010 – Present Audit Committee's Member and Independent Director – Synnex (Thailand) PCL.
 Present President – Phudra Corporation Co., Ltd.
 Present Committee's Member – Fiscal Policy Research Institute Foundation (FPRI)
 Present Committee's Member – Alumni Association of Capital Market Academy (CMA)
 Present Committee's Member
 – Top Executive Program in Commerce and Trade (TEPCoT)
 Present Committee's Member – Revenues Officers Association
 Present Audit Committee's Member and Independent Director
 – Nam Heng Concrete (1992) Co.,Ltd
 2010 – 2011 Director and Chairman of Audit Committee
 – Sukhumvit Asset Management Co., Ltd.
 February-June 2009 Director and Chairman of Audit Committee – Airports of Thailand PCL.
 2008 – 2010 Inspector – Ministry of Finance
 2005 – 2008 Deputy Director-General – Revenue Department, Ministry of Finance

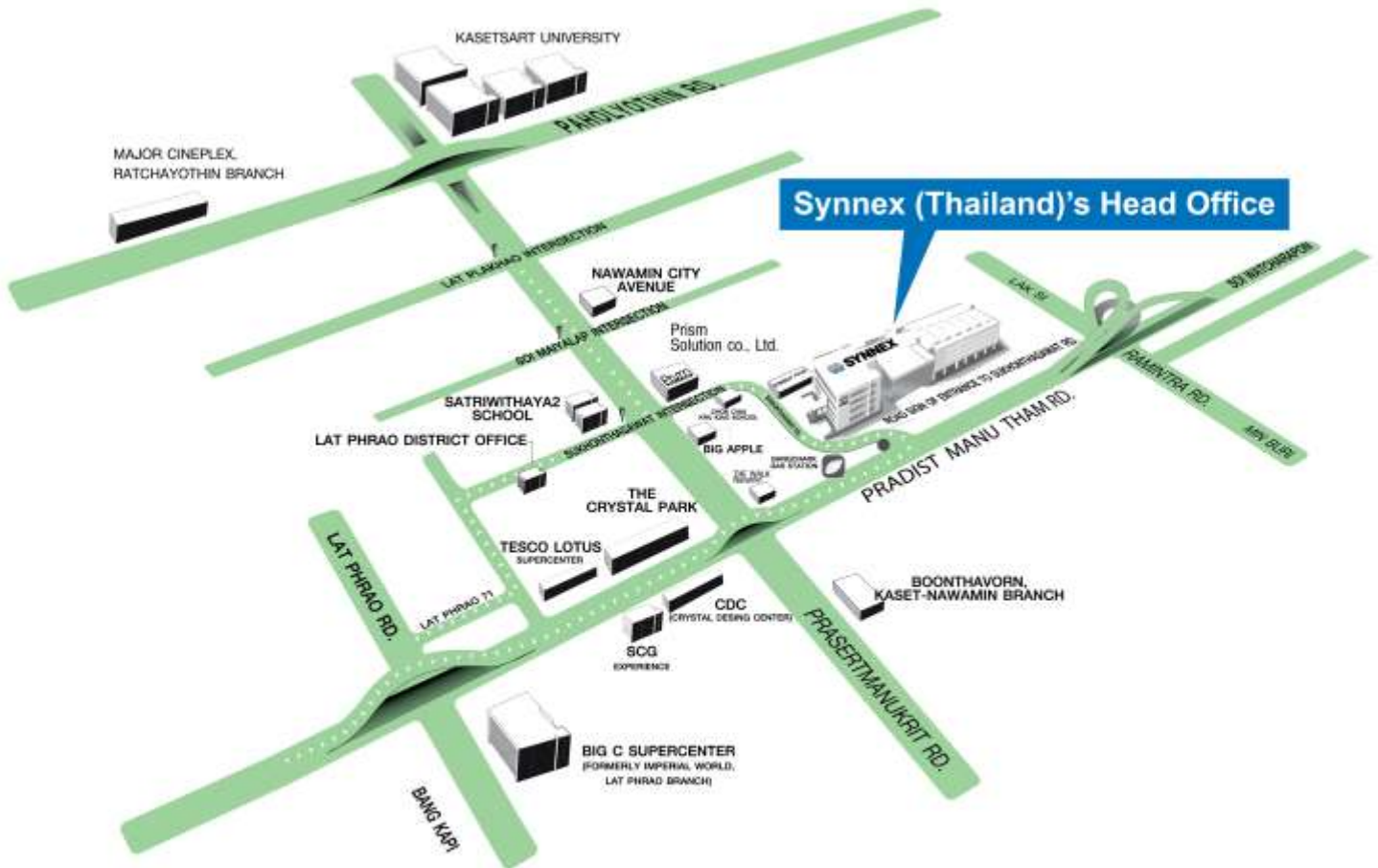
Direct and indirect interest in any Transaction the Company or the Subsidiary is Party

- 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"

SYNNEX (Thailand) PCL. Head Office
433 Sukhonthasawat Road, Lat Phrao, 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 2553 8888 Ext. 5311, 5300 Fax: +66 2578 8188

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