

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

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

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

Directors Attending the Meeting

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

Management's Members Attending the Meeting

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

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

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

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

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

1) The voting shall be counted on a 1-share-1-vote basis and one shareholder has the right to vote on each agenda as "approve", or "disapprove", or "abstain" and he or she cannot split the number of shares held to vote differently on the same agenda except foreign shareholders for which custodians in Thailand are appointed. The voting is based on how the majority of the shareholders votes, exclusive of the matters that the law specifies as others.

2) Regarding the voting on each agenda, the shareholders attending the Meeting in person who "approve", or "disapprove", or "abstain" and the proxies who vote based on how the shareholders have contemplated in the proxy forms shall put their votes in the ballot papers and return them to the Company's officers for vote counting based on the number of shares that each shareholder holds.

3) Counting of votes casted under each agenda item is proceeded by deducting disapproving or abstaining votes from the total votes of attending shareholders.

4) With regard to the voting under Agenda 5, the appointment of directors, which is done individually by director, the voting shall follow regulations set forth by the Company as below:

1. A shareholder is entitled to vote based on the number of shares held on a 1-share 1-vote basis.

2. Each shareholder must use the entire number of shares held, as specified in item 1, to vote appointing one retiring director or more to resume directorship. But the shareholder cannot split their number of shares to vote for one director more than another.

3. Persons receiving the highest votes shall be appointed as directors in descending order based on the number of directors to be appointed at the time. In the event that persons appointed in descending order of votes exceed the maximum number of directors to be filled, the Chairman is entitled to cast one additional vote to arbitrate.

5) The Company provided an opportunity for shareholders to propose agenda and nominate candidates to be proposed for the appointment as the Company's Director in advance during the period 4 January – 5 February 2016 which disclosed and published on the Stock Exchange of Thailand and the Company's website. It turns out that there is no shareholder proposing both agenda and qualified candidates.

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

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

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

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

The Chairman informed the Meeting that, the Meeting's minutes were prepared and sent to the Stock Exchange of Thailand within 14 days of the meeting. The details were published on the Company's website (www.synnex.co.th). The Board of Directors has recommended that the minutes of the 2015 Annual General Meeting of Shareholders, be adopted because they were accurately recorded, which had been enclosed with the Meeting's notice sent to all shareholders. A resolution shall be adopted by the majority votes of shareholders attending and voting. The Chairman then offered opportunities for shareholders to make inquiries and express their opinions as per below:

Mrs.Sumontharat Rattanasin – Shareholder

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

Ms.Kanlaya Phakakrong - Shareholder

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

Mr.Supant Mongkolsuthree – Chairman

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

Resolution: The Meeting resolved to adopt the minutes of the 2015 Annual General Meeting of Shareholders, which was held on 24 April 2015, as proposed by the Chairman. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 599,170,436 votes approving, 0 vote disapproving, and 0 votes abstaining.

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

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

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

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



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

Gross Profit margin comparison Y2014-2015

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

Net Profit margin comparison Y2014-2015

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

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

Financial Ratio

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

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

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

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



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

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

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

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

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

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

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

Mr.Amorn Pongwaicharoen - Shareholder

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

Ms.Sutida Mongkolsuthree – Chief Executive Officer

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

Mr.Krisada Leerieng - Representative of Thai Investors Association

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



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

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

Mrs.Sumontharat Rattanasin - Shareholder

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

Ms.Sutida Mongkolsuthree – Chief Executive Officer

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

Mr.Supant Mongkolsuthree – Chairman

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

Mr.Wichitra Chitrachingchai – Shareholder

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

Ms.Sutida Mongkolsuthree – Chief Executive Officer

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

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

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

The Chairman informed the Meeting that, In order to comply with the Public Company Limited Act, B.E. 2535, the Company has provided the Balance Sheet and Income Statement ended 31 December 2015, which have been audited and certified by the Company's Auditor. The Board of Directors proposes the Shareholders' Meeting to consider and approve the



abovementioned information. The Board of Directors has agreed to present the Company's financial statements for the year ended 31 December 2015, which have been audited and certified by the Auditor from KPMG Phoomchai Audit Co., Ltd. and reviewed by the Company's Audit Committee, demonstrating the financial status of the Company during the year 2015.

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

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

Resolution: The Meeting resolved to approve the audited financial statements of the Company for the year 2015, ended 31 December 2015, as proposed by the Chairman. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 605,997,877 votes approving, 0 vote disapproving, and 951,200 votes abstaining.

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

The Chairman informed the Meeting that, According to the Public Company Limited Act, B.E. 2535 and Company's Articles of Association, the payment of annual dividend shall be approved by the shareholders' meeting, the Board of directors may pay interim dividend to the shareholders from time to time if the Company has the profits to justify such payment after the interim dividend has been paid, the matter shall be reported to the shareholders at the next shareholders' meeting. According to Section 116 of the Public Company Limited Act, B.E. 2535, the Company is required to allocate not less than 5 percent of the year-ended net profit, after deducting retained losses (if any), as legal reserves until reaching a minimum of 10 percent of the total registered capital. Furthermore, it is a company policy to distribute dividends at the amount of not less than 40 percent of the Company's net profit after tax and other reserves.

The Board of Directors agrees to propose the Shareholders' Meeting to consider and approve the distribution of the dividend payment for the year 2015 at THB 0.30 per share. The company has already made an interim dividend payment for the first-half year operating of 2015 on 9 September 2015 at THB 0.08 per share and the remaining 2015 dividend at THB 0.22 per share. The Board of Directors has agreed that the Record Date for name listing of shareholders entitled to receive the dividend payment for the year 2015 will be on 30 March 2016. The share registration book closing date to determine the right to receive dividends will be on 31 March 2016 while the dividend payment date for the year 2015 will be on 12 May 2016. The dividend payment comparison within the past 2 years as follows:



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

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

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

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

Mr.Somchai Apiwattanaporn - Chairman of the Nomination and Remuneration Committee's Committee informed the Meeting that, According to the Public Company Limited Act, B.E. 2535 and Article 18 of the Articles of Association of the Company, one-third of the directors of the Company shall retire by rotation at the event of each Annual General Meeting of Shareholders. If the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall retire. In the each of the following years, the directors who have been in office the longest shall retire.

During the period 4 January – 5 February 2016, the Company provided an opportunity for shareholders to propose agenda and nominate candidates to be proposed for the appointment as the Company's Director which disclosed and published on the Stock Exchange of Thailand and the Company's website. It turns out that there is no shareholder proposing both agenda and qualified candidates.

The Board of Directors agrees to propose the Shareholders' Meeting to consider reappointing 4 directors who are all due to retire by rotation to resume their directorship of the Company for another office's term, as it is deemed that these abovementioned persons are knowledgeable and capable, have far-reaching vision, possess fine leadership qualities, have transparent track record and are able to offer their opinions in an independent manner for the benefit of the Company. The 4 directors retiring by rotation this year are as follows:

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



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

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

5.1) Mr. Vissut Sethaput

Resolution:

The Meeting resolved that Mr.Vissut Sethaput be elected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 606,200,477 votes approving, 756,100 vote disapproving, and 0 votes abstaining.

5.2) Mr. Tu, Shu-Chyuan

Resolution:

The Meeting resolved that Mr.Tu, Shu-Chyuan be elected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 606,948,600 votes approving, 7,977 vote disapproving, and 0 votes abstaining.

5.3) Mr. Wei, Hui

Resolution:

The Meeting resolved that Mr.Wei, Hui be elected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 605,176,077 votes approving, 1,780,500 vote disapproving, and 0 votes abstaining.

5.4) Mrs. Rawittha Pongnuchit

Resolution:

The Meeting resolved that Mrs.Rawittha Pongnuchit be elected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 606,956,577 votes approving, 0 vote disapproving, and 0 votes abstaining.

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

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



The Board of Directors agrees to propose the Shareholders' Meeting to consider approving the remuneration of the Company's directors, Audit Committee's members and Committees' members for the year 2016 at the total amount not exceeding THB 3,500,000. For transparency as per the normal practice of good corporate governance, it is considered appropriate by the Board of Directors to propose the Shareholders' Meeting for consideration the following 2016 remunerations of the directors, Audit Committee's members, and Committees' members of the Company:

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

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

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

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

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

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



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

The Audit Committee recommended the appointment of the Auditor from KPMG Phoomchai Audit Ltd. as the Company's Auditor for 2016. KPMG is one of the four leading international audit firms and has high standards and considerable expertise. The Audit Committee had evaluated the performance of the Company's Auditor, the Auditor's independence, appropriateness of remuneration for their auditing services, ability to perform in accordance with auditing standards, and auditing reports.

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

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

The Board of Directors also agrees to propose the Shareholders' Meeting to consider approving the Auditor's remuneration from auditing the Company and the Subsidiary for the year 2016 at the amount totaling THB 1,890,000, increasing THB 720,000 or 61.54%, when compared to their remuneration for the year 2015. The aforementioned certified public accountants do not have any relationship with the Company or the Subsidiary or Management or any shareholder of the Company.

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

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

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

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

Mrs.Sumontharat Rattanasin – Shareholder

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

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

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

Mr.Bunyarit Thanormcharoen - KPMG Auditor's Representative

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

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

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

Agenda 8 Others matters (if any)

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

Mrs.Sumontharat Rattanasin – Shareholder

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

Mr.Supant Mongkolsuthree – Chairman

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

Mr.Amorn Kowanichcharoen - Shareholder

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

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

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

Ms.Sutida Mongkolsuthree – Chief Executive Officer

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



Mr.Supant Mongkolsuthree – Chairman

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

Mr.Wichitra Chitrachingchai – Shareholder

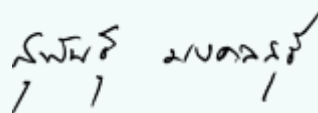
1. Question regarding expectation of operating result of the year 2016, business growth, and risk and opportunities.
2. Question regarding weak points which contributed loss of Prism Solution Co., Ltd. last year and expectation to gain profit in 2016.
3. Question regarding the Company’s plan Prism Solution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


Ms.Sutida Mongkolsuthree – Chief Executive Officer

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

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

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

(Signed)  Chairman of the Meeting
(Mr. Supant Mongkolsuthree)
President

(Signed) 
(Mr. Puttipan Tayarachkul)
Director and Corporate Secretary

