

Invitation to the 2017 Annual General Meeting of Shareholders



**Synnex (Thailand) Public Company Limited**

**Date: 21 April 2017 Time: 10.00 A.M.**

At Mongkolsuthree Auditorium, Synnex (Thailand)'s Head Office  
433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230

## Synnex (Thailand) Public Company Limited

### Invitation to the 2017 Annual General Meeting of Shareholders

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21 March 2017

**Subject:** Invitation to the 2017 Annual General Meeting of Shareholders

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

**Enclosure**

1. Copy of the Minutes of the 2016 Annual General Meeting of Shareholders
2. Profiles of the persons nominated as the directors of the Company
3. Company's Articles of Association relating to the Annual General Meeting of Shareholders
4. Explanations regarding how to grant a proxy, register, present proof of identity for attending the meeting and voting in the Shareholders' Meeting
5. Proxy forms
6. Definition of Independent Director of the Company and Profiles of proxy directors
7. Location map of the Meeting's venue

**Attachment**

1. Annual Report 2016 including the Audited Financial Statements for the year ended 31 December 2016
2. Registration Form with Barcode (kindly bring the Registration Form with barcode to the meeting)

Notice is hereby given by the Board of Directors of Synnex (Thailand) Public Company Limited that the Annual General Meeting of Shareholders for the year 2017 will be held on Friday, 21 April 2017 at 10.00 a.m. at Mongkolsuthree Auditorium, Synnex (Thailand)'s Head Office, located at 433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230, to consider the following agenda:

**Agenda 1 To consider certifying the minutes of the 2016 Annual General Meeting of Shareholders, which was held on 22 April 2016**

**Purpose and Rationale:** The Company held the 2016 Annual General Meeting of Shareholders on 22 April 2016 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](http://www.synnex.co.th)).

**The Board of Directors' Opinion:** The Board of Directors has recommended that the minutes of the 2016 Annual General Meeting of Shareholders, as held on 22 April 2016, 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 consider acknowledging the Company's operating results for the year 2016**

**Purpose and Rationale:** The Company has summarized the operating results of the Company during the year 2016 along with the significant changes that occurred during the year in the Annual Report 2016.

**The Board of Directors' Opinion:** The Board has agreed to present the report on the Company's operating result for the year 2016 along with the significant changes that occurred during the year, as attached hereto Attachment 1.

**Voting Requirement:** This agenda is for acknowledgement only.

**Agenda 3 To consider approving the audited Financial Statements for the year ended 31 December 2016**

**Purpose and Rationale:** According with Section 112 of the Public Company Limited Act, B.E. 2535, the Company has provided the Balance Sheet and Income Statement ended 31 December 2016, 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 Attachment 1.

<b>Consolidated Financial Statements</b>		<b>Fiscal Year ended 31 December 2016</b>
Total Asset	(Million Baht)	7,577.99
Total Liabilities	(Million Baht)	5,094.51
Total Income	(Million Baht)	23,823.30
Net Profit	(Million Baht)	406.93
Basic earnings per share	(Baht)	0.53

**The Audit Committee's Opinion:** The Audit Committee has reviewed the Company's financial statements for the year ended 31 December 2016, which have been audited and signed by Ms. Marisa Tharathornbunpakul, a certified public accountant registration no.5752 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 2016 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 2016, 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 2016, as attached hereto Attachment 1.

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

**Agenda 4 To consider approving the appropriated of net profit and dividend payment for the year 2016**

**Purpose and Rationale:** According to the Public Company Limited Act, B.E. 2535 and Company's Articles of Association, the payment of annual dividend shall be approved by the shareholders' meeting, the Board of directors may pay interim dividend to the shareholders from time to time if the Company has the profits to justify such payment after the interim dividend has been paid, the matter shall be reported to the shareholders at the next shareholders' meeting. 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. 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, as attached hereto the Annual Report 2016 (Dividend Policy) Attachment 1.

**The Board of Directors' Opinion:** The Meeting resolved that the 2017 Annual General Meeting of Shareholders be proposed to consider and approve the distribution of the dividend payment for the year 2016 at THB 0.36 per share. The company has already made an interim dividend payment for the first-half year operating of 2016 on 8 September 2016 at THB 0.10 per share and the remaining 2016 dividend at THB 0.26 per share. This dividend payment is in accordance with the Company's policy. The Board of Directors has agreed that the Record Date for name listing of shareholders entitled to receive the dividend payment for the year 2016 will be on 20 March 2017. The share registration book closing date to determine the right to receive dividends will be on 21 March 2017 while the dividend payment date for the year 2016 will be on 12 May 2017.

**Comparison of the dividend payment within the past 2 years:**

Description	2016 (Year of Proposal)	2015
Net Profit (Separate Financial Statements)	416,658,866	372,662,886
Issued and paid-up share capital (share)	770,328,649	770,328,496
<b>Dividend Payment (Baht/Share)</b>	<b>0.36</b>	<b>0.30</b>
<i>Interim Dividend (Baht/Share)</i>	<i>0.10</i>	<i>0.08</i>
<i>Date of dividend payment</i>	<i>8 September 2016</i>	<i>9 September 2015</i>
<i>Annual Dividend (Baht/Share)</i>	<i>0.26</i>	<i>0.22</i>
<i>Date of dividend payment</i>	<i>12 May 2017</i>	<i>12 May 2016</i>
<b>Total Dividend Payment (Baht)</b>	<b>277,318,314</b>	<b>231,098,595</b>
<b>Dividend Payment Ratio (%)</b>	<b>66.56</b>	<b>62.01</b>

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

**Agenda 5 To consider approving the election of the directors to replace those who are retired by rotation**

**Purpose and Rationale:** According to the Public Company Limited Act, B.E. 2535 and 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 each of the following years, the directors who have been in office the longest shall retire. The five directors retiring by rotation this year are Mr. Supant Mongkolsuthree / Mr. Tu, Shu-Wu / Ms. Sutida Mongkolsuthree / Mr. Lin, Tai-Yang and Mr. Su, Chih-Ching.

During the period 1 December 2016 – 31 January 2017, 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 Remuneration Committee's Opinion:** The Nomination and Remuneration 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 the appointment of the directors who complete their terms by rotation to resume their directorship of the Company for another office's term. The five directors retiring by rotation this year are as follows:

1. Mr. Supant Mongkolsuthree as Director
2. Mr. Tu, Shu-Wu as Director
3. Ms. Sutida Mongkolsuthree as Director
4. Mr. Lin, Tai-Yang as Director
5. Mr. Su, Chih-Ching as Director

**The Board of Directors' Opinion:** The Board of Directors has agreed with the Nomination and Remuneration and proposed the Shareholders' Meeting to consider to electing 5 directors including: Mr. Supant Mongkolsuthree / Mr. Tu, Shu-Wu / Ms. Sutida Mongkolsuthree / Mr. Lin, Tai-Yang and Mr. Su, Chih-Ching 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 2.

**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, the Audit Committee's member and Sub-committees' member for the year 2017**

**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 Remuneration Committee's Opinion:** The Nomination and Remuneration Committee has carefully considered the Company's directors, Audit Committee's members, and Sub-committees' members remuneration for the year 2017 to ensure that it is commensurate with the Company's performance and each member's responsibility and performance and aligned it with the market and companies of a similar size. 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 4,000,000.

**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 Sub-committees' members for the year 2017 at the total amount not exceeding THB 4,000,000. 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 2017 remunerations of the directors, Audit Committee's members, and Sub-committees' members of the Company:

<b>Remuneration of the Company's directors/ Audit's Committee's members/ Sub-committees' members</b>	<b>Position</b>	<b>2017 (Year of Proposal) (THB/Meeting)</b>	<b>2016 (THB/Meeting)</b>
1. Company's directors	Chairman	40,000	40,000
	Director	25,000	25,000
2. Audit's Committee's members	Chairman	30,000	30,000
	Member	25,000	25,000
3. Nomination and Remuneration Committee	Chairman	20,000	20,000
	Member	20,000	20,000
4. Corporate Governance Committee	Chairman	18,000	18,000
	Member	18,000	18,000
5. Legal Risk Management Committee	Chairman	18,000	18,000
	Member	18,000	18,000
6. Operational Risk Management Committee	Chairman	18,000	18,000
	Member	18,000	18,000
7. Corporate Public Communication and Social Responsibility Committee	Chairman	18,000	18,000
	Member	18,000	18,000
<b>Total Remunerations for the Company's directors/ Audit's Committee's members/ Sub-committees' members</b>		<b>Not exceeding 4,000,000</b>	<b>Not exceeding 3,500,000</b>

**Remark:** Executive members of the Committees (item no.3-7) 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 their remuneration for the year 2017**

**Purpose and Rationale:** According with Section 120 of the Public Limited Companies Act, B.E. 2535, the appointment of the Company's external auditors and the audit fees must be approved at the annual general meeting of shareholders. In addition, a notification from the Securities and Exchange Commission limits the appointment of individual external auditors (but not the audit firm) of listed companies to no more than five consecutive one-year terms. After five years, the auditors must be rotated although they can be reappointed after a two-year break.

**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 2017. 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 2017 with the total remuneration of 2,210,000 Baht (Two Million Two Hundred and Ten 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 2017:

<u>Name of Auditor</u>	<u>CPA Registration No.</u>	<u>Number of Audited year</u>
1. Ms. Marisa Tharathornbunpakul	5752	1 Year (2016)
2. Mr. Bantthit Tangpakorn	8509	Never signed the financial statements
3. Ms.Nittaya Chetchotiros	4439	Never signed the financial statements

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 2017 at the amount totaling THB 2,210,000, increasing THB 320,000 or 16.93%, when compared to their remuneration for the year 2016. 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**

	<b>2017 (Year of Proposal)</b>	<b>2016</b>	<b>Increase in Remuneration from the Previous Year</b>
<b>Company's Auditor</b>	KPMG Phoomchai Audit Co., Ltd.	KPMG Phoomchai Audit Co., Ltd.	THB 320,000 16.93%
<b>Remuneration from auditing the Company and the subsidiary</b>	THB 2,210,000	THB 1,890,000	

**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 Others matters (if any)**

All shareholders are invited to attend the 2017 Annual General Meeting of Shareholders on Friday, 21 April 2017 at 10.00 a.m. at Mongkolsuthree Auditorium, Synnex (Thailand)'s Head Office, located at 433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230, location map as attached hereto Enclosure 7. Registration will open at 9.00 a.m.

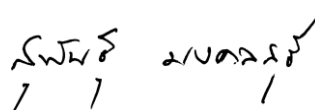
In order to accommodate the commuting of the shareholders, the Company will be arranging a shuttle van service between the Stock Exchange of Thailand (new office, next to The Embassy of the People's Republic of China, Ratchadaphisek Rd) and the Head Office of the Company on the Shareholders' Meeting's date, using the frontal space of the SET's building as the meeting point and setting the departure time from SET at 9.00 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](http://www.synnex.co.th/investor), or by phone +66 2553 8888 Ext. 5311 and 5300 by Wednesday, 19 April 2017.

Any shareholder who wishes to appoint a proxy to attend the shareholder meeting and vote on his or her behalf must complete either Proxy Form, which can be found in Enclosure 5 or downloaded from the Company's website at <http://www.synnex.co.th/investor/th/Meeting.aspx> (Proxy Form C is only for foreigner investors who have authorized a custodian in Thailand to look after and safeguard their shares).

Any shareholder who wish to appoint an independent director as a proxy director, Mr. Vissut Sethaput or Mrs. Rawittha Pongnuchit, whose profiles are enclosed in Enclosure 6, 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 17 April 2017 by mail addressed to Investor Relations department, Synnex (Thailand)'s Head Office, 433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230.

Yours Sincerely,

Synnex (Thailand) Public Company Limited



(Mr. Supant Mongkolsuthree)  
Chairman



**Synnex (Thailand) Public Company Limited  
Minutes of the 2016 Annual General Meeting of Shareholders**

The Meeting was held on 22 April 2016 at 10:00 A.M. at Mongkolsuthree Auditorium 4 Fl., Synnex (Thailand)'s Head Office, located at 433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230.

Mr.Supant Mongkolsuthree, President of the Board of Directors, who was the Chairman of the Meeting. The Chairman announced the opening of the 2016 Annual General Meeting of Shareholders and informed the Meeting that there were 68 shareholders attending in person and 49 shareholders granting proxies to others, totaling 117 shareholders which equaled to 598,616,218 shares or 77.7092% of the total shares distributed totaling 770,328,649 shares, constituting the quorum as required under the Articles of Association of the Company. The directors, executive officers, and auditor who attended the Meeting are as follows:

**Directors Attending the Meeting**

- |                                 |  |
|---------------------------------|--|
| 1. Mr.Supant Mongkolsuthree     | President of the Board of Directors                  |
| 2. Mr.Somchai Apiwattanapron    | Independent Director/Chairman of the Audit Committee |
| 3. Mrs.Maleeratna Plumchitchom  | Independent Director/ Member of the Audit Committee  |
| 4. Mr.Vissut Sethaput           | Independent Director/ Member of the Audit Committee  |
| 5. Mrs.Rawittha Pongnuchit      | Independent Director/ Member of the Audit Committee  |
| 6. Mr.Kachachan Mongkoncharoean | Independent Director                                 |
| 7. Ms.Sutida Mongkolsuthree     | Director / Chief Executive Officer                   |
| 8. Mr.Puttipan Tayarachkul      | Director / Corporate Secretary                       |

**Management's Members Attending the Meeting**

- |                                 |  |
|---------------------------------|--|
| 1. Mr.Anuchit Boonyalug         | Senior Advisor Acting Executive Vice President Sales and Marketing |
| 2. Ms.Kingkaew Jutasompakorn    | Executive Vice President Internal Audit                            |
| 3. Ms.Suvannee Lee              | Executive Vice President Product Controller and Purchasing         |
| 4. Ms.Somporn Ampaisutthipong   | Executive Vice President Accounting and Finance                    |
| 5. Ms.Suporn Lertteerapanyawong | Vice President Budget Management and Investor Relations            |
| 6. Mr.Piyasit Thongyuak         | Vice President Sales and Marketing Computing Device                |
| 7. Mr.Boonchai Ekapisit         | Vice President Bangkok Sales                                       |
| 8. Mrs.Aumaraporn Vaiyavatjamai | Department Manager – Accounting                                    |

**The Company's auditor for the year 2015 and representatives from KPMG attending the Meeting:**

- |                                  |   |
|----------------------------------|---|
| 1. Mr.Bunyarit Thanormcharoen    | Auditor of the Company for the year 2015                    |
| 2. Ms. Marisa Tharathornbunpakul | Auditor's Representative                                    |
| 3. Mr.Songchai Wongwiriaporn     | Auditor's Representative                                    |
| 4. Mr.Apichart Sirinun           | Auditor's Representative<br>(Witness of the voting process) |

**Representative of Thai Investors Association Attending the Meeting****1. Mr.Krisada Leerieng**

According to the Company's Articles of Association, the Chairman explained the voting method for each agenda item 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.

4) 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.

5) The Company provided an opportunity for shareholders to propose agenda and nominate candidates to be proposed for the appointment as the Company's Director in advance during the period 4 January – 5 February 2016 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.

6) The Company informed the Meeting that, before the date of this General Meeting of Shareholders, the Company had provided the opportunity for all shareholders to witness the vote-counting, but there was no shareholder submitted. The Chairman thus invited Mr. Apichart Sirinun, representatives from KPMG Phoomchai Audit Limited to witness the vote-counting throughout the Meeting.

7) The Meeting proceeds with other items on the agenda as defined in the notice of the 2016 Annual General Meeting of Shareholders. The Company informed all shareholders and proxies attending the meeting the guideline on giving opinion for each agenda. Shareholders must raise their hands when they would like to propose their opinion and suggestion for each agenda once the Chairman approved, the shareholders informed their name and last name also identify "shareholder" or "proxy" for complete and accuracy recording the Meeting.

The Chairman proceeded the 2016 Annual General Meeting of Shareholders with the following agenda:

**Agenda 1 To consider certifying the minutes of the 2015 Annual General Meeting of Shareholders, which was held on 24 April 2015**

The Chairman informed the Meeting that, 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 has recommended that the minutes of the 2015 Annual General Meeting of Shareholders, be adopted because they were accurately recorded, which had been enclosed with the Meeting's notice sent to all shareholders. A resolution shall be adopted by the majority votes of shareholders attending and voting. The Chairman then offered opportunities for shareholders to make inquiries and express their opinions as per below:

**Mrs.Sumontharat Rattanasin – Shareholder**

1. It was found that there was wrong typing in Agenda 7 no. 2, “consequence of political wisdom” it must be amended to “consequence of political issue”.
2. There was suggestion to the Meeting that the technical term presented in Minutes of Annual General Meeting should transliterate in Thai instead of English or translate into Thai.

**Ms.Kanlaya Phakakrong - Shareholder**

1. It was found that there were questions which not related to Agenda 7 in the Minutes of Annual General Meeting. Shareholders and proxies mentioned that shareholders' questions and opinions which not related to such agenda should be added into other business instead.

**Mr.Supant Mongkolsuthree – Chairman**

The Chairman of the Meeting thanked the shareholders and proxies and assigned management division to consider the suggestions and further proceed.

**Resolution:** The Meeting resolved to adopt the minutes of the 2015 Annual General Meeting of Shareholders, which was held on 24 April 2015, 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 599,170,436 votes approving, 0 vote disapproving, and 0 votes abstaining.

**Agenda 2 To acknowledging the report on the Company's operating results in respect of the year 2015**

The Chairman requested Ms.Sutida Mongkolsuthree, Chief Executive Officer to summarized the Company's operating result in respect of the year 2015 for the Meeting's acknowledgement as follows:

The Company's Sales and Services revenue is THB 21,515 Million, revenue growth 13% from the fiscal year 2014. Products distributed by the Company can be categorized into 9 groups with details as follows:

1. Communication Devices Group (CDG) such as smartphone, tablet and accessories, which was 20% of core revenue.
2. Component Product Group (CPG) such as Motherboard, Hard Disk, CPU, which was 15% of core revenue.
3. Network Product Group (NPG) such as Switch, Hub Router, Wireless LAN, Server, which was 14% of core revenue.



4. Consumables & Supply Group (CSG) such as Ink Cartridge, Toner, Ribbon, and Office Paper, which was 11% of core revenue.
5. Multimedia Consumer Electronic Product Group (MPG) such as External Hard Drive, USB Flash Drive, Digital Camera, which was 10% of core revenue.
6. System Product Group (SPG) such as Portable Computer (Notebook, Ultra Book, Netbook), Desktop Computer and Configure-to-Order (CTO) Computer of Lemel, which was 10% of core revenue.
7. Image & Printing Product Group (IPG) such as Inkjet Printer, Laser Printer and all-in-one Printer, which was 8% of core revenue.
8. Software Product Group (SWG) such as Operating System Software for PCs and Safety Software for Network, which was 7% of core revenue.
9. Display Product Group (DPG) such as Display Screen and Projector, which was 5% of core revenue.

Gross Profit margin comparison Y2014-2015

Quarter 1/2015 = 4.65%	Quarter 1/2014 = 4.13%
Quarter 2/2015 = 5.21%	Quarter 2/2014 = 3.81%
Quarter 3/2015 = 5.11%	Quarter 3/2014 = 4.04%
Quarter 4/2015 = 4.94%	Quarter 4/2014 = 4.59%

Net Profit margin comparison Y2014-2015

Quarter 1/2015 = 1.52%	Quarter 1/2014 = 0.87%
Quarter 2/2015 = 1.65%	Quarter 2/2014 = 0.46%
Quarter 3/2015 = 1.53%	Quarter 3/2014 = 1.21%
Quarter 4/2015 = 1.83%	Quarter 4/2014 = 1.22%

In 2015, the Company and its subsidiary generated the total revenue of 21,515 million baht which is equal to 19,092 million baht, an increase of 2,423 million baht or 13% from the same period last year. The proportion of revenue was mainly from communication devices group and commercial group. Thus, the Company has focused on commercial group, networking and server to commercial organizations which they constantly bid for government projects. The Company also focused on other potential customers as well.

Financial Ratio

Return on Assets (ROA)	<u>Increasing</u> by	2015 = 8.55%	2014 = 4.79%
Return on Equity (ROE)	<u>Increasing</u> by	2015 = 16.15%	2014 = 8.70%
Debt to Equity ratio (times)		2015 = 1.37 times	2014 = 1.66 times
Average collection period		2015 = 50 days	2014 = 50 days

The company had dividend payment from the operating result in continuously and the distribution of the dividend payment for the year 2015 at THB 0.30 per share or 62.50% of Net profit.

5 Pillars Strategies are the Company's business strategy in 2016. The Company set its business operation goal to be Value Added Distributor to differentiate from other distributors for sustainable growth in various aspects.

1. People Excellence: placing an importance on human resources and employee development. For instance, potential development program in order to increase efficiency work, compensation structuring and career advancement which such plan is set by the Company's advisor who expert in human resources. In the year 2016, the Company has various projects to improve workplace environment to be better environment for all employees, for example, meeting rooms, workspace, and information desk renovation.



2. Product & Service Excellence: emphasizing on service excellence and market expansion to commercial group in the year 2015. The result showed that market share of the Company has increased in the year 2016. The Company more selected commercial and consumer products to sale also launched Mascot “Mr. Synnex & the Gangs” to communicate with consumers. Moreover, the Company provided several campaigns to build relationship with dealers as well as sales promotions of service department with dealers and end users.

3. Productivity: emphasizing innovation and up to date information technology to develop more productive, concise, and effective work.

4. Mergers and Acquisitions: finding business alliances to preserve and strengthen business.

5. Oversea Investment: investing and expanding business in oversea such as Myanmar. The growth of revenue was almost 100% previous year. The Company has expected to increase growth of revenue in Myanmar this year.

The Company earned the CSR award for 5 consecutive year, the company also earned the award as follows:

- The Company earned the award entitled “Sustainability Investment 2015” in the event “Sustainability Award 2015”, as 1 of 51 listed companies which had competence and passed an assessment in sustainability also outstanding of Social Cooperate Responsibility by the Stock Exchange of Thailand.
- The Company was awarded entitled “ESG 100 Certificate” as the 1 of 100 listed companies which selected from 567 listed companies. The award was to acknowledge listed companies that were notable in business operations in Environmental, Social and Governance: ESG.

The Chairman, then, invited shareholders and proxies to ask and raise their opinions on the Company's operating results in respect of the year 2015 as follows:

**Mr.Amorn Pongwaicharoen - Shareholder**

1. Question regarding sales volume expectation in Myanmar and Cambodia.
2. Question regarding progress of Innertech's bad debt.

**Ms.Sutida Mongkolsuthree – Chief Executive Officer**

1. Sales volume expectation in Myanmar would increase not lowers than 50% comparing with last year. Recently, there have been government projects to develop its country, for example, education development project which Myanmar government prepares additional investment. This will bring a great opportunity to the Company. In addition, the Company has negotiated with partner in Cambodia and expects to finish within this year.
2. There has been no progress regarding Inner Tech's debt however the Company consecutively demands payment of the debt.

**Mr.Krisada Leerieng - Representative of Thai Investors Association**

1. The Company takes parts in “Thailand's Private Sector Collective Action against Corruption”. After its showing intention, the Company was ranked in level 2 but did not received certification from CAC to verify the Company for level 1. Regarding the Company's development plan to communicate effective anti-corruption policy to its partners.

**Mr.Puttipan Tayarachkul – Director and Corporate Secretary**

1. The Company announced anti-corruption policy and invited lecturer to educate employees on anti-corruption and communicate with external parties to increase their understanding in the Company's Annual Meeting 2016. The Company is in progress regarding level of certification.

**Mrs.Sumontharat Rattanasin - Shareholder**

1. Question regarding affection to the Company's sales volume of mobile operators' providing mobile to end users.
2. Question regarding market share of the Company comparing with competitors and global competitors in its business.

**Ms.Sutida Mongkolsuthree – Chief Executive Officer**

1. There is no effect on the Company's sales volume due to the fact that mobile operators provide low end products but the Company has variety of mobile products and segments. In the first quarter the Company's sales volume of mobile product continually increased. In addition, the Company is sole distributor of Huawei particularly a high-end smartphone like the P9 which get positive feedback from consumers though its price is quite high. Moreover, the product development and its promotion boost sales volume.
2. The Company dominates the market of 21,000 MB. with an overall market of 80,000 MB.

**Mr.Supant Mongkolsuthree – Chairman**

1. The Company reported strong growth in sales because of variety of product groups and providing excellence service. The Company's revenue grows by 12-13% which is higher than market growth rate 3-4%.

**Mr.Wichitra Chitrachingchai – Shareholder**

1. Question regarding Prism Solution's revenue growth as the target mentioned in the previous Annual General Meeting.

**Ms.Sutida Mongkolsuthree – Chief Executive Officer**

1. The previous year, Prism Solution Co., Ltd. lost profit due to the fact that there were several obstacle in projects which have to be improved regarding calculate cost and ways of working. Thus, the Company reorganized Prism's management team as well as more expand its business than previous year such as printing media in IT SI solution.
2. Synnex Co., Ltd. renovated its building to increase workspace and meeting room as well as to maximize is space to display products to end user.

**Resolution:** The Meeting acknowledged the report on the Company's operating results in respect of the year 2015

**Agenda 3 To consider approving the audited financial statements of the Company for the year 2015, ended 31 December 2015**

The Chairman informed the Meeting that, 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 2015, 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. The Board of Directors has agreed to present the Company's financial statements for the year ended 31 December 2015, 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 2015.

Consolidated Financial Statements		Fiscal Year ended 31 December 2015
Total Asset	(Million Baht)	5,486.09
Total Liabilities	(Million Baht)	3,169.92
Total Income	(Million Baht)	21,514.94
Net Profit	(Million Baht)	351.16
Basic earnings per share	(Baht)	0.46

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions, when no query was further made by any of the shareholders, the Chairman asked the Meeting to vote on this agenda item.

**Resolution:** The Meeting resolved to approve the audited financial statements of the Company for the year 2015, ended 31 December 2015, 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 605,997,877 votes approving, 0 vote disapproving, and 951,200 votes abstaining.

**Agenda 4 To consider approving the allocation of the profits from the results of the operation for the year 2015 and the dividend payment**

The Chairman informed the Meeting that, According to the Public Company Limited Act, B.E. 2535 and Company's Articles of Association, the payment of annual dividend shall be approved by the shareholders' meeting, the Board of directors may pay interim dividend to the shareholders from time to time if the Company has the profits to justify such payment after the interim dividend has been paid, the matter shall be reported to the shareholders at the next shareholders' meeting. 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. 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 agrees to propose the Shareholders' Meeting to consider and approve the distribution of the dividend payment for the year 2015 at THB 0.30 per share. The company has already made an interim dividend payment for the first-half year operating of 2015 on 9 September 2015 at THB 0.08 per share and the remaining 2015 dividend at THB 0.22 per share. The Board of Directors has agreed that the Record Date for name listing of shareholders entitled to receive the dividend payment for the year 2015 will be on 30 March 2016. The share registration book closing date to determine the right to receive dividends will be on 31 March 2016 while the dividend payment date for the year 2015 will be on 12 May 2016. The dividend payment comparison within the past 2 years as follows:



Description	2015 (Year of Proposal)	2014
Net Profit (Separate Financial Statements)	372,662,886	209,655,839
Issued and paid-up share capital (share)	770,328,649	770,328,496
<b>Dividend Payment (Baht/Share)</b>	<b>0.30</b>	<b>0.13</b>
<i>Interim Dividend (Baht/Share)</i>	<i>0.08</i>	<i>-</i>
<i>Date of dividend payment</i>	<i>9 September 2015</i>	<i>-</i>
<i>Annual Dividend (Baht/Share)</i>	<i>0.22</i>	<i>0.13</i>
<i>Date of dividend payment</i>	<i>12 May 2016</i>	<i>15 May 2015</i>
<b>Total Dividend Payment (Baht)</b>	<b>231,098,595</b>	<b>100,142,724</b>
<b>Dividend Payment Ratio (%)</b>	<b>62.01</b>	<b>47.77</b>

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions, when no query was further made by any of the shareholders, the Chairman asked the Meeting to vote on this agenda item.

**Resolution:** The Meeting resolved to approve the allocation of the profits from the results of the operation for the year 2015 and the annual dividend payment and acknowledged the interim dividend payment. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 606,949,077 votes approving, 0 vote disapproving, and 0 votes abstaining.

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

Mr.Somchai Apiwattanaporn - Chairman of the Nomination and Remuneration Committee's Committee informed the Meeting that, According to the Public Company Limited Act, B.E. 2535 and 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 each of the following years, the directors who have been in office the longest shall retire.

During the period 4 January – 5 February 2016, 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 Board of Directors agrees to propose the Shareholders' Meeting to consider reappointing 4 directors 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. The 4 directors retiring by rotation this year are as follows:

- |                             |                         |
|-----------------------------|-------------------------|
| 1. Mr. Vissut Sethaput      | as Independent Director |
| 2. Mr. Tu, Shu-Chyuan       | as Director             |
| 3. Mr. Wei, Hui             | as Director             |
| 4. Mrs. Rawittha Pongnuchit | as Independent Director |





The Board of Directors agrees to propose the Shareholders' Meeting to consider reappointing 4 directors including: Mr.Vissut Sethaput, Mr.Tu, Shu-Chyuan, Mr.Wei, Hui and Mrs. Rawittha Pongnuchit who are all due to retire by rotation to resume their directorship of the Company for another office's term.

Mr.Somchai Apiwattanapron offered opportunities for shareholders to make inquiries and express their opinions, when no query was further made by any of the shareholders, then asked the Meeting to vote on the appointment of the abovementioned directors by person as follows:

**5.1) Mr. Vissut Sethaput****Resolution:**

The Meeting resolved that Mr.Vissut Sethaput 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 606,200,477 votes approving, 756,100 vote disapproving, and 0 votes abstaining.

**5.2) Mr. Tu, Shu-Chyuan****Resolution:**

The Meeting resolved that Mr.Tu, Shu-Chyuan 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 606,948,600 votes approving, 7,977 vote disapproving, and 0 votes abstaining.

**5.3) Mr. Wei, Hui****Resolution:**

The Meeting resolved that Mr.Wei, Hui 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 605,176,077 votes approving, 1,780,500 vote disapproving, and 0 votes abstaining.

**5.4) Mrs. Rawittha Pongnuchit****Resolution:**

The Meeting resolved that Mrs.Rawittha Pongnuchit 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 606,956,577 votes approving, 0 vote disapproving, and 0 votes abstaining.

**Agenda 6 To consider approving the remuneration of the Company's directors for the year 2016**

The Chairman informed the Meeting that, according to Article 34 of the Articles of Association of the Company, directors are eligible to receive payment from the Company in the form of allowance, remuneration, reward, bonus or other benefits in accordance with the Articles of Association of the Company or the Shareholders' Meeting. The Shareholders' Meeting may fix the payment, or set out guidelines for the remunerations each year, or set out conditions which will take effect until revised. 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 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 2016 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 2016 remunerations of the directors, Audit Committee's members, and Committees' members of the Company:

Remuneration of the Company's directors/ Audit's Committee's members/ Committees' members	Position	2016 (Year of Proposal) (THB/Meeting/ Person)	2015 (THB/Meeting / Person)
1.1 Company's directors	President	40,000	30,000
	Director	25,000	20,000
1.2 Audit's Committee's members	Chairman	30,000	20,000
	Member	25,000	18,000
1.3 Nomination and Remuneration Committee	Chairman	20,000	18,000
	Member	20,000	18,000
1.4 Corporate Governance Committee	Chairman	18,000	18,000
	Member	18,000	18,000
1.5 Legal Risk Management Committee	Chairman	18,000	18,000
	Member	18,000	18,000
1.6 Operational Risk Management Committee	Chairman	18,000	18,000
	Member	18,000	18,000
1.7 Corporate Image and Public Communication Committee	Chairman	18,000	-
	Member	18,000	-
<b>Total Remunerations for the Company's directors/ Audit's Committee's members/ Committees' members</b>		<b>Not exceeding 3,500,000</b>	<b>Not exceeding 3,500,000</b>

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

The Chairman then offered opportunities for shareholders to make inquiries and express their opinions, when no query was further made by any of the shareholders, the Chairman asked the Meeting to vote on this agenda item and a resolution shall be adopted by the amount not less than two-thirds of shareholders attending and voting.

**Resolution:** The Meeting resolved to approve the remuneration of the Company's directors for the year 2016. This was in accordance with the amount not less than two-thirds of shareholders attending and voting, that is 607,130,514 votes approving, 0 vote disapproving, and 0 votes abstaining.

**Agenda 7 To consider approving the appointment of the Company's auditor and their remuneration for the year 2016**

Mr.Somchai Apiwattanapron - Chairman of the Audit Committee informed the Meeting that, according with Section 120 of the Public Limited Companies Act, B.E. 2535, the appointment of the Company's external auditors and the audit fees must be approved at



the annual general meeting of shareholders. In addition, a notification from the Securities and Exchange Commission limits the appointment of individual external auditors (but not the audit firm) of listed companies to no more than five consecutive one-year terms. After five years, the auditors must be rotated although they can be reappointed after a two-year break.

The Audit Committee recommended the appointment of the Auditor from KPMG Phoomchai Audit Ltd. as the Company's Auditor for 2016. 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.

As proposed by the Audit Committee, it is considered appropriate by the Board of Directors to propose the Shareholders' Meeting to consider appointing KPMG Phoomchai Audit Company Limited as the Company's Auditor for the year 2016 with the total remuneration of 1,890,000 Baht as follows:

1. Ms.Marisa Tharathornbunpakul CPA Registration No.5752 (Never signed the financial statements)
2. Mr.Banthit Tangpakorn CPA Registration No.8509 (Never signed the financial statements)
3. Ms.Nittaya Chetchotiros CPA Registration No.4439 (Never signed the financial statements)

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 2016 at the amount totaling THB 1,890,000, increasing THB 720,000 or 61.54%, when compared to their remuneration for the year 2015. 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

	2016 (Year of Proposal)	2015	Increase in Remuneration from the Previous Year
Company's Auditor	KPMG Phoomchai Audit Co., Ltd.	KPMG Phoomchai Audit Co., Ltd.	THB 720,000 61.54%
Remuneration from auditing the Company and the subsidiary	THB 1,890,000	THB 1,170,000	

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

Mr.Somchai Apiwattanapron - Chairman of the Audit Committee invited shareholders and proxies to ask and raise their opinions on the appointment of the Company's auditor and their remuneration for the year 2016 as follows:

### **Mrs.Sumontharat Rattanasin – Shareholder**

1. Shareholders and proxies submitted question regarding audit fee increasing of 61.54% and considering audit selection. Shareholders and proxies also mentioned possibility to maintain audit fee next year.

**Mr.Somchai Apiwattanapron - Chairman of the Audit Committee**

1. The increasing of audit fee of the Company and its subsidiary due to additional workload, the Company frequently negotiated and invited others audit company to propose audit fee.

**Mr.Bunyarit Thanormcharoen - KPMG Auditor's Representative**

1. The reason of higher audit fee was from several transactions of subsidiary, after M&A found that there were complex lists which consumed time to verify details. Thus, the auditor's overtime working increased over 100 percent. Nevertheless, Synnex's audit fee is reasonable comparing with other listed company and the Company stated that it could not guarantee audit fee of next year.

When no query was further made by any of the shareholders, Mr.Somchai Apiwattanapron asked the Meeting to vote on this agenda item and a resolution shall be adopted by the majority votes of shareholders attending and voting.

**Resolution:** The Meeting resolved to approve the appointment of the Company's auditor and their remuneration for the year 2016. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 605,392,414 votes approving, 782,900 vote disapproving, and 955,200 votes abstaining.

**Agenda 8 Others matters (if any)**

The Chairman concluded that the meeting was complete all agenda and informed shareholders and proxies to question or raise their opinions on other topics as below:

**Mrs.Sumontharat Rattanasin – Shareholder**

1. Suggested fruits for refreshment because they are good for health.

**Mr.Supant Mongkolsuthree – Chairman**

1. The Chairman of the Meeting thanked and consider the suggestions and further proceed.

**Mr.Amorn Kowanichcharoen - Shareholder**

1. Question regarding additional fee of changing registration's expenses and voting system to barcode.
2. Suggestion from the Annual General Meeting of SVOA, Khun Jack interested in Huawei's product and raised question regarding the opportunity to join business with IT City.

**Ms.Suporn Lertteerapanyawong - Vice President Budget Management and Investor Relations**

1. The Company changed registration system to barcode with its expenses increasing of 10,000 Baht.

**Ms.Sutida Mongkolsuthree – Chief Executive Officer**

2. Synnex (Thailand) PCL.is sole distributor of Huawei and IT City has purchased some model from the Company. Besides, the Company associated with Huawei to be distributor in Commercial product as well.

**Mr.Supant Mongkolsuthree – Chairman**

2. The Company's business grows slightly in Myanmar and Cambodia which noticed from vendor's acknowledgement in the Company's efficiency as a distributor of Thailand. This is good sign for Synnex.

**Mr.Wichitra Chitrachingchai – Shareholder**

1. Question regarding expectation of operating result of the year 2016, business growth, and risk and opportunities.
2. Question regarding weak points which contributed loss of Prism Solution Co., Ltd. last year and expectation to gain profit in 2016.
3. Question regarding the Company's plan Prism Solution Co., Ltd. to be listed on the Stock Exchange.

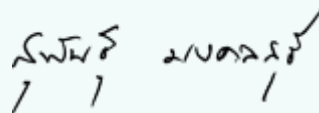
**Ms.Sutida Mongkolsuthree – Chief Executive Officer**

1. The year 2016, the Company set growth targets of 8 percent emphasizing on group of product which generate more revenue. The Company distributes products to several projects which could generate additional revenue exclude the target. However, there are opportunities to gain further gross profit as well as net profit since the Company is distributor of IT products which various products connected with that kind of product recently as called "Internet of thing" such as smart watch. Moreover, Thailand's infrastructure of technology gives an opportunity to the Company to increase growth share. Nevertheless, there are some risks in government projects since its delay. The oversea market like Myanmar has investment in technology infrastructure to develop its country but the Company may face with risk due to economic condition in such country.
2. The Company and subsidiary seek solution and set plan together to prevent any problems. The Company restructured its organization by restructure Management, ways of working, and employee selection. The Company expected that Prism Solution Co., Ltd. has opportunity to gain profit.
3. The Company still aims for taking its subsidiary to be listed on the Stock Exchange.

There were no additional issues or submitted questions, the Chairman thus thanked to shareholders and subsidiary and closed the Meeting.

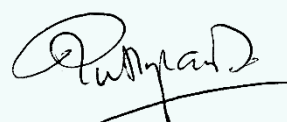
**The Meeting was adjourned at 11:45 a.m.**

(Signed)

  
(Mr. Supant Mongkolsuthree)  
President

Chairman of the Meeting

(Signed)

  
(Mr. Puttipan Tayarachkul)  
Director and Corporate Secretary

## Profile of Director



Elected as Director

<b>Name</b>	Mr. Supant Mongkolsuthree
<b>Position</b>	Chairman
<b>Nationality</b>	Thailand
<b>Age</b>	59
<b>% of holding number Of shares as of 31 December 2016</b>	935,999 shares (equal to 0.12% of total shares with voting right)
<b>Address</b>	99 Chalermkhet 4 Rd., Khwang Wat Thepsirin, Khet Ponprab Sattru Phai, Bangkok 10100
<b>Education</b>	- Honorary Doctorate of Economics, Ramkhamhaeng University - Master of Political Science, Chulalongkorn University - Master of Business Administration, City University, USA - Bachelor of General Management, Sukhothai Thammathirat University

### Director Training organized by Thai Institute of Directors (IOD)

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

### Work Experience

2014 – Present	Chairman - Synnex (Thailand) Public Company Limited
2014 – Present	Chairman - The Federation of Thai Industries (F.T.I.)
2014 – Present	Member of the National Legislative Assembly - The National Legislative Assembly
2014 – Present	Member - Member of the Board of Investment
2014 – Present	Director - Krung Thai Bank PCL.
2014 – Present	Chairman of the Corporate Governance and Social Responsibility Committee - Krung Thai Bank PCL.
2014 – Present	Honorary Member - National Defense College (NDC)
2012 – Present	Member - Cultural Promotion Fund Committee, Department of Cultural Promotion
2009 – Present	Vice President - T.K.S. Technologies Public Company Limited
2008 – Present	Chairman of Activity Promotion Committee / Council Director - Royal Police Cadet Academy
2008 – Present	Director/ Editor - Chulalongkorn University Alumni Association
2006 – Present	Advisor to Chairman - Thai Listed Companies Association
2005 – Present	Advisor - Thai Printing Association
1988 - 2014	Chairman & Chief Executive Officer - Synnex (Thailand) Public Company Limited
2010 - 2014	Member of Nominating and Remuneration Management Committee - Synnex (Thailand) Public Company Limited
2010 - 2014	Member of Financial Risk Management Committee - Synnex (Thailand) Public Company Limited
2010 - 2014	Member of Corporate Governance Committee - Synnex (Thailand) Public Company Limited
2010 - 2014	Member of Legal Risk Management Committee –

2013 - 2014	Synnex (Thailand) Public Company Limited Member of Operation Risk Management Committee – Synnex (Thailand) Public Company Limited
2010 - 2013	Chairman of the Institute of Information and Communication Technology for Industries - The Federation of Thai Industries (F.T.I.)
2012 - 2013	Chairman of the RFID Institute of Thailand - The Federation of Thai Industries (F.T.I.)
2010 - 2014	Honorary University Council Member – Rajamangala University of Technology Rattanakosin
2012 - 2014	Honorary Member - Student Loans Scheme for Education Committee
2012 - 2014	Chairman of Technology and System Subcommittee – Student Loans Scheme for Education Committee
2012 - 2014	Member - E-Payment Transactions Promotion Working Committee, Bank of Thailand
2010 – 2011	Member of NTC Standards Subcommittee - National Telecommunications Commission (NTC)

**Position in other Companies**

Other Listed Companies	2 positions: - Director / Chairman of the Corporate Governance and Social Responsibility Committee - Krung Thai Bank PCL. - Vice President - T.K.S. Technologies Public Company Limited
Other Non-Listed Companies	9 positions: - The Federation of Thai Industries (F.T.I.) - The National Legislative Assembly - The Board of Investment - National Defense College (NDC) - Department of Cultural Promotion - Royal Police Cadet Academy - Chulalongkorn University Alumni Association - Thai Listed Companies Association - Thai Printing Association
Position in other organizations that compete with/related to the Company	- None -

**Duration to take a position of Director in the Company** 29 Years (5 April 1988 to Present)

**Meeting Attendance in 2016**

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	4/4 (100%)
- Annual General Meeting of Shareholders for 2016	1/1 (100%)

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

- None -

## Profile of Director



Elected as Director

**Name** Mr. Tu, Shu-Wu

**Position** Director

**Nationality** Republic of China (R.O.C.)

**Age** 65

**% of holding number Of shares as of 31 December 2016** None (equal to 0% of total shares with voting right)

**Address** 8<sup>th</sup> Fl., 75, Sec 3, Ming-Sheng E. Rd., Taipei, Taiwan, R.O.C.

**Education** - Bachelor of Engineering Electrical and Control System,  
National Chiao Tung University, Taiwan.

**Director Training organized by Thai Institute of Directors (IOD)**  
- None -

### Work Experience

2002 – Present Director - Synnex (Thailand) Public Company Limited  
1988 – Present President and Chief Executive Officer - Synnex Technology International Corporation

### Position in other Companies

Other Listed Companies	- None -
Other Non-Listed Companies	1 positions: - Synnex Technology International Corporation
Position in other organizations that compete with/related to the Company	- None -

**Duration to take a position of Director in the Company** 15 Years (2 February 2002 to Present)

### Meeting Attendance in 2016

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	3/4 (75%)
- Annual General Meeting of Shareholders for 2016	0/1 (0%)

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

- None -



## Profile of Director



Elected as Director

<b>Name</b>	Ms. Sutida Mongkolsuthree
<b>Position</b>	Director and Chief Executive Officer
<b>Nationality</b>	Thailand
<b>Age</b>	36
<b>% of holding number Of shares as of 31 December 2016</b>	4,584,358 shares (equal to 0.60% of total shares with voting right)
<b>Address</b>	123/206 The Met condominium, South Sathorn Rd., Thung Mahamek, Sathorn, Bangkok 10120
<b>Education</b>	- Master of Science in International Management, Queen Mary, University of London, UK - Bachelor of Administration in Finance and Banking, Chulalongkorn University
<b>Director Training organized by Thai Institute of Directors (IOD)</b>	
2016	Director Certification Program (DCP)
<b>Work Experience</b>	
2015 - Present	Member of Corporate Public Communication and Social Responsibility Committee - Synnex (Thailand) Public Company Limited
2015 – Present	Member of Legal Risk Management Committee - Synnex (Thailand) Public Company Limited
2015 – Present	Member of Operation Risk Management Committee - Synnex (Thailand) Public Company Limited
2015 – Present	Member of Corporate Governance Committee – Synnex (Thailand) Public Company Limited
2014 - Present	Chief Executive Officer - Synnex (Thailand) Public Company Limited
2013 – Present	Director - Thai British Security Printing Public Company Limited
2013 – 2015	Member of Financial Risk Management Committee – Synnex (Thailand) Public Company Limited
2013 - 2014	Vice President – Accounting and Finance & Corporate Secretary – Synnex (Thailand) Public Company Limited
2012 – 2013	Department Manager – Finance & Corporate Secretary – Synnex (Thailand) Public Company Limited
2009 – 2011	Corporate Secretary - Synnex (Thailand) Public Company Limited
2004 – 2006	Management Trainee (Institutional Dealer / Securities Analyst) - UOB Kay Hian Securities (Thailand) Public Company Limited

**Position in other Companies**

Other Listed Companies	1 positions: - Director - Thai British Security Printing Public Company Limited
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** 3 Years (27 June 2014 to Present)

**Meeting Attendance in 2016**

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	4/4 (100%)
- Annual General Meeting of Shareholders for 2016	1/1 (100%)

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

- None -

## Profile of Director



Elected as Director

**Name** Mr. Lin, Tai-Yang

**Position** Director

**Nationality** Republic of China (R.O.C.)

**Age** 49

**% of holding number Of shares as of 31 December 2016** None (equal to 0% of total shares with voting right)

**Address** 8<sup>th</sup> Fl., 75, Sec 3, Ming-Sheng E. Rd., Taipei, Taiwan, R.O.C.

**Education** - Bachelor of Accounting, National Chengchi University, Taiwan, R.O.C.

**Director Training organized by Thai Institute of Directors (IOD)**

- None -

**Work Experience**

2011 – Present Director - Synnex (Thailand) Public Company Limited

2006 – Present Director of Finance Planning & Management Division – Synnex Technology International Corporation

**Position in other Companies**

Other Listed Companies	- None -
Other Non-Listed Companies	1 positions: - Synnex Technology International Corporation
Position in other organizations that compete with/related to the Company	- None -

**Duration to take a position of Director in the Company** 6 Years (25 April 2011 to Present)

**Meeting Attendance in 2016**

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	1/4 (25%)
- Annual General Meeting of Shareholders for 2016	0/1 (0%)

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

- None -

## Profile of Director



Elected as Director

**Name** Mr. Su, Chih-Ching

**Position** Director

**Nationality** Republic of China (R.O.C.)

**Age** 56

**% of holding number Of shares as of 31 December 2016** None (equal to 0% of total shares with voting right)

**Address** 8<sup>th</sup> Fl., 75, Sec 3, Ming-Sheng E. Rd., Taipei, Taiwan, R.O.C.

**Education** - Bachelor of Law, National Chengchi University, Taiwan, R.O.C.

### Director Training organized by Thai Institute of Directors (IOD)

- None -

### Work Experience

2014 – Present Director - Synnex (Thailand) Public Company Limited

1988 – Present Director of Finance Planning & Management Division – Synnex Technology International Corporation

### Position in other Companies

Other Listed Companies	- None -
Other Non-Listed Companies	1 positions: - Synnex Technology International Corporation
Position in other organizations that compete with/related to the Company	- None -

**Duration to take a position of Director in the Company** 6 Years (25 April 2011 to Present)

### Meeting Attendance in 2016

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	1/4 (25%)
- Annual General Meeting of Shareholders for 2016	0/1 (0%)

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

- None -

**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](http://www.synnex.co.th).

### **Registration to Attend the Meeting**

The Company will open the registration to attend the Shareholders' Meeting at 09.00 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

For your convenience in registration, please also bring the Barcode Registration Form on the date of the Meeting.

#### **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

For your convenience in registration, please also bring the Barcode Registration Form on the date of the Meeting.

**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

For your convenience in registration, please also bring the Barcode Registration Form on the date of the Meeting.

**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

For your convenience in registration, please also bring the Barcode Registration Form on the date of the Meeting.

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 69 ปี  
 Name Mr. Vissut Sethaput Position Independent Director and Audit Committee's Member Age 69 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. นางวิวิฐา พงศ์นุชิต ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 67 ปี

Name Mrs.Rawitha Pongnuchit Position Independent Director and Audit Committee's Member Age 67 years old

อยู่บ้านเลขที่ 1131/208 อาคาร ทอดดำริ 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 2560

As my/our Proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders

ในวันศุกร์ที่ 21 เมษายน 2560 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, 21 April 2017 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 69 ปี  
 Name Mr. Vissut Sethaput Position Independent Director and Audit Committee's Member Age 69 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 67 ปี

Name Mrs.Rawittha Pongnuchit Position Independent Director and Audit Committee's Member Age 67 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 2560

As my/our Proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders

ในวันศุกร์ที่ 21 เมษายน 2560 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่

เลขที่ 433 ถนนสุขนธสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be held on Friday, 21 April 2017 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.

(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 2559 ประชุมเมื่อวันที่ 22 เมษายน 2559

Agenda 1 To consider certifying the minutes of the 2016 Annual General Meeting of Shareholders, which was held on 22 April 2016

(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 2559

Agenda 2 To consider acknowledging the Company's operating results for the year 2016

(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 3 พิจารณานุมัติงบการเงิน สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2559

Agenda 3 To consider approving the audited Financial Statements for the year ended 31 December 2016

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                              Disapprove                              Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผล ประจำปี 2559

Agenda 4 To consider approving the appropriated of net profit and dividend payment for the year 2016

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

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

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 5 To consider approving the election of the directors to replace those who are retired by rotation

- (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:
    - 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. นายสุพันธ์ มงคลสุธี (อีกวาระหนึ่ง)  
Mr. Supant Mongkolsuthree (for another term)
 

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

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s) Disapprove	Vote(s) Abstain
	Vote(s)	Vote(s)
      3. นางสาวสุธิดา มงคลสุธี (อีกวาระหนึ่ง)  
Ms. Sutida Mongkolsuthree (for another term)
 

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

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s) Disapprove	Vote(s) Abstain
	Vote(s)	Vote(s)
      5. นายซู จื่อ ชิง (อีกวาระหนึ่ง)  
Mr. Su, Chih-Ching (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)	Vote(s)

- วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนของกรรมการบริษัท ประจำปี 2560

Agenda 6 To consider approving the remuneration of the Company's directors, the Audit Committee's member and Sub-committees' member for the year 2017

- (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 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชี สำหรับปี 2560

Agenda 7 To consider approving the appointment of the Company's auditor and their remuneration for the year 2017

- (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 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Others 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 2560 ในวันศุกร์ที่ 21 เมษายน 2560 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุขุมวิท แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

The 2017 Annual General Meeting of Shareholders to be held on Friday, 21 April 2017 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	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> 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:

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

วาระที่ \_\_\_\_\_ เรื่อง แต่งตั้งกรรมการ (ต่อ)

Agenda No. \_\_\_\_\_ Subject Appointment of Directors (Continued)

ชื่อกรรมการ \_\_\_\_\_

Name of Director

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

ชื่อกรรมการ \_\_\_\_\_

Name of Director

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

ชื่อกรรมการ \_\_\_\_\_

Name of Director

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

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

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

เขียนที่.....

Place

วันที่..... เดือน..... พ.ศ.....

Date Month B.E.

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

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

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As a custodian of.....

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน)

Being a shareholder of SYNEX (THAILAND) PUBLIC COMPANY LIMITED

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

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

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)
-----------------	------------------	-------------------

(2) ขอมอบฉันทะให้

Hereby appointing

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

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

ตำบล / แขวง .....

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

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

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

ตำบล / แขวง .....

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

3. นายวิสสุต เศรษฐบุตร ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 69 ปี

Name Mr. Vissut Sethaput Position Independent Director and Audit Committee's Member Age 69 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 67 ปี

Name Mrs.Rawittha Pongnuchit Position Independent Director and Audit Committee's Member Age 67 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 2560

As my/our Proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders

ในวันศุกร์ที่ 21 เมษายน 2560 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่

เลขที่ 433 ถนนสุขนธสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be held on Friday, 21 April 2017 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.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

มอบฉันทะบางส่วน คือ

To split the votes as follows:

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 2559 ประชุมเมื่อวันที่ 22 เมษายน 2559

Agenda 1 To consider certifying the minutes of the 2016 Annual General Meeting of Shareholders, which was held on 22 April 2016

(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 2559

Agenda 2 To consider acknowledging the Company's operating results for the year 2016

- (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 สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2559

Agenda 3 To consider approving the audited Financial Statements for the year ended 31 December 2016

- (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 พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผล ประจำปี 2559

Agenda 4 To consider approving the appropriated of net profit and dividend payment for the year 2016

- (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 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 5 To consider approving the election of the directors to replace those who are retired 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. นายสุพันธ์ มงคลสุธี (อีกวาระหนึ่ง)

Mr. Supant Mongkolsuthree (for another term)

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

2. นาย ตู ชู วู (อีกวาระหนึ่ง)

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

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

3. นางสาวสุธิดา มงคลสุธี (อีกวาระหนึ่ง)

Ms. Sutida Mongkolsuthree (for another term)

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

4. นายหลิน ไท หยาง (อีกวาระหนึ่ง)

Mr. Lin, Tai-Yang (for another term)

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

5. นายซู จื่อ ชิง (อีกวาระหนึ่ง)

Mr. Su, Chih-Ching (for another term)

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

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนของกรรมการบริษัท ประจำปี 2560

Agenda 6 To consider approving the remuneration of the Company's directors, the Audit Committee's member and Sub-committees' member for the year 2017

(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 และกำหนดค่าตอบแทนของผู้สอบบัญชี สำหรับปี 2560

Agenda 7 To consider approving the appointment of the Company's auditor and their remuneration for the year 2017

(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 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Others 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. 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2560 ในวันศุกร์ที่ 21 เมษายน 2560 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุขนครสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

The 2017 Annual General Meeting of Shareholders to be held on Friday, 21 April 2017 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

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(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)

## **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.

## Profile of Proxy Director



**Name** Mr. Vissut Sethaput

**Position** Independent Director and Audit Committee's Member

**Nationality** Thailand

**Age** 69

**% of holding number Of shares as of 31 December 2015** 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 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.

2013 – 2016 Advisor of Managing Director – Government Housing Bank

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** 67

**% of holding number Of shares as of 31 December 2015** 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	Independent Director and Chairman of the Audit Committee – Solatron PCL.
2010 – Present	Chairman of Legal Risk Management Committee – Synnex (Thailand) PCL.
2010 – Present	Independent Director and Audit Committee's Member – Synnex (Thailand) PCL.
Present	Independent Director and Audit Committee's Member – Sakol Energy PCL.
Present	President - Chankam Residence Company Limited
Present	President - Phudra Corporation Company Limited
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	Advisor - Institute of Management Consultants Association of Thailand
Present	Chairman of the Class 59 - Director Certificate Program (DCP59)
Present	Advisor - Economics and Finance Academy
Present	Independent Director and Audit Committee's Member – Nam Heng Concrete (1992) Co.,Ltd
2010 – 2011	Director and Chairman of Audit Committee – Sukhumvit Asset Management Co., Ltd.
2008 – 2010	Inspector - Ministry of Finance
Feb – Jun 2009	Director and Chairman of Audit Committee – Airports of Thailand PCL.
2005 – 2008	Deputy Director-General - Revenue Department, Ministry of Finance

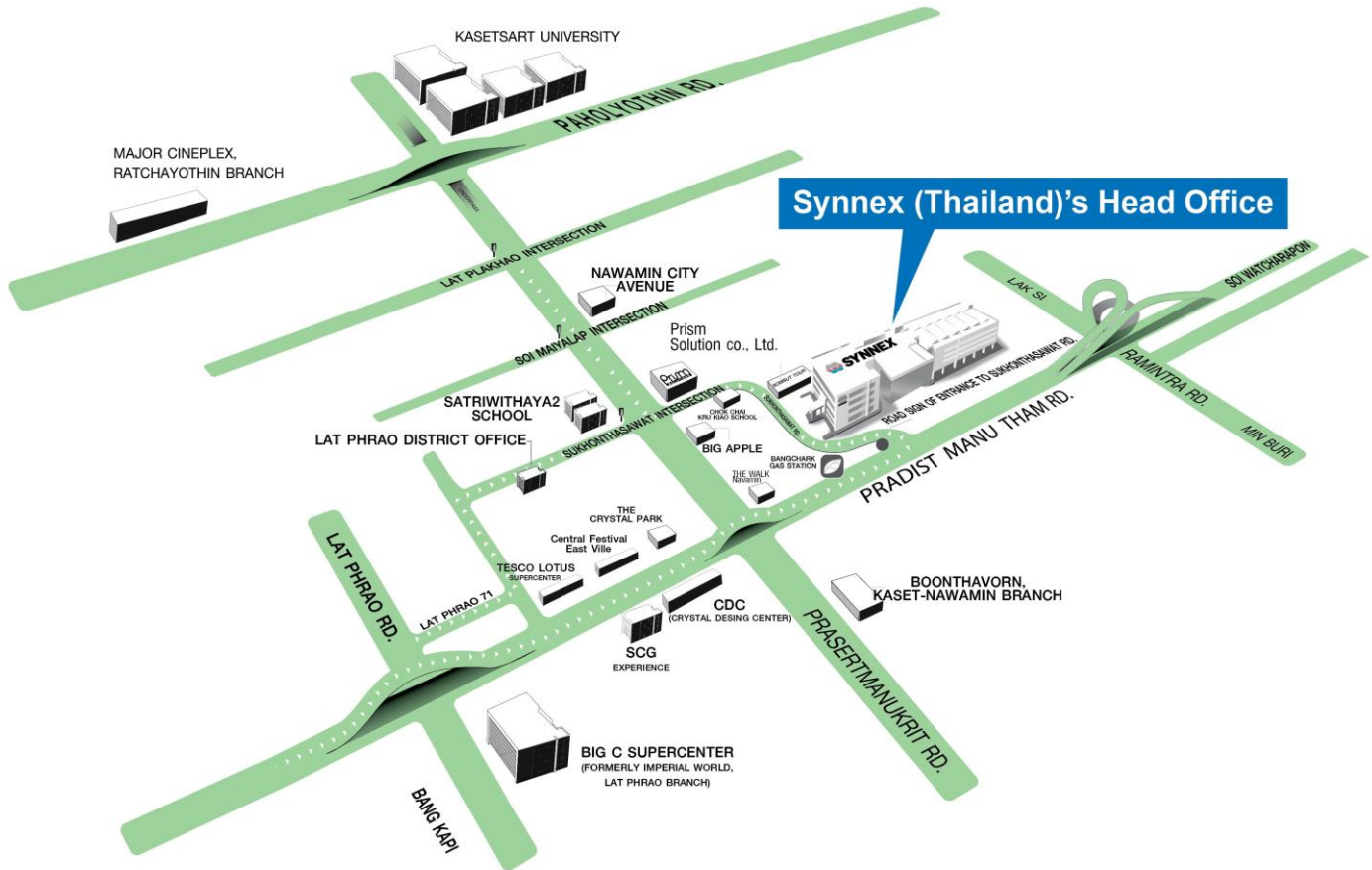
### Direct and indirect interest in any Transaction the Company or the Subsidiary is Party

- 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](http://www.synnex.co.th/investor)

For more information, please contact: Ms. Suporn Lertteerapanyawong /  
Ms. Supaporn Akaradechachai (Investor Relations Department)

Tel.: +66 2553 8888 ext. 5311, 5300