

Invitation to the 2022 Annual General Meeting of Shareholders

Synnex (Thailand) Public Company Limited

Thursday 21 April 2022 Time: 10.00 a.m. At Mongkolsuthree, 4th Floor, Synnex (Thailand)'s Head Office 433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230

Registration starts at 9.00 A.M.

Please bring the Barcode Registration Form to the meeting

<u>Measures to prevent COVID-19 infection</u> at the 2022 Annual General Meeting of Shareholders

Synnex (Thailand) PCL., With our deep concern over the health of all the shareholders who will attend the AGM from the spread of COVID-19, therefore, kindly asks shareholders to remain informed with the following guidelines:

- 1. The Company shall conduct health screening, in compliance with the guidelines of the Department of Disease, at the Lobby area (ground floor) before entrance to the meeting room, attendees shall be required to fill in the COVID-19 Screening Questionnaire by true regarding any possible infection of disease before entering the meeting venue or The Screening Questionnaire Google Form of the Company.
 - For those being identified anyone showing with respiratory symptoms, anyone showing symptoms of fever (with a temperature of 37.5 degrees Celsius or higher), the Company shall reserve the right to deny entry into the meeting. (In case that the aforementioned shareholder presents at the venue, such shareholder may proxy a representative of the Company's Independent Director to attend the meeting.)
- 2. Attendees shall be required to show proof of being vaccinated against COVID-19 of at least 2 doses (vaccination record or Mor Prom application).
- 3. The attendees must present ATK results by the date of the shareholders' meeting to the Company officials (by representing with the ATK result specified the name and the date of 20/4/2022)
- 4. Be wear a facemask at all times
- 5. The Company does not provide microphones for inquiries. If the attendee wishes to ask any question during at the meeting, please write down the questions on the notes. The Company will summarize all inquiries and responses, then disclose them on the Company's website within 14 days from the meeting date, together with the minutes of the 2022 Annual General Meeting of Shareholders. Please note that responding to inquiries and proceeding shall base upon consideration of a concise meeting and preventive measures of COVID-19.
- 6. After the meeting, the Company will clean the all area and equipment.

Your kind cooperation will be very much appreciated and in the best interests of all the meeting attendees.

Remark: The Company reserves the right to modify the guidelines to prevent the spread of COVID-19 according to the severity of the situation and appropriate measures.

Please be advised that no souvenir, food and drinks will be distributed for this Shareholder's meeting

Synnex (Thailand) Public Company Limited

Invitation to the 2022 Annual General Meeting of Shareholders

21 March 2022

Subject: Invitation to the 2022 Annual General Meeting of Shareholders

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

- Enclosure 1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders
 - 2. Annual Report 2021(56-1 One Report) including the Audited Financial Statements for the year ended 31 December 2021 can be accessed via the OR Code
 - 3. Profiles of the persons nominated as the directors of the Company
 - 4. Preliminary details of Warrants to purchase ordinary shares under the project offering Warrants to executives (including the executives who are directors of the Company) and/or employees of Synnex (Thailand) Public Company Limited
 - 5. Company's Articles of Association relating to the Annual General Meeting of Shareholders
 - 6. Explanations regarding how to grant a proxy, register, present proof of identity for attending the meeting and voting in the Shareholders' Meeting
 - 7. Proxy forms
 - 8. Definition of Independent Director of the Company and Profiles of proxy directors
 - 9. Location map of the Meeting's venue

1. Registration Form with Barcode (kindly bring the Registration Form with barcode to the Attachment 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 2022 will be held on Thursday, 21 April 2022 at 10.00 a.m. at Mongkolsuthree Auditorium, 4th Floor, Synnex (Thailand)'s Head Office, located at 433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230. The Record Date which the shareholders have the right to attend the 2022 Annual General Meeting of Shareholders will be on March 11, 2022. The agenda of the 2022 Annual General Meeting of Shareholders are as follows:

Agenda 1 To consider certifying the minutes of the 2021 Annual General Meeting of Shareholders, which was held on 22 April 2021

Purpose and Rationale: The Company held the 2021 Annual General Meeting of Shareholders on 22 April 2021, the Minutes of the Meeting was submitted to the Stock Exchange of Thailand and the Ministry of Commerce on a timely basis and was published in the Company's website (www.synnex.co.th).

The Board of Directors' Opinion: The Board of Directors has recommended that the minutes of the 2021 Annual General Meeting of Shareholders, as held on 22 April 2021, 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 having the right to vote.

Agenda 2 To consider acknowledging the Company's operating results for the year 2021

<u>Purpose and Rationale</u>: The Company has summarized the operating results of the Company during the year 2021 along with the significant changes that occurred during the year in the Annual Report 2021(56-1 One Report).

The Board of Directors' Opinion: The Board has agreed to present the report on the Company's operating result for the year 2021 along with the significant changes that occurred during the year, as attached hereto Enclosure 2 the Annual Report 2021 (56-1 One Report) can be accessed via the QR Code provide in the enclosed invitation letter.

<u>Voting Requirement</u>: This agenda is for acknowledgement only.

Agenda 3 To consider approving the audited Financial Statements for the year ended 31 December 2021

<u>Purpose and Rationale</u>: According to the Public Company Limited Act, B.E. 2535 (as amended) and Article 56 in the Company's Articles of Association, the Company has provided the Balance Sheet and Income Statement ended 31 December 2021, 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.

Consolidated Financial Statements	Fiscal Year ended 31 December 2021
Total Asset (Million Baht)	11,286.83
Total Liabilities (Million Baht)	7,345.84
Total Income (Million Baht)	37,085.38
Net Profit (Million Baht)	860.19
Basic earnings per share (Baht)	1.02

The Audit Committee's Opinion: The Audit Committee has reviewed the Company's financial statements for the year ended 31 December 2021, which have been audited and signed by Mr. Banthit Tangpakorn, a certified public accountant registration no. 8509 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 2021 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 2021, 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 2021, as attached hereto Enclosure 2.

<u>Voting Requirement</u>: A resolution shall be adopted by the majority votes of shareholders attending and having the right to vote.

Agenda 4 To consider approving the appropriated of net profit and dividend payment for the year 2021

Purpose and Rationale: According to the Public Company Limited Act, B.E. 2535 (as amended) and Article 49 in the 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 Article 51 in the Company's Articles of Association, 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.

At present, the Company has the appropriation of profit as legal reserve of Baht 88,000,000 equivalent to 10 percent of the registered capital at the amount of Baht 880,000,000. Furthermore, it is a company policy to distribute dividends at the amount of not less than 40 percent of the Company's net profit after tax and other reserves.

The Board of Directors' Opinion: The Board of Directors has agreed to propose the Annual General Meeting of Shareholders to consider and approve the distribution of the dividend payment for the year 2021 at THB 0.70 per share, amounting to approximately THB 593.15 million. The company has already made an interim dividend payment for the first-half year operating of 2021 on 3 September 2021 at THB 0.18 per share. The remaining 2021 dividend at THB 0.52 per share.

The dividend payments for the year 2021 are in accordance with the Company's policy. The Board of Directors has agreed that the date to determine the name of shareholders who are entitled to receive dividend (Record Date) will be on March 11, 2022. The dividend payment date is schedule on 5 May 2022. However, the right to receive the dividend still uncertain due to be approved by the shareholders meeting.

Comparison of the dividend payment within the past 3 years:

Description	2022	2021	2019
1. Net Profit from Separate Financial Statements (Million Baht)	791.88	610.94	485.28
2. Issued and paid-up share capital (Million Share)	847.36	847.36	847.36
3. Earnings per share (Baht/Share)	0.93	0.72	0.59
4. Dividend Payment (Baht/Share)	0.70	0.54	0.47
Interim Dividend no.1 (Baht/Share)	0.18	0.14	0.15
Interim Dividend no.2 (Baht/Share)	-	-	0.32
Annual Dividend (Baht/Share)	0.52	0.40	-
Stock dividend payment per share (Existing Share/ Dividend Share)		-	-
5. Total Dividend Payment (Million Baht)	593.15	457.58	398.26
6. Dividend Payment Ratio (%)	74.90%	74.90%	82.07%

<u>Voting Requirement</u>: A resolution shall be adopted by the majority votes of shareholders attending and having the right to vote.

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

<u>Purpose and Rationale</u>: According to the Public Company Limited Act, B.E. 2535 (as amended) and Article 18 in 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 4 directors retiring by rotation this year are (1) Mr. Supant Mongkolsuthree (2) Mr. Tu, Shu-Wu (3) Mrs. Rawittha Pongnuchit and (4) Mr. Boontuck Wungcharoen

During the period October 1, 2021 – December 31, 2021, 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 <u>no shareholder</u> proposing both agenda and qualified candidates.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee, excluding the interested directors, has considered the qualification standards of each director, as it deemed that these abovementioned persons are knowledgeable and capable, have farreaching 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. In addition, Mrs. Rawittha Pongnuchit and Mr. Boontuck Wungcharoen, Independent director, is capable of expressing opinions independently and meet all the qualifications stipulated in the relevant regulations and recommended the appointment the directors who completed their terms by rotation to resume their directorship of the Company for another office's term.

Mr. Supant Mongkolsuthree (Chairman)
 Mr. Tu, Shu-Wu (Director)

3. Mrs. Rawittha Pongnuchit (Independent Director)4. Mr. Boontuck Wungcharoen (Independent Director)

The Board of Directors' Opinion: The Board of Directors, excluding the interested directors has agreed with the Nomination and Remuneration and proposed the Shareholders' Meeting to consider to electing directors including: Mr.Supant Mongkolsuthree/Mr.Tu, Shu-Wu/Mrs. Rawittha Pongnuchit and Mr. Boontuck Wungcharoen 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 proposed candidates have been selected through the nomination procedure of the Board of Directors as their qualifications are valuable and constantly provided comments beneficial to the Company. Further, for an independent director, the Board has considered that the independent directors could provide opinions freely and in accordance with relevant regulations.

<u>Voting Requirement:</u> A resolution shall be adopted by the majority votes of shareholders attending and having the right to vote.

Agenda 6 To consider approving the remuneration of the Company's directors, Audit Committee's member and Sub-Committees' member for the year 2022

Purpose and Rationale: According to the Public Company Limited Act, B.E. 2535 (as amended) and Article 34 in 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' member remuneration for the year 2022 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 4,500,000 without having any additional benefit.

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 2022 at the total amount not exceeding THB 4,500,000. 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 2022 remunerations of the directors, Audit Committee's members, and Sub-Committees' members of the Company:

Remuneration of the Company's directors/ Audit's Committee's members/ Sub-committees' members	Position	2022 (Year of Proposal) (THB/Meeting)	2021 (THB/Meeting)
1. Company's directors	Chairman	60,000	60,000
1. Company's directors	Director	30,000	30,000
2. Audit's Committee's members	Chairman	40,000	40,000
2. Addit's Committee's memoers	Member	30,000	30,000
3. Nomination and Remuneration Committee	Chairman	30,000	30,000
5. Nonlination and Remuneration Committee	Member	25,000	25,000
A. Carpareta Gayarnanca Cammittaa	Chairman	25,000	25,000
4. Corporate Governance Committee	Member	20,000	20,000
5 Local Biole Management Committee	Chairman	25,000	25,000
5. Legal Risk Management Committee	Member	20,000	20,000
6 Operational Pick Management Committee	Chairman	25,000	25,000
6. Operational Risk Management Committee	Member	20,000	20,000
Total Remunerations for the Company's directors/ Audit's Committee's members/ Sub-Committees' members		Not exceeding 4,500,000	Not exceeding 4,500,000

<u>Remark</u>: Executive members of the Committees (item no.3–6) shall not be remunerated from the meeting attendance.

<u>Voting Requirement</u>: A resolution shall be adopted by the amount not less than two-thirds of shareholders attending and having the right to vote.

Agenda 7 To consider approving the appointment of the Company's auditor and their remuneration for the year 2022

<u>Purpose and Rationale</u>: According to the Public Company Limited Act, B.E. 2535 (as amended) and Article 59 in the Articles of Association of the Company, the appointment of the Company's external auditors and the audit fees must be approved at the annual general meeting of shareholders. In compliance with the Notification of the Capital Market Supervisory Board, the auditor may be re-appointed for not more than 7 fiscal years and the Company may re-appoint a former auditor after that auditor has not been the Company's auditor for at least 5 consecutive fiscal years.

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 2022. 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 2022 with the total remuneration of 2,810,000 Baht by further proposing such appointment to the Annual General Shareholders' Meeting for approval.

<u>The Board of Directors' Opinion</u>: 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 2022:

Name of Auditor	CPA Registration No.	Number of Audited year
1. Mr. Banthit Tangpakorn	8509	2 Year (2020 - 2021)
2. Ms. Marisa Tharathornbunpakul	5752	3 Years (2016-2017, 2019)
3. Mr. Watchara Pattarapitak	6669	1 Year (2018)

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 2022 at the amount totaling THB 2,810,000, increasing THB 200,000 or 7.66%, when compared to their remuneration for the year 2021. 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 2022 - 2021 year

	2022 (Year of Proposal)	2021	Increase in Remuneration from the Previous Year
Company's Auditor	KPMG Phoomchai	KPMG Phoomchai	THB 200,000
Company s reductor	Audit Co., Ltd.	Audit Co., Ltd.	or 7.66%,
Remuneration from auditing the	2,810,000	THB 2,610,000	01 7.0070,
Company and the subsidiary	2,810,000	111111111111111111111111111111111111111	

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

<u>Voting Requirement</u>: A resolution shall be adopted by the majority votes of shareholders attending and having the right to vote.

Agenda 8 To consider approving the issuance and offering of warrants to purchase ordinary shares of the Company issued to directors, executives, and employees of the Company

<u>Purpose and Rationale</u>: The Company at this time motivate and reward the personnel who have contributed to the success of the Company to have a strong commitment and sense of ownership and growth of the Company and to keep crucial personnel to work with the Company for the long term. It is also a tool to motivate knowledgeable, competence and experience people to work with the Company which will benefit business operations and create sustainability for the Company operations. As a result, the Company would have satisfied operating results and the maximum benefit to the Company and shareholders.

In order to comply with the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 Re: The Offering of Newly issued Securities to Directors and Employees of the Company to Ms. Sutida Mongkolsuthree Chief Executive Officer, Director, Chief Executive Officer, Chairman of the Corporate Governance Committee, Member of Operation Risk Management and Member of Legal Risk Management Committee of the company, which not exceeding 5 percent of the total Warrants, the Company shall present to the Shareholders' Meeting to consider and approve such allocation individually, the preliminary details are as follows:

Name	Position	Allocation Number of
		Warrants Issued (units)
Ms. Sutida Mongkolsuthree	Chief Executive Officer,	not exceeding 395,000 units
	Director,	(not exceeding 5 percent)
	Present Chief Executive Officer,	
	Chairman of the Corporate Governance	
	Committee,	
	Member of Operation Risk Management and	
	Member of Legal Risk Management Committee	

The Board of Directors' Opinion: The Board has agreed to propose the Shareholders' Meeting to consider approving the issuance and offering of warrants to purchase ordinary shares of the Company issued to directors, executives, and employees of the Company in the amount not exceeding than 8,000,000 units with the term of warrants of not exceeding 5 years and propose the Shareholders' Meeting to consider approving allocation of warrants to Ms. Sutida Mongkolsuthree, to motivate and remain with the company in the long term, and to encourage the participation in the ownership of the company, so that he may perform with devotion and for the utmost benefits of the company in the long term, including authorizing persons to proceed with the relevant actions, details of which are as proposed and as per Enclosure 4.

<u>Voting Requirement</u>: A resolution shall be adopted by the amount not less than three-fourths of shareholders attending and having the right to vote, and shareholders holding more than 10 percent of the total votes of the shareholders attending the Meeting shall not vote against the issuance of the Warrants to such executive

Agenda 9 To consider approving the reduction of the Company's registered capital by cancelling unsold ordinary shares and the Amendments to Clause 4 of the Company's Memorandum of Association

<u>Purpose and Rationale</u>: In relation to Agenda No. 8 regarding the approval of issuance and offering of warrants to purchase ordinary shares of the Company issued to directors, executives, and employees of the Company, the Company is required to decrease its registered capital to support the Program according to Sections 136 and 139 of Limited Public Company Act B.E. 2535 (as amended) in the amount of Baht 32,638,794 from Baht 880,000,000 to Baht 847,361,206 by 32,638,794 cancelling unsold ordinary shares with a par value of Baht 1.00 per share.

To be consistent with the decrease in the registered capital, the Article 4 of the Memorandum of Association should be amended as follows:

"Article 4 Registered Capital: Baht 847,361,206

(Eight hundred forty-seven million, three hundred and sixty-one thousand two hundred and six baht)

Divided into: 847,361,206 shares

(eight hundred forty-seven million three hundred sixty-one thousand two hundred and six shares)

At Par Value of: Baht 1 (One Baht)

Divided into Common Shares: 847,361,206 shares

(eight hundred forty-seven million three hundred sixty-one thousand two hundred and six shares)

Preferred Shares: - shares"

The Board of Directors' Opinion: The Board has agreed to propose the Shareholders' Meeting to consider approving the reduction of the Company's registered capital by from the existing registered capital of THB 880,000,000 by cancelling 32,638,794 unsold ordinary shares with a par value of THB 1.00 per so that the registered capital of the company equal to the paid-up capital of 847,361,206 baht. and approved the Amendments to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital

<u>Remarks</u>*: Since Agenda Nos. 9 - 10 are subsequent to the Agenda No. 8. Thus, if Agenda No. 8 has not been approved, Agenda Nos. 9 - 10 shall not be considered by the shareholders's meeting

<u>Voting Requirement</u>: A resolution shall be adopted by the amount not less than three-fourths of shareholders attending and having the right to vote.

Agenda 10 To consider approving the increase of the Company's registered capital and the Amendments to Clause 4 of the Company's Memorandum of Association

<u>Purpose and Rationale</u>: In relation to Agenda No. 8 regarding the approval the issuance and offering of warrants to purchase ordinary shares of the Company issued to directors, executives, and employees of the Company, the Company is required to increase its registered capital of Baht 8,000,000 from Baht 847,361,206 to Baht 855,361,206 by issuing 8,000,000 ordinary shares at par value of Baht 1 per share to accommodate the Company Program.

To be consistent with the increase in the registered capital, the Article 4 of the Memorandum of Association should be amended as follows:

"Article 4 Registered Capital: Baht 855,361,206

(Eight hundred fifty-five million three hundred sixty-one thousand two hundred and six baht)

Divided into: 855,361,206 shares

(Eight hundred fifty-five million three hundred sixty-one thousand two hundred six shares)

At Par Value of: Baht 1 (One Baht)

Divided into Common Shares: 855,361,206 shares

eight hundred fifty-five million three hundred sixty-one thousand two hundred six shares)

Preferred Shares: - shares"

The Board of Directors' Opinion: The Board has agreed to propose the Shareholders' Meeting to consider approving the increase of the Company's capital by an additional amount of Baht 8,000,000 from the existing registered capital of Baht 847,361,206 to be a new registered capital of Baht 855,361,206 by issuing 8,000,000 ordinary shares with a par value of Baht 1 each to accommodate the exercise of the warrants to purchase ordinary shares of the Company that will be allocated to the executives (including the executives who are directors of the Company) and/or employees of the Company and approved the Amendments to Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital

<u>Voting Requirement</u>: A resolution shall be adopted by the amount not less than three-fourths of shareholders attending and having the right to vote.

Agenda 11 Others matters (if any)

All shareholders are invited to attend the 2022 Annual General Meeting of Shareholders on Thursday, 21 April 2022 at 10.00 a.m. at Mongkolsuthree Auditorium, 4th Floor, Synnex (Thailand)'s Head Office, located at 433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230, location map as attached hereto Enclosure 9. Registration will open at 9.00 a.m.

In order to accommodate the commuting of the shareholders, the Company has arranged shuttle van services for shareholders which will depart from <u>Car Parking Building, Thailand Cultural Centre MRT Station</u> Any shareholder wishing to enroll for the shuttle van service, please submit your request via the Company's website, www.synnex.co.th or by phone +66 2553 8888 Ext. 5311 by Tuesday, 19 April 2022.

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 7 or downloaded from the Company's website at http://www.synnex.co.th/TH/IR/ir-company-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, Mrs. Chananyarak Phetcharat or Pol.Gen. Rachatha Yensuang whose profiles are enclosed in <u>Enclosure 8</u>, 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 Tuesday, 19 April 2022 by mail addressed to Investor Relations department, Synnex (Thailand)'s Head Office, 433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230.

Yours Sincerely, Synnex (Thailand) Public Company Limited

(Mr. Supant Mongkolsuthree)

Sizanus Sutur

Chairman

Synnex (Thailand) Public Company Limited Minutes of the 2021 Annual General Meeting of Shareholders

The Meeting was held on Thursday, 22 April 2021 at 10:00 a.m. at Mongkolsuthree Auditorium, Synnex (Thailand)'s Head Office, located at 433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230.

Mr. Supant Mongkolsuthree, Chairman of the Board of Directors, who was the Chairman of the Meeting. The Chairman announced the opening of the 2021 Annual General Meeting of Shareholders and informed the Meeting that there were 29 shareholders attending in person and 893 shareholders granting proxies to others, totaling 922 shareholders which equaled to 683,420,453 shares or 80.6528% of the total shares distributed totaling 847,361,206 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 (92% in total)

1.	Mr. Supant Mongkolsuthree	Chairman of the Board of Directors		
2.	Mrs. Ladawan Charoen-Rajapark	Independent Director ar	nd Chairman of the Audit Committee	
3.	Mrs. Rawittha Pongnuchit	Independent Director/ N	Member of the Audit Committee	
4.	Mr. Kachachan Mongkoncharoean	Independent Director/ N	Member of the Audit Committee	
5.	Ms. Sutida Mongkolsuthree	Director / Chief Executive Officer		
6.	Mr. Puttipan Tayarachkul	Director / Corporate Secretary		
7.	Mr. Boontuck Wungcharoen	Independent Director	(Meeting via Video Conference)	
8.	Mr. Tu, Shu-Chyuan	Director	(Meeting via Video Conference)	
9.	Mr. Lin, Tai-Yang	Director	(Meeting via Video Conference)	
10.	Mr. Su, Chih-Ching	Director	(Meeting via Video Conference)	
11.	Ms. Chen, Yi-Ju	Director	(Meeting via Video Conference)	

Management's Members Attending the Meeting

1.	Mr. Boonchai Ekapisit	Vice President - Internal Audit
2.	Mr. Naran Poomsiri	Chief Financial Officer and Legal
3.	Mr. Pornthep Watcharaamnouy	Vice President - Marketing Commercial / IoT / Cloud

4. Mr. Chavit Sangudomlert **Head of Investor Relations**

The Company's auditor and representatives from KPMG attending the Meeting:

Mr. Banthit Tangpakorn Auditor of the Company

Witness of the voting process

Ms. Oraphan Nateewong Internal Audit Division Manager

Representative of Thai Investors Association Attending the Meeting

Mr. Nath Watcharamethivoranun









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

- 1) The voting by ballot card 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 shareholder 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 election 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 electing 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 elected as directors in descending order based on the number of directors to be elected at the time. In the event, that persons elected 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 December 1, 2020 – February 1, 2021 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 Meeting proceeds with other items on the agenda as defined in the notice of the 2021 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 2021 Annual General Meeting of Shareholders with the following agenda:

To consider certifying the minutes of the 2020 Annual General Meeting of Shareholders, Agenda 1 which was held on 29 May 2020

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. The Board of Directors has recommended that the minutes of the 2020 Annual General Meeting of Shareholders, be adopted because they were accurately recorded. The Chairman then offered opportunities for shareholders to make inquiries and express their opinions. There was no further questions and comments raised by the shareholders. The Chairman proposed the Meeting to vote on this agenda item.

Resolution:

The Meeting resolved to adopt the minutes of the 2020 Annual General Meeting of Shareholders, which was held on 29 May 2020. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 682,079,653 votes approving (99.8038%) / 0 vote disapproving / 1,340,800 votes abstaining (0.1962%) / and no void ballots.

Agenda 2 To consider acknowledging the Company's operating results for the year 2020

Ms. Sutida Mongkolsuthree, Chief Executive Officer informed the meeting that Synnex (Thailand) Public Company Limited has performed self-declaration that is an establishment that follows the control, monitoring and prevention measures of COVID-19 in the site, production process and personnel accurately and completely in accordance with the IPHA self-assessment criteria by the Federation of Thai Industries, Department of Disease Control, Food Institute and ISO Certification Institute, then summarized the Company's operating results for the year 2020 for the Meeting's acknowledgement as follows:

Unit : MB	Y	¥7.5¥70/	
Unit: MB	2020	2019	YoY%
Total Revenue	32,149	34,804	-7.63%
Gross Profit	1,408	1,329	5.92%
Net Profit	642	524	22.51%
Net Profit%	2.00%	1.51%	0.47%
Avg. Collection Period (Days)	60	60	20
Avg. Payment Period (Days)	29	28	> 1 Day
Avg. Inventory Period (Days)	32	37	< 5 Days
Cash Cycle (Days)	62	69	< 7 Days
D/E (x)	1.56	2.53	< 0.97

In 2020, the company was impacted by the outbreak of COVID-19, as well as the trade dispute between China and the United States, resulting in significant shortage of IT products and a 7% decline in Synnex's annual revenue compared to last year. Product mix has been strategically managed by focusing on products with high growth and profitability potential, as shown by newly added products, such as health-related products, gaming-related products, or thermal scanning CCTV. The newly introduced products helped to improve the Company's profitability. In 2021, there will be more product lines in the







portfolio, including Gaming, Health, Solutions for meetings, or EV Charger products. However, the COVID-19 pandemic has caused insufficient supply of products to meet the market demand, such as Notebook, Printer, VGA Card or various computer components. And this year market demand remains strong and supply of products is expected to improve by the middle of the year. Consequently, in 2021 the Company expects revenue growth of 10-15% and continued improvement of profit.

Synnex has expressed its intention to being part of the Thai CAC and continuing to give back to society. In addition, many programs are organized, including the Trusted by Synnex E-Waste program, which invites customers to take away unused e-waste for proper disposal, the installation of Solar PV Rooftop to generate clean electricity for use within the organization. Moreover, the Company also arranged COVID-19 testing to all employees and communities surrounding the head office. And this year, the company will do more education by having more programs with educational institutions to produce talented students for Thai society.

Resolution: The Meeting acknowledged the report on the Company's operating results for the year 2020.

Agenda 3 To consider approving the audited Financial Statements for the year ended **31 December 2020**

The Chairman informed the Meeting that, according to the Public Company Limited Act, B.E. 2535 and Article 56 in the Company's Articles of Association, the Company has provided the Balance Sheet and Income Statement ended 31 December 2020, 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 2020, 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 2020.

Consolidated Financial Statements	Fiscal Year ended 31 December 2020
Total Asset (Million Baht)	8,884.84
Total Liabilities (Million Baht)	5,414.09
Total Income (Million Baht)	32,148.70
Net Profit (Million Baht)	641.95
Basic earnings per share (Baht)	0.76

There was no further questions and comments raised by the shareholders. The Chairman proposed the Meeting to vote on this agenda item.

Resolution:

The Meeting resolved to approve the audited Financial Statements for the year ended 31 December 2020. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right,

that is 683,420,453 votes approving (100%) / 0 vote disapproving / 0 votes abstaining / and no void ballots.









Agenda 4 To consider approving the appropriated of net profit and dividend payment for the year 2020

The Chairman informed the Meeting that, according to the Public Company Limited Act, B.E. 2535 and Article 49 in the 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 Article 51 in the Company's Articles of Association, 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 has agreed to propose the Annual General Meeting of Shareholders to consider and approve the distribution of the dividend payment for the year 2020 at THB 0.54 per share, amounting to approximately THB 457.58 million. The company has already made an interim dividend payment for the first-half year operating of 2020 on 8 September 2020 at THB 0.14 per share. The remaining 2020 dividend at THB 0.40 per share. The dividend payments for the year 2020 are in accordance with the Company's policy.

The Board of Directors has agreed that the date to determine the name of shareholders who are entitled to receive dividend (Record Date) will be on March 9, 2021. The dividend payment date is schedule on 14 May 2021. The dividend payment comparison within the past as follows:

Description	2020 (Proposal)	2019	2018
1. Net Profit from Separate Financial Statements (MB)	610.94	485.28	710.57
2. Issued and paid-up share capital (Million Share)	847.36	847.36	770.33
3. Earnings per share (Baht/Share)	0.72	0.59	0.92
4. Dividend Payment (Baht/Share)	0.54	0.47	0.64
• Interim Dividend no.1 (Baht/Share)	0.14	0.15	0.20
• Interim Dividend no.2 (Baht/Share)	-	0.32	-
Annual Dividend (Baht/Share)	0.40	-	0.34
Stock dividend payment per share (Existing Share/ Dividend Share)	-	-	10:1 (0.10 Baht/Share)
5. Total Dividend Payment (Million Baht)	457.58	398.26	493.01
6. Dividend Payment Ratio (%)	74.90%	82.07%	69.38%

There was no further questions and comments raised by the shareholders. The Chairman proposed the Meeting to vote on this agenda item.

Resolution:

The Meeting resolved to approve the appropriated of net profit and dividend payment for the year 2020. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right,

that is 683,420,453 votes approving (100%) / 0 vote disapproving / 0 votes abstaining / and no void ballots.









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

The Chairman informed the Meeting that, according to the Public Company Limited Act, B.E. 2535 and Article 18 in 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 December 1, 2020 – February 1, 2021, 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 have agreed to propose the Shareholders' Meeting to consider to electing 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 proposed candidates have been selected through the nomination procedure of the Board of Directors as their qualifications are valuable and constantly provided comments beneficial to the Company. Further, for an independent director, the Board has considered that the independent directors could provide opinions freely and in accordance with relevant regulations. The directors who are retiring by rotation and appoint in this year are as follows: (1) Mr. Puttipan Tayarachkul (2) Mr. Tu, Shu-Chyuan (3) Mr. Kachachan Mongkoncharoean and (4) Ms. Chen, Yi-Ju

The Chairman proposed the Meeting to vote on the election of the abovementioned directors by person as follows:

5.1 Mr. Puttipan Tayarachkul (Director)

The Meeting resolved that Mr. Puttipan Tayarachkul 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

681,349,253 votes approving (99.6969%) / 2,071,200 vote disapproving (0.3031%) / 0 votes abstaining / and no void ballots.

5.2 Mr. Tu, Shu-Chyuan (Director)

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

679,032,753 votes approving (99.3580%) / 4,387,700 vote disapproving (0.6420%) /

0 votes abstaining / and no void ballots.

5.3 Mr. Kachachan Mongkoncharoean (Independent Director)

Resolution:

The Meeting resolved that Mr. Kachachan Mongkoncharoean 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

that is 683,420,453 votes approving (100%) / 0 vote disapproving / 0 votes abstaining /

and no void ballots.

5.4 Ms. Chen, Yi-Ju (Director)

Resolution:

The Meeting resolved that Ms. Chen, Yi-Ju 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

681,349,253 votes approving (99.6969%) / 2,071,200 vote disapproving (0.3031%) /

0 votes abstaining / and no void ballots.









เลขทะเบียน บมจ. 0107550000203 Public Company Registration No. 0107550000203

To consider approving the remuneration of the Company's directors, the Audit Agenda 6 Committee's member and Sub-Committees' member for the year 2021

The Chairman informed the Meeting that, according to the Public Company Limited Act, B.E. 2535 and Article 34 in 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 Sub-Committees' members for the year 2021 at the total amount not exceeding THB 4,500,000. 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 2021 remunerations of the directors, Audit Committee's members, and Sub-Committees' members of the Company:

Remuneration of the Company's directors/ Audit's Committee's members/ Sub-committees' members	Position	2021 (Year of Proposal) (THB/Meeting)	2020 (THB/Meeting)
1. Company's directors	Chairman	60,000	60,000
1. Company's directors	Director	30,000	30,000
2. Audit's Committee's members	Chairman	40,000	40,000
2. Addit's Committee's members	Member	30,000	30,000
3. Nomination and Remuneration Committee	Chairman	30,000	30,000
5. Nonlination and Remuneration Committee	Member	25,000	25,000
4. Corporate Governance Committee	Chairman	25,000	25,000
4. Corporate Governance Committee	Member	20,000	20,000
5. Legal Risk Management Committee	Chairman	25,000	25,000
5. Legal Risk Management Committee	Member	20,000	20,000
6 Operational Bigle Management Committee	Chairman	25,000	25,000
6. Operational Risk Management Committee	Member	20,000	20,000
Total Remunerations for the Company's directors/ Audit's Committee's members/ Sub-Committees' members		Not exceeding 4,500,000 THB	Not exceeding 4,500,000 THB

Remark: Executive members of the Committees (item no.3–6) shall not be remunerated from the meeting attendance.

There was no further questions and comments raised by the shareholders. The Chairman proposed the Meeting to vote on this agenda item.

Resolution:

The Meeting resolved to approve the remuneration of the Company's directors, the Audit Committee's member and Sub-Committees' member for the year 2021. This was in accordance with the amount not less than two-thirds of shareholders attending and voting right, that is 676,449,302 votes approving (100%) / 0 vote disapproving / 0 votes abstaining and no void ballots.









Agenda 7 To consider approving the appointment of the Company's auditor and their remuneration for the year 2021

Mrs. Rawittha Pongnuchit - Audit Committee's Member informed the Meeting that, according to the Public Company Limited Act, B.E. 2535 and Article 59 in the Articles of Association of the Company, 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.

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 2021:

	Name of Auditor	CPA Registration No.	Number of Audited year
1.	Mr. Banthit Tangpakorn	8509	1 Year (2020)
2.	Ms. Marisa Tharathornbunpal	kul 5752	3 Years (2016-2017, 2019)
3.	Mr. Watchara Pattarapitak	6669	1 Year (2018)

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 2021 at the amount totaling THB 2,610,000, decreasing THB 130,000 or 4.74%, when compared to their remuneration for the year 2020. 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

	2021 (Year of Proposal)	2020	Decrease in Remuneration from the Previous Year	
Company's Auditor	KPMG Phoomchai Audit Co., Ltd.	KPMG Phoomchai Audit Co., Ltd.	THB 130,000	
Remuneration from auditing the Company and the subsidiary	THB 2,610,000	THB 2,740,000	4.74%	

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

There was no further questions and comments raised by the shareholders. Mrs. Rawittha Pongnuchit proposed the Meeting to vote on this agenda item.

Resolution:

The Meeting resolved to approve the appointment of the Company's auditor and their remuneration for the year 2021. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right,

that is 683,420,453 votes approving (100%) / 0 vote disapproving / 0 votes abstaining / and no void ballots.









Agenda 8 **Others matters**

The Chairman concluded that the meeting was complete all agenda and then offered opportunities for shareholders to make inquiries and express their opinions. There were questions and comments expressed by attending Shareholders as follows:

Mr. Nath Watcharamethivoranun - Representative of Thai Investors Association

The COVID-19 situation makes consumers buy products through E-Commerce channels, is it possible that Shopee or Lazada will sell products directly to customers?

Ms. Sutida Mongkolsuthree - Chief Executive Officer

Synnex has good relationships with Shopee and Lazada. Both Shopee or Lazada buy directly from Synnex at dealers' prices. They run their own promotional campaigns. In addition, many Brand Official Stores on Shopee and Lazada asked Synnex to manage their stocks. Products sold through Synnex can be identified by "Trusted by Synnex" logo and there is a warranty of after-sale services. Customers can bring the products to any Synnex Service Center nationwide for after-sale services. In addition, the Company has been entrusted by Xiaomi, who appointed Synnex as an after-sale service provider for Xiaomi products. In addition to providing after-sale services, Synnex provides warehouse service as well.

Mr. Somchai Phatarapanusak - Shareholder

- 1. How does Chip Shortage affect the company?
- 2. What are the differences between Synnex and Com7?

Ms. Sutida Mongkolsuthree - Chief Executive Officer

- 1. The Chip shortage has affected many industries and is part of the reason behind insufficient supply of many products in Synnex, resulting in a 7% drop in sales. The situation is expected to improve by the middle of this year.
- 2. Synnex is a Distributor. Com7 is a Dealer who purchases products through Synnex as Synnex is a large importer and distributor of various types of products in Consumer Market. Besides Com7, who purchases directly from Apple, other Apple retailers purchase Apple products from Synnex.







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 11:00 a.m.

(Signed)

Suranu sura

Chairman of the Meeting

(Mr. Supant Mongkolsuthree) Chairman

(Signed)

(Mr. Puttipan Tayarachkul) Director and Corporate Secretary







QR Code

56-1 One Report 2021 Annual Registration Statement/Annual Report 2021 (Supporting Document for Agenda 2)

and

Financial Report 2021 (Supporting Document for Agenda 3)

Company / Securities Information



https://www.set.or.th/set/tsd/meetingdocu ment.do?symbol=SYNEX&date=220421

Profile of Director

Name Mr. Supant Mongkolsuthree

Proposed Position Director

Current Positions Chairman /

Chairman of Operations Risk Management Committee and Member of Nomination and Compensation Committee

Nationality Thailand

Age 64 years old

Years of directorship 34 years (Became director since 5 May 1988)

% of holding number 1,221,007 Shares (equal to 0.14% of total shares with voting right)

Of shares as of 31 December 2021

Educations

- 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
- Certificate Program of National Institute of Defense Studies (NIDs), National Defense College (NDC), Class 16 in B.E. 2002
- Certificate Program of "NIDA Wharton Executive Leadership Program", University of Pennsylvania in 2005
- Certificate Program of Senior Executive Development Program, Capital Market Academy (CMA), Class 3 in B.E. 2006
- Certificate Program of Management for Directors and Senior Executives in State Enterprises and Public Organizations, Special Class in B.E. 2009
- Certificate Program of Senior Executives in Justice Administration (SEJA) Program, Class 14 in B.E. 2010
- Certificate Program of Senior Executive Development Program in Bangkok Metropolitan Administration (BMA 1) Program, Urban Green Development in B.E. 2011
- Certificate Executive Program on Energy Literacy for a Sustainable Future (TEA), Class 5 (2014), Thailand Energy Academy
- Course "The Rule of Law and Democracy" Class 3 in B.E. 2015 Institute of Constitution Studies, The Constitutional Court of the Kingdom of Thailand

Director Training organized by Thai Institute of Directors (IOD)

2004 Director Accreditation Program (DAP)

2004 Director Certification Program (DCP)



Work Experience

- 2014 2019 Member of the National Legislative Assembly The National Legislative Assembly
- 2016 2018 Director and Chairman of the Investment Management Committee EGAT International Company Limited
- 2016 2017 Chairman The Federation of Thai Industries (F.T.I.)
- 2014 2017 Member Member of the Board of Investment
- 2014 2017 Director Krung Thai Bank PCL.
- 2014 2017 Chairman of the Corporate Governance and Social Responsibility Committee Krung Thai Bank PCL.
- 2012 2017 Member Cultural Promotion Fund Committee, Department of Cultural Promotion
- 2008 2017 Director / Editor Chulalongkorn University Alumni Association
- 2006 2017 Advisor to Chairman Thai Listed Companies Association
- 2005 2017 Advisor Thai Printing Association
- 2014 2016 Chairman The Federation of Thai Industries (F.T.I.)
- 2014 2016 Honorary Member National Defense College (NDC)
- 2014 2016 Member Sirindhorn International Institute of Technology, Thammasat University
- 2009 2016 Vice President T.K.S. Technologies PCL.
- 2013 2014 Member of Operation Risk Management Committee Synnex (Thailand) PCL.
- 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 2014 Member of Nominating and Remuneration Management Committee –Synnex (Thailand) PCL.
- 2010 2014 Member of Financial Risk Management Committee -Synnex (Thailand) PCL.
- 2010 2014 Member of Corporate Governance Committee Synnex (Thailand) PCL.
- 2010 2014 Member of Legal Risk Management Committee Synnex (Thailand) PCL.
- 1996 2014 President Prism Solutions Company Limited
- 1988 2014 Chief Executive Officer Synnex (Thailand) PCL.
- 1986 2014 Chief Executive Officer T.K.S. Technologies PCL.
- 2012 2013 Chairman of the RFID Institute of Thailand The Federation of Thai Industries (F.T.I.)
- 2010 2013 Chairman of the Institute of Information and Communication Technology for Industries The Federation of Thai Industries (F.T.I.)
- 2010 2011 Member of NTC Standards Subcommittee National Telecommunications Commission (NTC)

Position in other Companies

Other Listed Companies	2 companies	
_	Director - T.K.S. Technologies PCL.	
	Director - TBSP PCL.	
Other Non-Listed	6 companies	
Companies	Chairman - The Federation of Thai Industries (F.T.I.)	
_	Co-Chairman of Private Sector – Office of the Joint Private Sector	
	Commission of 3 Institutions	
	Director – Rattana Bundit University	
	Qualified University Council Committee- Council of Rajamangala	
	University of Technology Isan	
	Chairman of the Board of Directors / Council Committee - Sampran Police	
	Cadet Academy	
	Director – Thailand Board of Investment	
Position in other		
organizations that compete	- None -	
with/related to the Company		

Meeting Attendance in 2021

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	4/4 (100%)
- Annual General Meeting of Shareholders for 2021	1/1 (100%)
- Nomination and Remuneration Committee Meeting	2/2 (100%)
- Operations Risk Management Committee Meeting	12/12 (100%)

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

- None -

Profile of Director

Name Mr. Tu, Shu-Wu

Proposed Position Director

Current Positions Director

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

Age 70 years old

Years of directorship 20 years (Became director since 2 February 2002)

% of holding number None (equal to 0% of total shares with voting right)

Of shares as of 31 December 2021



- Bachelor of Engineering in Electrical and Control, National Chiao Tung University, Taiwan.

Director Training organized by Thai Institute of Directors (IOD)

- None

Work Experience

Position in other Companies

Other Listed Companies	-None-		
Other Non-Listed Companies	4 companies		
	Chairman - Seper Technology Corporation		
	Director - Bestcom Infotech Corporation		
	Director - Synergy Intelligent Logistics Corporation		
	President and Chief Executive Officer - Synnex Technology		
	International Corporation		
Position in other organizations			
that compete with/related to the	-None-		
Company			

Meeting Attendance in 2021

Meeting	No. of meeting attended / Total meeting held (%)	
- Board of Director's Meeting	4/4 (100%)	
- Annual General Meeting of Shareholders for 2021	0/1	

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

- None -



Profile of Director

Name Mrs. Rawittha Pongnuchit

Proposed Position Independent Director

Current Positions Independent Director / Audit Committee's Member /

Chairman of Nomination and Compensation Committee and Chairman of the Legal Risk Management Committee

Nationality Thailand

Age 71 years old

Years of directorship 12 years (Became director since 9 August 2010)

% of holding number None (equal to 0% of total shares with voting right)

Of shares as of 31 December 2021

Educations

- Master of Political Science, Thammasat University
- Bachelor of Laws, Ramkhamhaeng University
- Training Program for High Level Executive in Criminal Justice (Class 19)
- Certificate Program of Senior Executives in Administrative Justice, Class 3
- Certificate Program of "Top Executive Program in Commerce and Trade (TEPCot), Class 1
- Certificate Program of Senior Executive Development Program, Capital Market Academy (CMA), Class 3 in B.E. 2006
- Certificate Program of Public Administration and Law, King Prajadhipok's Institute, Class 3
- Certificate Program of National Institute of Defense Studies (NIDs) National Defense College (NDC), Class 15 in B.E. 2003

Director Training organized by Thai Institute of Directors (IOD)

2005 Director Certification Program (DCP)

Work Experience

2019 Committee's Member – Alumni Association of Capital Market Academy (CMA)
2019 Committee's Member – Top Executive Program in Commerce and Trade (TEPCoT)
2010 – 2011 Director and Chairman of Audit Committee –Sukhumvit Asset Management Co., Ltd.

2008 – 2010 Inspector-General, Ministry of Finance

February – June 2009 Director of Airport Authority of Thailand Public Company Limited

2005 – 2008 Deputy Director-General, the Revenue Department



Position in other Companies

Other Listed Companies	3 companies		
	Independent Director / Audit Committee's Member / Chairman of the		
	nomination and Remuneration Committee - Sakol Energy PCL.		
	Independent Director and Member of Audit Committee – Pranda Jewelry		
	PCL.		
	Chairman of the Audit Committee and Independent Director - Solatron PCL.		
Other Non-Listed Companies	6 companies		
	President - Chankam Residence Co., Ltd.		
	Committee's Member – Fiscal Policy Research Institute Foundation (FPRI)		
	Advisor - Institute of Management Consultants Association of Thailand		
	Chairman of the Class 59 - Director Certificate Program (DCP59		
	Advisor - Economics and Finance Academy		
	Audit Committee's Member and Independent Director – Nam Heng		
	Concrete (1992)		
	Co., Ltd		
Position in other	-None-		
organizations that compete	-None-		
with/related to the Company			

Meeting Attendance in 2021

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	4/4 (100%)
- Annual General Meeting of Shareholders for 2021	1/1 (100%)
- Nomination and Compensation Committee Meeting	2/2 (100%)
- Audit Committee Meeting	5/5 (100%)
- Legal Risk Management Committee Meeting	12/12 (100%)

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

- None -

Additional information on the nominated persons

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

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

Remark: Definition and qualifications of independent director are shown in the end of enclosure 8

Profile of Director

Name Mr. Boontuck Wungcharoen

Proposed Position Independent Director

Current Positions Independent Director

Nationality Thailand

Age 65 years old

Years of directorship 3 years (Became director since 25 April 2019)

% of holding number None (equal to 0% of total shares with voting right)

Of shares as of 31 December 2021

Educations

- MBA (Finance and International Business), New York University, USA
- Bachelor of Chemical Engineering, Chulalongkorn University

Director Training organized by Thai Institute of Directors (IOD)

2008 Director Certification Program (DCP)

Work Experience

2018 - 2019	Independent Director / Member of the Risk Oversight Committee / Member of the Technology
	Committee - The Siam Commercial Bank PCL.

Feb – Dec 2017 Independent Director / Chairman of the Remuneration Committee - PTT PCL.

2008 - 2017	Director / Chief Executive Officer - TMB Bank PCL.
2000 - 2017	Director / Chief Executive Officer - Twib bank i CE.

71115 71116	Member - The Commi	ittaa tor Imniaman	tation of Leouarni	nant k av and i	I Produk Policide

2015 – 2016 Member - The Innovative System Development of the Country Committee

2015 – 2016 Member - The International Trade Development Committee

2014 – 2016 Member of the National Legislative Assembly - The National Legislative Assembly

2014 – 2016 Member - The Joint Standing Committee on Commerce, Industry and Banking

2014 – 2016 Chairman - The Thai Bankers' Association

2014 – 2016 Member - The Payment Systems Committee (PSC), The Bank of Thailand

2014-2016 Board Member - The Board of Investment of Thailand (BOI)

2014 – 2016 Member - The Small and Medium Enterprises Promotion Board (Ad hoc)

2014 – 2016 Member - The National Committee on Competitive Advantage

1999 – 2007 Executive Vice President - Kasikorn Bank PCL.



Position in other Companies

-		
Other Listed Companies	2 companies	
	Director / Vice Chairman of the Executive Committee / Chairman of	
	the Risk Management Committee / The Nomination and Remuneration	
	Committee - Asset World Corp PCL.	
	Independent Director - ESSO (Thailand) PCL	
Other Non-Listed Companies	-None-	
Position in other organizations	-None-	
that compete with/related to the		
Company		

Meeting Attendance in 2021

Meeting	No. of meeting attended / Total meeting held (%)	
- Board of Director's Meeting	3/4 (75%)	
- Annual General Meeting of Shareholders for 2021	1/1 (100%)	

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

- None -

Additional information on the nominated persons

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

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

Remark: Definition and qualifications of independent director are shown in the end of enclosure 8

Preliminary details of Warrants to purchase ordinary shares under the project offering Warrants to executives (including the executives who are directors of the Company) and/or employees of Synnex (Thailand) Public Company Limited

1. Objectives and necessity of issuing Warrants to executives (including the executives who are directors of the Company) and/or employees of the Company

Objectives of the securities offering scheme to executives (including the executives who are directors of the Company) and/or employees of Synnex (Thailand) Public Company Limited (the Company) at this time are to motivate and reward the personnel who have contributed to the success of the Company to have a strong commitment and sense of ownership and growth of the Company and to keep crucial personnel to work with the Company for the long term. It is also a tool to motivate knowledgeable, competence and experience people to work with the Company which will benefit business operations and create sustainability for the Company operations. As a result, the Company would have satisfied operating results and the maximum benefit to the Company and shareholders.

2. Preliminary details of Warrants allocated to executives (including the executives who are directors of the Company) and/or employees of the Company

Type of Warrants : Warrants

: Warrants to purchase ordinary share of Synnex (Thailand) Company Limited (SYNEX-ESOP W2) which are in the name certificate and nontransferable except in cases specified in the

conditions for adjustment

Number of Warrants

Issued

: Not exceeding 8,000,000 units

Offering Price : Baht 0.00 per Unit

Offering Value : Baht 0.00

Term of Warrants : Not exceeding 5 years from the date of issue of Warrant,

however, after the issuance of the Warrants, the Company will

not extend the term of the Warrants.

Number of reserved shares

for the Exercise of the

Warrants

: Not exceeding 8,000,000 shares which equivalent to 0.94 percent of the total number of issued shares of the Company in

the amount of 847,361,206 shares

Exercise Ratio : 1 unit of Warrants to 1 ordinary share (which may subsequently

be adjusted according to adjustment conditions)

Exercise Price : Baht 15 per share

The Company determines the exercise price of SYNEX-ESOP W2 based on the average price trading of the Company's ordinary shares for the 14 consecutive business days from January 21st, 2022 to February 9th, 2022 which is equal to 29.75 Baht and discount approximately 49.58 percent to motivate the executives and/or employees who have been allocated the Warrants to work with the intention and dedication to grow the profits of the Company in the long run.

Warrant offering period

The Company shall issue Warrants within 1 year from the date of permission to issue and offer Warrants from the Meeting of Shareholders of the Company

Allocation method

The Company will allocate and offer the Warrants to the executives (including the executives who are directors of the Company) and/or employees but shall not allocate through the subcontractor

In this regard, the Nomination and Remuneration Committee or Company's Executive Committee or a person assigned by the Nomination and Remuneration Committee or the Company's Executive Committee are authorized to determine the list of executives and/or employees who are entitled to be allocated the Warrants and the number of the Warrants in accordance with the criteria and methods for the allocation of Warrants to purchase the Company's ordinary shares as approved by the Shareholders' Meeting and within the scope of powers prescribed by applicable laws or regulations.

Exercise Date

The Warrant holders may exercise the Warrants from the 3rd year since the date of issuance of the Warrants. The holders shall exercise the allocated Warrants on every last business day of March, June, September and December of each calendar year throughout term of the Warrants (Exercise date). The first exercise date shall be on the last business day of March, June, September or December (as the case may be) from the 3rd year since the date of issuance of the Warrants (First Exercise Date)

The Warrants which are not exercised on Exercise Date shall be accumulated and remain valid for exercise on the following Exercise Date until the maturity date. Any unexercised warrants after the maturity date shall be cancelled and become invalid.

The last exercise date of the Warrants shall correspond with the maturity date of 5 years from the date of issuance of the Warrants (Last exercise date). In the event that the Last Exercise Date falls on a holiday, then it shall be moved up to the business day prior to the Last Exercise Date.

Besides, the Warrant Holders shall comply with the conditions for exercising their rights of the Warrants as prescribed by the Company.

Notification Period

The Warrant holders who wish to exercise SYNEX-ESOP W2 shall deliver the notification of their intention to exercise the Warrants between 9:00 a.m. and 4:00 p.m. of the Company business days within 5 (five) business days prior to each Exercise Date throughout the Term of Warrants (Notification Period). For the Last Exercise Date, the period for notifying such intention shall be within 15 days prior to the Last Exercise Date

Secondary Market for Warrants

The Company shall not list the Warrants on the SET.

Secondary Market for Shares from the exercise of Warrants The Company shall list the ordinary shares arising from the exercise of the right on the SET whereas the ordinary shares issued in accordance with the exercise of the Warrant holders shall have equivalent rights and conditions as the ordinary shares of the Company previously issued in all respects.

Reasons to Issue New Shares to Accommodate Adjustment of Warrants Upon the adjustment of exercise price and ratio in accordance with the events as prescribed in the notification of the Securities and Exchange Commission (SEC) or any other relevant notifications.

Adjustment of Warrants

The Company will be required to adjust the exercise price and/or ratio upon the occurrence of any of the following events in order to protect the interests of the warrant holder:

- (1) in case of a change in par value of the Company's ordinary shares as a result of a combination or split of shares;
- (2) in case of the Company issuing new shares at the price lower than 90 percent of the market price of the Company's ordinary shares;
- (3) in case of the Company issuing any new securities in the form of convertible debentures or warrants to purchase the ordinary shares by setting the price or calculating the price of the newly issued shares to support the convertible debentures or warrants to purchase those shares below 90 percent of the market price of the Company's ordinary shares;
- (4) in case of the Company distributing dividends, whether in whole or in part, as newly issued shares to shareholder;
- (5) in case of the Company distributing cash dividends in excess of 90 percent of net profit of the separated financial statements after deducting corporate income tax, legal reserves and other reserves for each year for operations in any accounting period;
- (6) in case of any events that causes the Warrant holders to lose their rights and interest as the same nature as stated in items (1)
 (5) above

3. Criteria, conditions for allocation and exercise of rights of the Warrants

- 3.1 The Company shall allocate the Warrants to the executives (including the executives who are directors of the Company) and/or employees according to the allocation criteria set by the Company to be completed within 1 year from the date the Company is authorized to issue and offer Warrants from the Shareholders' Meeting which approves the offering of the Warrants to purchase ordinary share of the Company to the executives of the Company.
- 3.2 In the event that there are Warrants remaining from this allocation and the Warrants which are not exercised, such Warrants shall be cancelled.
- 3.3 No employees shall be allocated more than 5 percent of the total Warrants. However, if any executives and/or employees are allocated more than 5% of the total Warrants, the Company shall present to the Shareholders' Meeting to consider and approve such allocation individually.
- 3.4 Qualifications of the executives (including executives who hold the position of directors of the Company) and/or employees entitled to Warrant allocation are as follows:
 - (a) Having the status of executive and/or employees of the Company on January 1st, 2022 and on the date of issuance and offering of Warrants
 - (b) The number of Warrants that each executive and/or employees shall receive do not need to be the same amount, however, it depends on the position, experience, years' experience, contributions, potential, and the benefits contributing to the Company.
 - (c) In cases other than (a) and (b), the Nomination and Remuneration Committee or a person assigned by the Nomination and Remuneration Committee shall have discretion to determine for special cases

In this regard, the Nomination and Remuneration Committee or Company's Executive Committee or a person assigned by the Nomination and Remuneration Committee, or the Company's Executive Committee are authorized to determine the list and/or qualifications of executives and/or employees who are entitled to be allocated the Warrants and the number of the Warrants, including the criteria, terms and other relevant details which shall be disclosed in the Notice of the 2022 Annual General Meeting of Shareholders, held in April 21,2022

3.5 Exercise conditions

- (1) The Warrant holders who exercise their rights to purchase shares of the Warrants shall have the status of executive and/or employees of the Company on the date of exercise their rights as specified and their performance results are in accordance with the assessment which obtained from the Key Performance Indicators (KPIs) for each year on the relevant period according to the criteria considered by the Nomination and Remuneration Committee.
- (2) The conditions for the Warrant Holder who no longer is an executive and/or employees are:
 - (a) *Disability* that causes such executives to be unable to work. The right of the Warrants which have yet to reach the Exercise Date may be immediately exercised and the right of the Warrants in respect of which the Exercise Date has been reached may be exercised as per usual.

- (b) *Death, disappearance or impotent*: that causes such executives to be unable to work. The right of the Warrants which have yet to reach the Exercise Date may be immediately exercised by the heir or beneficiary of the Warrant Holder, and the right of the Warrants in respect of which the Exercise Date has been reached may be exercised as per usual by the heir or the beneficiary of the Warrant Holder.
- (c) Retirement, rotates or transfers his/her position or reorganization accordance with the Company's criteria: The right of the Warrants which have yet to reach the Exercise Date may be immediately exercised and the right of the Warrants in respect of which the Exercise Date has been reached may be exercised as per usual.
- (d) Termination of employment in any situation be including resignation, dismissal, or discharge: The right of the Warrants which have yet to reach the Exercise Date will be under the discretion of the Nomination and Remuneration Committee or Company's Executive Committee of the Company to determine the right to which such executives and/or employees are entitled as it deems appropriate on a case-by-case basis.
- (3) Nomination and Remuneration Committee or Company's Executive Committee or a person assigned by the Nomination and Remuneration Committee, or the Company's Executive Committee shall have full authority to consider, determine or amend the conditions for exercising the rights of the Warrants which may differ from what has been defined.
- (4) In the event that the Warrants are returned to the Company, in any circumstance, the Company may allocate such Warrants to executive and/or employees of the Company which has the qualifications as specified in Clause 3.4. However, if it is allocated to any executive and/or employees more than 5 percent of the total number of Warrants issued and offered or to the executive who holds the position of the director of the Company, the company shall propose to the shareholders' meeting for approval of the said allocation.
- (5) In the event that the maturity date has passed but the Warrant holders do not exercise their right or exercise incomplete rights or fail to completely comply with the conditions for exercising the rights that are specified. It shall be deemed that the Warrant holders waive their rights to exercise the remaining Warrants and the Warrant shall have no right to claim any damages or compensation from the Company.

4. Financial assistance from the issuing company to provide funding sources for company ss (if any)

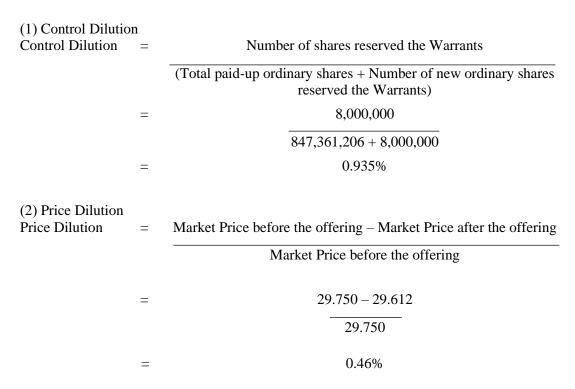
The Company has no policy to provide financial assistance. However, the Company will facilitate contacting financial institutions for exercising the rights to convert warrants which allocated to executives of the Company

5. No employees shall be allocated more than 5 percent of the total Warrants.

6. List of All Directors Entitled to the Allocation of the the project offering Warrants to executives (including the executives who are directors of the Company) and/or employees of the company

Name	Position	Allocation Number of
		Warrants Issued (units)
Ms. Sutida Mongkolsuthree	Chief Executive Officer,	not exceeding 395,000 units
	Director,	(not exceeding 5 percent)
	Present Chief Executive Officer,	
	Chairman of the Corporate Governance	
	Committee,	
	Member of Operation Risk Management and	
	Member of Legal Risk Management Committee	

7. Dilution Effect



Whereas

- 1. Market Price before the offering is based on the average price trading of the Company's ordinary shares for the 14 consecutive business days from January 21st, 2022 to February 9th, 2022 which is 29.75 Baht.
- 2. Market price after offering is calculated by the following formula: (Market Price before the offering x Total paid-up ordinary shares) + (Exercise Price x Number of shares issued to accommodate the warrants) / Total paid-up ordinary shares + Number of shares issued to accommodate the warrants

$$= (29.75 \times 847,361,206) + (15 \times 8,000,000)$$

$$= 847,361,206 + 8,000,000$$

$$= 29.612$$

8. Shareholders' right to object

- (1) The allocation of Warrants to purchase the Company's ordinary shares to the executives and/or employees of the Company shall be approved by the Shareholders' Meeting with a vote of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and entitled to vote, and shareholders holding more than 10 percent of the total votes of the shareholders attending the Meeting shall not vote against the issuance of the Warrants.
- (2) The allocation of Warrants to purchase the Company's ordinary shares to the executives and/or employees in excess of 5 percent of the total number of Warrants shall be approved by the Shareholders' Meeting for individual executives with the vote not less than three-fourths of the total number of votes of the shareholders attending the Meeting and entitled to vote, and shareholders holding more than 10 percent of the total votes of the shareholders attending the Meeting shall not vote against the issuance of the Warrants to such executive
- 9. List of independent directors whom shareholders may appoint as proxies to attend the Meeting and shall exercise the right on behalf of the shareholders

	Names	Number of the Warrants allocated (units				
1.	Pol.Gen. Rachatha Yensuang	- None -				
2.	Mrs. Chananyarak Phetcharat	- 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. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, are the meeting called by the shareholders' meeting under paragraph four, the number of the shareholders presented does not constituted quorum as prescribed by Article 38 the shareholders under paragraph four shall jointly compensate the company for the expenses incurred in arrangements for holding that meeting.

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 59 The auditors must be appointed by the annual general meeting of shareholders each year. A retiring auditor is eligible for re-appointment.
- Article 60 The auditors' remuneration must be fixed by a meeting of shareholders.
- Article 61 Directors, employees, or any individuals in office for any positions in the Company at the time cannot be nominated to assume the position of the Company's Auditor.
- Article 62 The Company's Auditor has an obligation to participate in every meeting of shareholders of the Company when there are agenda for consideration on the balance sheet and the profit and loss statement as well as problems concerning the Company's accounting to clarify the auditing to shareholders. The recipients of the Company's delivery of reports and documents prior to the convening of the meeting of shareholders must include the Company's Auditor in addition to shareholders.

Dividends and Reserves

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

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

- Article 49 The interim dividend payment may be considered by the Board of Directors from time to time when it is considered that the Company has sufficient profit to do so. Once such dividend payment is made, it shall be reported to the shareholders' meeting in the following meeting.
- Article 50 The dividend payment shall be distributed equally by the number of shares.
- Article 51 The Company is required to allocate part of its annual net profit as a legal reserve which must not be less than five (5) percent of the annual net profit less any accumulated losses brought forward (if any) until the total reserve is not less than ten (10) percent of the registered capital.

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

After the Company has been approved by the resolution of the shareholders' meeting, the Company may transfer other reserves, legal reserve, and share premium reserve respectively to offset the accumulated losses of the Company.

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

Proxy Granting Method

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

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

Registration to Attend the Meeting

The Company will open the registration to attend the Shareholders' Meeting at 09.00 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 9).

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, <u>please also bring the Barcode Registration Form</u> 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, <u>please also bring the Barcode Registration Form</u> 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, <u>please also bring the Barcode Registration Form</u> 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, <u>please also bring the Barcode Registration Form</u> 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.

ติดอากรแสตมป์ 20 บาท Duty Stamp THB 20

หนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

PROXY FORM A (General Form)

			เขียนที่					
			Place					
		ວ້າ	นที่เดือน					
		Da	ate Month	B.E.				
(1)	ข้าพเจ้า	สัญชาติ	อยู่บ้านเลขที่	ถนน				
	I/We		Residing at No.					
	ตำบล / แขวง	อำเภอ/เขต	จังหวัด	รหัสไปรษณีย์				
	Tambol/Khwaeng	Amphoe/Khet	Province	Post Code				
(2)	เป็นผู้ถือหุ้นของ บริษัท ซินเน็ค (ประเทศไท	าย) จำกัด (มหาชน)						
	Being a shareholder of SYNNEX (THAI				v			
	โดยถือหุ้นจำนวนทั้งสิ้นรวม	หุ้น และออ	กเสียงลงคะแนนได้เท่ากับ	Jเสียง ดังร์				
	Holding	share(s) and sh		number	of vote(s)			
	หุ้นสามัญ	หุ้น ออกเสีย	ยงลงคะแนนได้เท่ากับ	เสียง				
	Ordinary share	share(s) holding		number o	of vote(s)			
	หุ้นบุริมสิทธิ์	หุ้น ออกเสี	ยงลงคะแนนได้เท่ากับ	เสียง				
	Preferred share	share(s) holding		number o	of vote(s)			
(3)	ขอมอบฉันทะให้							
	Hereby appointing							
	1	อายุ ปี	อยู่บ้านเลขที	ถนน				
	Name	age year	Residing at No.	Road				
	ตำบล / แขวง	อำเภอ / เขต	จังหวัด	รหัสไปรษณีย์	หรือ			
_	Tambol/Khwaeng	Amphoe/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/Khwaeng	Amphoe/Khet	Province	Post Code	or			
	3. นางชนัญญารักษ์ เพ็ชร์รัตน์	ตำแหน่ง กรรมการอิสระและ	ะประธานกรรมการตรวจส	อบ อายุ 58 ปี				
	Name Mrs. Chananyarak Phetchar อยู่บ้านเลขที่ 888/8 ถนน สุขุมวิท แข Residing at No. 888/8, Sukhumvit F	วง พระโขนง เขต คลองเตย จังห	วัด กรุงเทพมหานคร รหัส	งไปรษณีย์ 10260				
				-	70200			
	4. พล.ต.อ.รชต เย็นทรวง	ตำแหน่ง กรรมการอิสระและ		อายุ 67 ปี				
	Name Pol.Gen. Rachatha Yensuang Position Independent Director and Audit Committee's Member Age 67 years old อยู่บ้านเลขที่ 52/709 หมู่ 7 ตำบล หลักหก อำเภอ เมืองปทุมธานี จังหวัด ปทุมธานี 12000							
	Residing at No. 52/709, Moo 7 Tan	nboi Lak Hok, Amphoe Pathur	m Thanı, Province Pathı	ım Thanı, Postcode 12000				

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 As my/our Proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุคนธสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย to be held on Thursday, 21 April 2022 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
- -			9404 04
ลงช่อ			ผู้รับมอบฉันทะ
Signed	()	Proxy
ลงชื่อ			ผู้รับมอบฉันทะ
Signed	()	Proxy
ลงชื่อ			ผู้รับมอบฉันทะ
Signed	()	Proxy

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถ แบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

ติดอากรแสตมป์ 20 บาท Duty Stamp THB 20

หนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

PROXY FORM B (Clearly and Definitely Specified Voting)

					เขียนที่			
					Place			
					วันที่	. เดือน	พ.ศ	
					Date	Month	B.E.	
(1)	ข้า	พเจ้า	สัเ	บูชาติ	อยู่บ้านเลขที่	ถนน .		
	1/	We	Natio	onality	Residing at No.	Road		
	ต่ำ	บล / แขวง	อำเภอ/เขต		จังหวัด	รหัสไปรษ	ณีย์	
	Та	mbol/Khwaeng	Amphoe/Khet		Province	Post Co	ode	
(2)	เป็	นผู้ถือหุ้นของ บริษัท ซินเน็ค (ประเทศไเ	าย) จำกัด (มหาชน)					
	Ве	eing a shareholder of SYNNEX (THA	ILAND) PUBLIC CON	MPANY LIMI	TED			
	โด	ยถือหุ้นจำนวนทั้งสิ้นรวม	หุ้น	และออกเสี	เ เยงลงคะแนนได้เท่ากั	ш ш	เสียง ดั	งนี้
	Но	olding	share(s)	and shall	hold		number	of vote(s)
	หุ้น	เสามัญ	หุ้น	ออกเสียงส	างคะแนนได้เท่ากับ		เสียง	
	Or	dinary share	share(s)	holding			number o	f vote(s)
	หุ้น	เบุริมสิทธิ	หุ้น	ออกเสียงส	ลงคะแนนได้เท่ากับ		เสียง	
	Pre	eferred share	share(s)	holding			number o	f vote(s)
(3)	ขอ	มอบฉันทะให้						
	Не	ereby appointing						
	1.		อายุ	ปี อยู่บ้	านเลขที่า	กนน		
	Na	ame	age	year Re	siding at No.	Road		
	ต่ำ	บล / แขวง	อำเภอ / เขต		. จังหวัด	รหัสไปรษ	rณีย์	หรือ
	Ta	mbol/Khwaeng	Amphoe/Khet		Province	Post Cod	le	or
	2.		อายุ	ปี อยู่บ้	านเลขที่เ	ถนน		
		ame			5	Road		
	ต่ำ	บล / แขวง	อำเภอ / เขต		จังหวัด	รหัสไปรษ	ณีย์	หรือ
	Та	mbol/Khwaeng	Amphoe/Khet		Province	Post Code	е	or
	3.	นางชนัญญารักษ์ เพ็ชร์รัตน์	ตำแหน่ง กรรมการ	าอิสระและปร	ะธานกรรมการตรวจส	ง ขอบ	อายุ 58 ปี	
		Name Mrs. Chananyarak Phetchar	at Position Indepen	dent Directo	or and Audit Comm	ittee Chairman	Age 58 ye	ars old
		อยู่บ้านเลขที่ 888/8 ถนน สุขุมวิท แร	บวง พระโขนง เขต คลอ	งเตย จังหวัด	กรุงเทพมหานคร รหั	ัสไปรษณีย์ 1026	0	
		Residing at No. 888/8, Sukhumvit	Road, Khwaeng Phra	Khanong, k	Khet Khlong Toei, Pi	rovince Bangko	k, Postal Cod	de 10260
	4.	พล.ต.อ.รชต เย็นทรวง	ตำแหน่ง กรรมการ	าอิสระและกร	รมการตรวจสอบ		อายุ 67 ปี	
		Name Pol.Gen. Rachatha Yensua	ng Position Indepen	dent Directo	or and Audit Commi	ttee's Member	Age 67 ye	ears old
		อยู่บ้านเลขที่ 52/709 หมู่ 7 ตำบล หล้	ักหก อำเภอ เมืองปทุม	เธานี จังหวัด	ปทุมธานี 12000			
		Residing at No. 52/709, Moo 7 Tar	mbol Lak Hok, Ampho	oe Pathum T	hani, Province Path	um Thani, Posto	ode 12000	

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 As my/our Proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุคนธสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย to be held on Thursday, 21 April 2022 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.

	าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้ We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:
Agenda 1	🗌 (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:
	Approve Disapprove Abstain
🗌 วาระที่ 2	รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2564
Agenda 2	2 To consider acknowledging the Company's operating results for the year 2021 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
	(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
	(b) The Proxy may consider the matters and vote on my/our behalf as follows:
	 □ เห็นด้วย □ งดออกเสียง
	Approve Disapprove Abstain
🗆 วาระที่ 3	พิจารณาอนุมัติงบการเงิน สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2564
Agenda 3	3 To consider approving the audited Financial Statements for the year ended 31 December 2021 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
	(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
	(b) The Proxy may consider the matters and vote on my/our behalf as follows:
	🗆 เห็นด้วย 🗆 ไม่เห็นด้วย 🗆 งดออกเสียง
	Approve Disapprove Abstain
🗌 วาระที่ 4	พิจารณาอนุมัติการจัดสรรกำไรและจ่ายเงินปันผล ประจำปี 2564
Agenda	4 To consider approving the appropriated of net profit and dividend payment for the year 2021 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
	(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
	(b) The Proxy may consider the matters and vote on my/our behalf as follows:
	🗆 เห็นด้วย 🗆 ไม่เห็นด้วย 🗆 งดออกเสียง
	Approve Disapprove Abstain
🗌 วาระที่ 5	พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ ประจำปี 2565
Agenda	5 To consider approving the election of the directors to replace those who are retired by rotation for the year 2022
	🗌 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
	(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
	☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b) The Proxy may consider the matters and vote on my/our behalf as follows: ☐ การแต่งตั้งกรรมการทั้งชุด
	Appointment by group
	 ☐ เห็นด้วย

	ุ กา	รแต่งตั้งกรรมการเป็	ในรายบุคคล								
	Αp	ppointment by indi	ividual								
	1.	นายสุพันธุ์ มงคลย	สุธี (อีกวาระหร	้ใง)							
		Mr. Supant Mon	gkolsuthree (for an	other term)						
		เห็นด้วย	เสียง		ไม่เห็นด้วย		เสียง		งดออกเสียง		เสียง
		Approve	Vote(s)		Disapprove	,	Vote(s)		Abstain		Vote(s)
	2.	นายตู ชู วู (อีกวาร	ระหนึ่ง)								
		Mr. Tu, Shu-Wu	(for another t	erm)							
		เห็นด้วย	เสียง		ไม่เห็นด้วย		เสียง		งดออกเสียง		เสียง
		Approve	Vote(s)		Disapprove	,	Vote(s)		Abstain		Vote(s)
	3.	นางรวิฐา พงศ์นุชิ	ต (อีกวาระหนึ่	۹)							
		Mrs. Rawittha P	ongnuchit (fo	r anot	ther term)						
		เห็นด้วย	เสียง		ไม่เห็นด้วย		เสียง		งดออกเสียง		เสียง
		Approve	Vote(s)		Disapprove	,	Vote(s)		Abstain		Vote(s)
	4.	นายบุญทักษ์ หวัง	แจริญ (อีกวาร	ะหนึ่ง)							
		Mr. Boontuck W	ungcharoen	(for a	nother term)						
		เห็นด้วย	เสียง		ไม่เห็นด้วย		เสียง		งดออกเสียง		เสียง
		Approve	Vote(s)		Disapprove		Vote(s)		Abstain		Vote(s)
🗆 วาระที่ 6	พิจารณาอ	นุมัติการกำหนดค่าเ	ตอบแทนของก	เรรมกา	ารบริษัท และค	ณะกรรมกา	เรชุดย่อย :	ประจำร์	1 2565		
Agenda 6	To consid	· er approving the r	remuneration	of the	Company's E	Directors ar	r nd Sub-C	ommitt	ees' membe	er for the	year 2022
Ü		 งู้รับมอบฉันทะมีสิทร์									•
	•	Proxy may consid				,			ms appropr	iate in all	respects.
		์ รับมอบฉันทะออกเล					9/	,			,
	2	Proxy may consider						:			
		ี เห็นด้วย	่ ไม่เห็น			งดออกเสีย					
		Approve	Disap			Abstain					
🗆 วาระที่ 7	พิดารกเวดร	นุมัติการแต่งตั้งผู้ส _ี					สี่ สำารจับเรื่	2565			
		, ,	-			u -					
Agenda /		er approving the ap							r the year 20	122	
		รู้รับมอบฉันทะมีสิทร์ -				4					
		Proxy may consid รับมอบฉันทะออกเลื						xy dee	ms appropi	iate in all	respects.
		Proxy may consider						:			
		ี เห็นด้วย	่ ไม่เห็น			งดออกเสีย					
		Approve	Disap			Abstain					
🗌 วาระที่ 8		นุมัติการออกใบสำ เลักทรัพย์ให้แก่ผู้บริ			•	งบริษัทให้แ	ก่ผู้บริหาร	และ/ห	เรือพนักงาน	ของบริษัท	า ภายใต้โครงกา:
Agenda 8		ler approving the				ants to pui	rchase o	rdinary	shares of	the Com	pany issued to
Ü		executives, and e			_	·		,			
		ขู้รับมอบฉันทะมีสิท:	-			ทกประการเ	ทามที่เห็นเ	สมควร			
		Proxy may consider				•			ms appropi	iate in all	respects.
		รับมอบฉันทะออกเล						.,	2PP10P1		
		Proxy may consider									
		า roxy may consid	uer ine maile ไม่เห็น			งดออกเสีย		•			
		Approve	Disap		ш	Abstain	•				
			Dioup			,					

🗌 วาระที่ :	9 พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท โดยวิธีตัดหุ้นจดทะเบียนที่ยังมิได้นำออกจำหน่าย และแก้ไขหนังสือบริคณห์สนธิของ บริษัทฯ ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน					
Agend	9 To consider approving the reduction of the Company's registered capital by cancelling unsold ordinary shares and the					
	Amendments to Clause 4 of the Company's Memorandum of Association					
	🗌 (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: 					
	 (a) The Froxy may consider the matters that vote on my considers. □ เห็นด้วย □ งดออกเสียง 					
	Approve Disapprove Abstain					
🗌 วาระที่	10 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท โดยแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้อง					
	กับการเพิ่มทุนจดทะเบียน					
Agenda	a 10 To consider approving the increase of the Company's registered capital and the Amendments to Clause 4 of the Company's Memorandum of Association (n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร					
	(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.					
	(b) The Proxy may consider the matters and vote on my/our behalf as follows:					
	🗆 เห็นด้วย 🗆 ไม่เห็นด้วย 🗆 งดออกเสียง					
	Approve Disapprove Abstain					
🗌 วาระที่	11 พิจารณาเรื่องอื่นๆ (ถ้ามี)					
Agenda	11 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.					
	(b) The Proxy may consider the matters and vote on my/our behalf as follows:					
	□ เห็นด้วย □ ไม่เห็นด้วย □ งดออกเสียง					
	Approve Disapprove Abstain					
	การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและ ไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น					
	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)	ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือ ในกรณีที่ที่ประชุมมีการพิจารณาหรือ ลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิ พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร					
	/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 her than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the latters and vote on my/our behalf as the Proxy deems appropriate					

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือน ว่าข้าพเจ้าได้กระทำเองทุกประการ

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			ผู้รับมอบฉันทร
Signed	()	Proxy
ลงชื่อ			ผู้รับมอบฉันทะ
Signed	()	Proxy
ลงชื่อ			ผู้รับมอบฉันทะ
Signed	()	Proxy

<u>หมายเหตุ</u> Remarks.

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยก 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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือ มอบฉันทะ 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 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุคนธสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึ่งเลื่อนไปในวัน เวลา และสถานที่อื่น

The 2022 Annual General Meeting of Shareholders to be held on Thursday, 21 April 2022 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	a NoSubject								
		🗌 (ก) ให้ผู้รับมอบฉันทะมีสิทธิ	พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประกา	รตามที่เห็นสมควร						
		(a) The Proxy may conside	er the matters and vote on my/our behalf	as the Proxy deems appropriate in all respects						
		🗌 (ข) ให้ผู้รับมอบฉันทะออกเสี	ยงลงคะแนนตามความประสงค์ของข้าพเจ้า	ดังนี้						
		(b) The Proxy may conside	er the matters and vote on my/our behal	f as follows:						
		🗌 เห็นด้วย	🗆 ไม่เห็นด้วย	🗆 งดออกเสียง						
		Approve	Disapprove	Abstain						
	วาระที่_	เรื่อง								
	Agend	a NoSubject								
		🗌 (ก) ให้ผู้รับมอบฉันทะมีสิทธิ	พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประกา	รตามที่เห็นสมควร						
		(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 conside	f as follows:							
		🗌 เห็นด้วย	🗆 ไม่เห็นด้วย	🗆 งดออกเสียง						
		Approve	Disapprove	Abstain						
	วาระที่เรื่อง แต่งตั้งกรรมการ (ต่อ)									
	Agend	a NoSubject Appo								
	ŧ	ชื่อกรรมการ								
	I	Name of Director								
		🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗆 งดออกเสียง						
		Approve	Disapprove	Abstain						
	á	ชื่อกรรมการ								
	I	Name of Director								
		🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗆 งดออกเสียง						
		Approve	Disapprove	Abstain						
	6	ชื่อกรรมการ								
	ļ	Name of Director								
		🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗆 งดออกเสียง						
		Approve	Disapprove	Abstain						

ติดอากรแสตมป์ 20 บาท Duty Stamp THB 20

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

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

			เขียนที่			
			Place			
			วันที่	เดือน	พ.ศ	
			Date	Month	B.E.	
) ข้าง	พเจ้า		สำนักงานตั้งอยู่เลร	ขที่	ถนน	
, 			Residing at No.		Road	
ต่ำ	บล / แขวง	อำเภอ/เขต	_		รหัสไปรษณีย์	
	mbol/Khwaeng	Amphoe/Khet	Province		Post Code	
	o a	้ บฝากและคูแลหุ้น (Custodian) ให้กั	ับ			
۰		Q				
ลู่งเ	เป็นผ้ถือห้นของ บริษัท ซินเเ	น็ค (ประเทศไทย) จำกัด (มหาชน)				
	י ע	NEX (THAILAND) PUBLIC COMP	ANY LIMITED			
	-	หุ้น		า ก้เท่ากับ		เสียง ดังนี้
	olding	·	and shall hold			ber of vote(s)
	-		ม ออกเสียงลงคะแนนได้เท่า	ากับ		เสียง
,	dinary share	'	holding			ber of vote(s)
	•	หุ้า		กับ		เสียง
4	eferred share	•	holding			ber of vote(s)
	୰ ฤษ		-			
	มอบฉันทะให้					
не	ereby appointing					
	1	อายุ	ปี อยู่บ้านเลขที่	ถน	เน	
	Name		ears Residing at No.		Road	
	ตำบล / แขวง	อำเภอ / เขต	จังหวัด	มี	หัสไปรษณีย์ .	หรือ
	Tambol/Khwaeng	Amphoe/Khet	Province	[Post Code	or
	2	ขายุ	ปี อย่บ้านเลขที่	ถนา	น	
	Name		ears Residing at No.		oad	
	ตำบล / แขวง	อำเภอ / เขต	_		หัสไปรษณีย์ .	หรือ
	Tambol/Khwaeng	Amphoe/Khet	Province	I	Post Code	or
П	 นางชนัญญารักษ์ เทื่ 	พ็ชร์รัตน์ ตำแหน่ง กรรมก	กรอิสระและประธานกรรมก	าารตรวจสดาเ		อายุ 58 ปี
		varak Phetcharat Position Indep			Chairman	4
	1	rarak Pheicharai Position indep เนน สุขุมวิท แขวง พระโขนง เขต คณ				Age 58 years old
	-	ัเลเล สุนุมาก เบาง พระเบเง เบค คือ /8, Sukhumvit Road, Khwaeng Ph	•			Postal Code 102
		-,			2 2311911011,	_
	1	m 0 11989 9 5009 5	റെട്ട് മുടെ പരംഗം പെട്ടെ വാരണ്ടാര	മിലെ		
			กรอิสระและกรรมการตรวจ and ant Director and Audi		'a Mambar	อายุ 67 ปี Ago 67 years al
	4. พล.ต.อ.รชต เย็นทรวง Name Pol.Gen. Rac	ตำแหน่ง กรรมr hatha Yensuang Position Indep หมู่ 7 ตำบล หลักหก อำเภอ เมืองปร	endent Director and Audi	it Committee	's Member	ชายุ 67 บ Age 67 years ol

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 As my/our Proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุคนธสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย to be held on Thursday, 21 April 2022 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.

	ขอมอบฉันทะให้ผู้รับมอบฉันท:	•		Ī
	มอบฉันทะตามจำนวนหุ้นทั้งห			
	To vote based on the total n	umber of shares held by	my/our behalf in this r	neeting as follows:
	มอบฉันทะบางส่วน คือ			
	To split the votes as follows:			
	หุ้นสามัญ	หุ้า	ม และมีสิทธิออกเสียงลง	คะแนนได้เสียง
	Ordinary share) and shall hold	number of vote(s)
	หุ้นบุริมสิทธิ	หุ้า	เ และมีสิทธิออกเสียงลง	คะแนนได้
	Preferred share	•	and shall hold	number of vote(s)
30	มสิทธิออกเสียงลงคะแนนได้ทั้ง	าหมด	เสียง	
То	tal voting right	numl	per of vote(s)	
(4) ข้าพเจ้าข	อมอบฉันทะให้ผู้รับมอบฉันทะ	ออกเสียงลงคะแนนแทนข้า	เพเจ้าในการประชุมครั้งนี้	้ดังนี้
I/We her	eby authorize the proxy to a	attend and vote on my/ou	r behalf in this meeting	g as follows:
🗌 วาระที่ 1	พิจารณารับรองรายงานการบ			
Agenda 1				Shareholders, which was held on 22 April 2021
	(ก) ให้ผู้รับมอบฉันทะมีสิเ		,	
				the Proxy deems appropriate in all respects.
	<u>-</u>	าเสียงลงคะแนนตามความ		
		sider the matters and vot		follows:
	🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗆 งดออกเสียง	
	Approve	Disapprove	Abstain	
🗌 วาระที่ 2	รับทราบรายงานผลการดำเนิ	นงานของบริษัทฯ ประจำปี	2564	
Agenda 2	To consider acknowledgin			
	(ก) ให้ผู้รับมอบฉันทะมีสิ่ง	ทธิพิจารณาและลงมติแทน	ข้าพเจ้าได้ทุกประการตา	มที่เห็นสมควร
	(a) The Proxy may con	sider the matters and vo	te on my/our behalf as	the Proxy deems appropriate in all respects.
	🗌 (ข) ให้ผู้รับมอบฉันทะออก	าเสียงลงคะแนนตามความ	ประสงค์ของข้าพเจ้า ดังนิ้	
	(b) The Proxy may con	sider the matters and vo	te on my/our behalf as	follows:
	🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗆 งดออกเสียง	
	Approve	Disapprove	Abstain	
🗌 วาระที่ 3	พิจารณาอนุมัติงบการเงิน สำ	หรับปีสิ้นสุดวันที่ 31 ธันวา	คม 2564	
Agenda 3	To consider approving the	audited Financial Stater	ments for the year ende	ed 31 December 2021
	🗌 (ก) ให้ผู้รับมอบฉันทะมีสิ	ทธิพิจารณาและลงมติแทน	ข้าพเจ้าได้ทุกประการตา	มที่เห็นสมควร
	(a) The Proxy may con	sider the matters and vo	te on my/our behalf as	the Proxy deems appropriate in all respects.
	🗌 (ข) ให้ผู้รับมอบฉันทะออก	าเสียงลงคะแนนตามความ	ประสงค์ของข้าพเจ้า ดังนี้	
	(b) The Proxy may con	sider the matters and vo	te on my/our behalf as	follows:
	🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗆 งดออกเสียง	
	Approve	Disapprove	Abstain	
🗌 วาระที่ 4	พิจารณาอนุมัติการจัดสรรกำ	ไรและจ่ายเงินปันผล ประจ	ำปี 2564	
Agenda 4	To consider approving the	appropriated of net pro	fit and dividend payme	ent for the year 2021
	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิ	จารณาและลงมติแทนข้าพ	เจ้าได้ทุกประการตามที่เร	์ ในสมควร
	(a) The Proxy may cons	sider the matters and vo	te on my/our behalf as	the Proxy deems appropriate in all respects.
	🗌 (ข) ให้ผู้รับมอบฉันทะออก	าเสียงลงคะแนนตามความ	ประสงค์ของข้าพเจ้า ดังนิ้	
	(b) The Proxy may con	sider the matters and vo	te on my/our behalf as	follows:
	🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗆 งดออกเสียง	
	Approve	Disapprove	Abstain	

พิจารณาอ	นุมัติการเลือกตั้งกร	รมการแทนกรร	มการที่ครบกำหนดออก _'	จากตำแหน่งตามว	าระ ประจำปี 2565	
	_				-	year 2022
🗌 (ก) ให้เ	มู้รับมอบฉันทะมีสิท	เชิพิจารณาและผ	ลงมติแทนข้าพเจ้าได้ทุก	ประการตามที่เห็น	สมควร	
					oxy deems appropriate	e in all respects.
	0, 0,		rs and vote on my/our	behalf as follows	S:	
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			И 1 65 92	a		a
		• /	Disapprove	Vote(s)	Abstain	Vote(s)
		,				
Ар						
1.	นายสุพันธุ์ มงคล	สุธี (อีกวาระหนึ่	4)			
		_				
	เห็นด้วย	เสียง	🗌 ไม่เห็นด้วย	เสียง	🗌 งดออกเสียง	เสียง
	Approve	Vote(s)	Disapprove	Vote(s)	Abstain	Vote(s)
2.	นายตู ชู วู (อีกวา	ระหนึ่ง)				
	Mr. Tu, Shu-Wu	ı (for another te	erm)			
	เห็นด้วย	เสียง	🗌 ไม่เห็นด้วย	เสียง	🗌 งดออกเสียง	เสียง
	Approve	Vote(s)	Disapprove	Vote(s)	Abstain	Vote(s)
3.	นางรวิฐา พงศ์นุ	ชิต (อีกวาระหนึ่	1)			
	Mrs. Rawittha F	ongnuchit (for	another term)			
	เห็นด้วย	เสียง	🗌 ไม่เห็นด้วย	เสียง	🗌 งดออกเสียง	เสียง
	Approve	Vote(s)	Disapprove	Vote(s)	Abstain	Vote(s)
4.	นายบญทักษ์ หวั	งเจริณ (อีกวาระ	:หนึ่ง)			
	• -	=				
				เสียง	🗌 งดออกเสียง	เสียง
	Approve	Vote(s)	Disapprove	Vote(s)	Abstain	Vote(s)
9		, ,		. ,	I ° 4 0505	· · · · · · · · · · · · · · · · · · ·
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						r the year 2022
=			·			all recoerts
					, чеетть арргорнате п	i ali respects.
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-			•			:!!
					ky deems appropriate	ın alı respects.
_						
	Approve					
	To conside (a) The (a) The (b) Th (b) Th (c) Th (d) Th (d) Th (d) Th (d) Th (d) Th (e) Th (e) Th (f) Th (To consider approving the	To consider approving the election of the	To consider approving the election of the directors to replace t	To consider approving the election of the directors to replace those who are retically in the proxy may consider the matters and vote on my/our behalf as the Program of the Proxy may consider the matters and vote on my/our behalf as the Program of the proxy may consider the matters and vote on my/our behalf as follows: (a) The Proxy may consider the matters and vote on my/our behalf as follows: (b) The Proxy may consider the matters and vote on my/our behalf as follows: (c) The Proxy may consider the matters and vote on my/our behalf as follows: (d) The Proxy may consider the matters and vote on my/our behalf as follows: (e) The Proxy may consider the matters and vote on my/our behalf as the Proxy may consider the matters and vote on my/our behalf as the Proxy may consider the matters and vote on my/our behalf as the Proxy may consider the matters and vote on my/our behalf as the Proxy may consider the matters and vote on my/our behalf as the Proxy may consider the matters and vote on my/our behalf as the Proxy may consider the matters and vote on my/our behalf as the Proxy may consider the matters and vote on my/our behalf as follows: (a) The Proxy may consider the matters and vote on my/our behalf as follows: (b) The Proxy may consider the matters and vote on my/our behalf as follows: (c) The Proxy may consider the matters and vote on my/our behalf as follows: (d) The Proxy may consider the matters and vote on my/our behalf as follows: (e) The Proxy may consider the matters and vote on my/our behalf as follows: (f) The Proxy may consider the matters and vote on my/our behalf as follows: (f) The Proxy may consider the matters and vote on my/our behalf as follows: (f) The Proxy may consider the matters and vote on my/our behalf as follows: (f) The Proxy may consider the matters and vote on my/our behalf as follows: (f) The Proxy may consider the matters and vote on my/our behalf as follows: (f) The Proxy may consider the matters and vote on my/our behalf as follows: (f) The P	(b) The Proxy may consider the matters and vote on my/our behalf as follows: การแต่งตั้งกรรมการทั้งจุด Appointment by group เสียง ไม่เห็นด้วย

🗌 วาระที่ 8	วาระที่ 8 พิจารณาอนุมัติการออกใบสำคัญแสดงสิทธิที่จะชื่อหุ้นสามัญของบริษัทให้แก่ผู้บริหาร และ/หรือพนักงานของบริษัท เสนอขายหลักทรัพย์ให้แก่ผู้บริหาร และ/หรือพนักงานของบริษัท									
Agenda 8	To consider approving the issuance and offering of warrants to purchase ordinary shares of the Company issued to									
Agerida o	directors, executives, and employees of the Company									
	(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 consid		-		ws:					
	🗌 เห็นด้วย	🗌 ไม่เห็นด้วย		งดออกเสียง						
	Approve	Disapprove		Abstain						
□ วาระที่ 9	ที่ 9 พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท โดยวิธีตัดหุ้นจดทะเบียนที่ยังมิได้นำออกจำหน่าย และแก้ไขหนังสือบริคณ บริษัทฯ ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน									
Agenda 9	•				by cancelling unsold ordinary shares and the	he				
	Amendments to Clause 4 of the Company's Memorandum of Association									
	 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร 									
	(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.									
	(a) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้									
	(b) The Proxy may consider the matters and vote on my/our behalf as follows:									
	ี เห็นด้วย	่ ไม่เห็นด้วย		งดออกเสียง						
	Approve	Disapprove		Abstain						
🗌 วาระที่ 10			ป้าหนังสื	ง ขอบริคณห์สนธิของ	งบริษัทฯ ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคลัง	อง				
	กับการเพิ่มทุนจดทะเบียน									
Agenda 10) To consider approving th	e increase of the Com	npany's	registered capit	tal and the Amendments to Clause 4 of the	ne				
	Company's Memorandum of Association									
	 (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 cons	sider the matters and vo	te on my	//our behalf as fo	llows:					
	🗌 เห็นด้วย	🗌 ไม่เห็นด้วย		งดออกเสียง						
	Approve	Disapprove		Abstain						
🗆 วาระที่ 11	พิจารณาเรื่องอื่นๆ (ถ้ามี)									
	Others matters (if any)									
rigeriaa 11	🗆 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร									
	(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.									
	(a) การ การรุง may consider the matters and vote of myour behalf as the moxy decins appropriate in an respects. [] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้									
	(b) The Proxy may consider the matters and vote on my/our behalf as follows:									
	(b) me rioxy may consider the matters and vote on my/our behalf as follows. □ เห็นด้วย □ ไม่เห็นด้วย □ งดออกเสียง									
				Abstain						
	Approve	Disapprove		Anstall						
(5) การลงคร	ะแบบเสียงของผู้รับมอบอับทะใ	นวาระใดที่ไม่เป็นไปตาบเ	ที่ระบไว้	ในหนังสืคมคบคับ	ทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถกต้องแ <i>ถ</i>	ละไร				

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่ เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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.

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติ ในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทกประการตามที่เห็นสมควร

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 ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทกประการ

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) ในประเทศไทยเป็นผู้รับฝากและดแลห้นให้เท่านั้น

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) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนญาตประกอบธรกิจ คัสโตเดียน (Custodian)

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

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวน ห้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

- 4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the
- 5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือ มอบฉันทะ 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 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุคนธสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึ่งเลื่อนไปในวัน เวลา และสถานที่อื่น

The 2022 Annual General Meeting of Shareholders to be held on Thursday, 21 April 2022 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 I	NoSubject								
	🗌 (ก) ให้ผู้รับมอบฉันเ	ทะมีสิทธิพิจารณาและ	ะลงมติแทนข้าพเจ้าได้ท	าุกประการตามที่เห็นเ	สมควร				
	(a) The Proxy may	consider the matte	rs and vote on my/ou	r behalf as the Pro	xy deems appropria	ate in all respects			
	🗌 (ข) ให้ผู้รับมอบฉันท	าะออกเสียงลงคะแนเ	เตามความประสงค์ขอ	งข้าพเจ้า ดังนี้					
	(b) The Proxy may	consider the matte	ers and vote on my/o	ur behalf as follows	:				
	🗌 เห็นด้วย.	เสียง	🗌 ไม่เห็นด้วย	เสียง	🗌 งดออกเสียง	เสียง			
	Approve	e Vote(s)	Disapprove	Vote(s)	Abstain	Vote(s)			
่ □วาระที่	เรื่อง								
Agenda I	NoSubject	t							
	🗌 (ก) ให้ผู้รับมอบฉันเ	ทะมีสิทธิพิจารณาและ	ะลงมติแทนข้าพเจ้าได้ท	าุกประการตามที่เห็นผ	สมควร				
			rs and vote on my/ou		xy deems appropria	ate in all respects			
	🗌 (ข) ให้ผู้รับมอบฉันเ	าะออกเสียงลงคะแนเ	เตามความประสงค์ขอ _ง	งข้าพเจ้า ดังนี้					
	(b) The Proxy may	consider the matte	ers and vote on my/or	ur behalf as follows	:				
	🗌 เห็นด้วย.	เสียง	🗌 ไม่เห็นด้วย	เสียง	🗌 งดออกเสียง	เสียง			
	Approve	e Vote(s)	Disapprove	Vote(s)	Abstain	Vote(s)			
□วาระที่	เรื่อง แต่	งตั้งกรรมการ (ต่อ)							
Agenda I	NoSubject	t Appointment of Di	rectors (Continued)						
	ชื่อกรรมการ								
	Name of Director								
	🗌 เห็นด้วย.	เสียง	🗌 ไม่เห็นด้วย	เชียง	🗌 งดออกเสียง	เสียง			
	Approve	vote(s)	Disapprove	Vote(s)	Abstain	Vote(s)			
	ชื่อกรรมการ								
	Name of Director								
	🗌 เห็นด้วย	เสียง	🗌 ไม่เห็นด้วย	เสียง	🗌 งดออกเสียง	เสียง			
	Approve	vote(s)	Disapprove	Vote(s)	Abstain	Vote(s)			
	ชื่อกรรมการ								
	Name of Director								
	🗌 เห็นด้วย	เสียง	🗌 ไม่เห็นด้วย	เสียง	🗌 งดออกเสียง	เสียง			
	Approve	vote(s)	Disapprove	Vote(s)	Abstain	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

<u>Remark:</u> 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 Mrs. Chananyarak Phetcharat

Position Independent Director and Audit Committee Chairman

Nationality Thailand

Age 58 years old

% of holding number 175,000 Shares

Of shares as of (equal 0.01% of total shares with voting right)

31 December 2021

Address 888/8, Sukhumvit Road, Khwaeng Phra Khanong,

Khet Khlong Toei, Province Bangkok, Postal Code 10260

Having/Not Having Conflict of Interest in the Agenda Proposed to the Meeting

- None -



Name Pol.Gen. Rachatha Yensuang

Position Independent Director and Audit Committee's Member

Nationality Thailand

Age 67 years old

% of holding number None (equal to 0% of total shares with voting right)

Of shares as of 31 December 2021

Address 52/709, Moo 7 Tambol Lak Hok,

Amphoe Pathum Thani, Province Pathum Thani, Postcode 12000

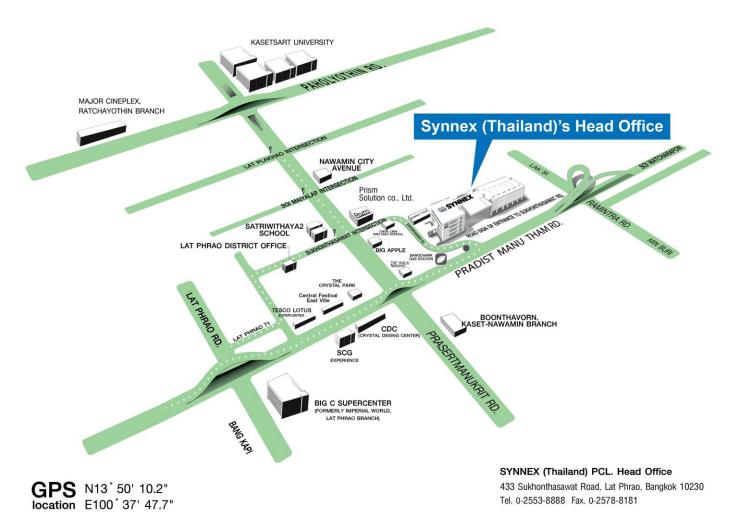
Having/ Not Having Conflict of Interest in the Agenda Proposed to the Meeting

- None -





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



Meeting venue

Mongkolsuthree Auditorium, 4th Floor, Synnex (Thailand) Public Company Limited 433 Sukhonthasawat Road., Lat Phrao, Bangkok 10230

Shuttle Van

The Company has arranged shuttle van services for shareholders which will depart from Car Parking Building, Thailand Cultural Centre MRT Station and from the meeting venue to the Car Parking Building, Thailand Cultural Centre MRT Station after the meeting has ended.

Bus

- 1. Bus routes that ply across the Company: route 156 and route 178
- 2. Bus routes that ply across the road along Ramintra Express Highway: route 26 kor

Please be advised that no souvenir, food and drinks will be distributed for this Shareholder's meeting