

Invitation to the 2018 Annual General Meeting of Shareholders



Synnex (Thailand) Public Company Limited

Friday 20 April 2018 Time: 10.00 A.M.

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

Synnex (Thailand) Public Company Limited

Invitation to the 2018 Annual General Meeting of Shareholders

20 March 2018

Subject: Invitation to the 2018 Annual General Meeting of Shareholders

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

Enclosure

1. Copy of the Minutes of the 2017 Annual General Meeting of Shareholders
2. Profiles of the persons nominated as the directors of the Company
3. Company's Articles of Association relating to the Annual General Meeting of Shareholders
4. Explanations regarding how to grant a proxy, register, present proof of identity for attending the meeting and voting in the Shareholders' Meeting
5. Proxy forms
6. Definition of Independent Director of the Company and Profiles of proxy directors
7. Location map of the Meeting's venue

Attachment

1. Annual Report 2017 including the Audited Financial Statements for the year ended 31 December 2017
2. Registration Form with Barcode (kindly bring the Registration Form with barcode to the meeting)

Notice is hereby given by the Board of Directors of Synnex (Thailand) Public Company Limited that the Annual General Meeting of Shareholders for the year 2018 will be held on Friday, 20 April 2018 at 10.00 a.m. at Mongkolsuthree Auditorium, Synnex (Thailand)'s Head Office, located at 433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230, to consider the following agenda:

Agenda 1 **To consider certifying the minutes of the 2017 Annual General Meeting of Shareholders, which was held on 21 April 2017**

Purpose and Rationale: The Company held the 2017 Annual General Meeting of Shareholders on 21 April 2017 and the Meeting's minutes were prepared and sent to the Stock Exchange of Thailand within 14 days of the meeting. The details were published on the Company's website (www.synnex.co.th).

The Board of Directors' Opinion: The Board of Directors has recommended that the minutes of the 2017 Annual General Meeting of Shareholders, as held on 21 April 2017, be adopted because they were accurately recorded, as attached hereto Enclosure 1.

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

Agenda 2 To consider acknowledging the Company's operating results for the year 2017

Purpose and Rationale: The Company has summarized the operating results of the Company during the year 2017 along with the significant changes that occurred during the year in the Annual Report 2017.

The Board of Directors' Opinion: The Board has agreed to present the report on the Company's operating result for the year 2017 along with the significant changes that occurred during the year, as attached hereto Attachment 1.

Voting Requirement: This agenda is for acknowledgement only.

Agenda 3 To consider approving the audited Financial Statements for the year ended 31 December 2017

Purpose and Rationale: According with Section 112 of the Public Company Limited Act, B.E. 2535, the Company has provided the Balance Sheet and Income Statement ended 31 December 2017, 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 2017
Total Asset	(Million Baht)	9,008.49
Total Liabilities	(Million Baht)	6,235.19
Total Income	(Million Baht)	32,426.01
Net Profit	(Million Baht)	623.84
Basic earnings per share	(Baht)	0.81

The Audit Committee's Opinion: The Audit Committee has reviewed the Company's financial statements for the year ended 31 December 2017, which have been audited and signed by Ms. Marisa Tharathornbunpakul, a certified public accountant registration no.5752 of KPMG Poomchai Audit Co., Ltd. and agreed that the financial statements were accurate, appropriate, and credible, and recommended that the Board submit the Company's financial statements for the year ended 31 December 2017 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 2017, 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 2017, as attached hereto Attachment 1.

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

Agenda 4 To consider approving the appropriated of net profit and dividend payment for the year 2017

Purpose and Rationale: According to the Public Company Limited Act, B.E. 2535 and Company's Articles of Association, the payment of annual dividend shall be approved by the shareholders' meeting, the Board of directors may pay interim dividend to the shareholders from time to time if the Company has the profits to justify such payment after the interim dividend has been paid, the matter shall be reported to the shareholders at the next shareholders' meeting. According to Section 116 of the Public Company Limited Act, B.E. 2535, the Company is required to allocate not less than 5 percent of the year-ended net profit, after deducting retained losses (if any), as legal reserves until reaching a minimum of 10 percent of the total registered capital. Furthermore, it is a company policy to distribute dividends at the amount of not less than 40 percent of the Company's net profit after tax and other reserves, as attached hereto the Annual Report 2017 (Dividend Policy) Attachment 1.

The Board of Directors' Opinion: The Meeting resolved that the 2018 Annual General Meeting of Shareholders be proposed to consider and approve the distribution of the dividend payment for the year 2017 at THB 0.53 per share. The company has already made an interim dividend payment for the first-half year operating of 2017 on 8 September 2017 at THB 0.18 per share and the remaining 2017 dividend at THB 0.35 per share. This dividend payment is in accordance with the Company's policy. The Board of Directors has agreed that the Record Date which the shareholders have the right to attend the AGM 2018 and the right to receive the dividend payment will be on 12 March 2018 and the dividend payment date will be on 10 May 2018.

Comparison of the dividend payment within the past 2 years:

Description	2017 (Year of Proposal)	2016
Net Profit (Separate Financial Statements)	613,523,446	416,658,866
Issued and paid-up share capital (share)	770,328,649	770,328,649
Dividend Payment (Baht/Share)	0.53	0.36
<i>Interim Dividend (Baht/Share)</i>	<i>0.18</i>	<i>0.10</i>
<i>Date of dividend payment</i>	<i>8 September 2017</i>	<i>8 September 2016</i>
<i>Annual Dividend (Baht/Share)</i>	<i>0.35</i>	<i>0.26</i>
<i>Date of dividend payment</i>	<i>10 May 2018</i>	<i>12 May 2017</i>
Total Dividend Payment (Baht)	408,274,184	277,318,314
Dividend Payment Ratio (%)	66.55	66.56

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

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

Purpose and Rationale: According to the Public Company Limited Act, B.E. 2535 and Article 18 of the Articles of Association of the Company, one-third of the directors of the Company shall retire by rotation at the event of each Annual General Meeting of Shareholders. If the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall retire. In the each of the following years, the directors who have been in office the longest shall retire. The five directors retiring by rotation this year are Mr. Somchai Apiwattanapron / Mrs. Maleeratna Plumchitchom / Mr. Puttipan Tayarachkul Mr. Wei, Hui and Mr. Kachachan Mongkoncharoean

During the period 6 December 2017 – 31 January 2018, the Company provided an opportunity for shareholders to propose agenda and nominate candidates to be proposed for the appointment as the Company's Director which disclosed and published on the Stock Exchange of Thailand and the Company's website. It turns out that there is no shareholder proposing both agenda and qualified candidates.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee, excluding the interested directors, has considered the qualification standards of each director, as it deemed that these abovementioned persons are knowledgeable and capable, have far-reaching vision, possess fine leadership qualities, have transparent track record and are able to offer their opinions in an independent manner for the benefit of the Company. In addition, Mr. Somchai Apiwattanapron and Mrs. Maleeratna Plumchitchom, the directors who are to retire by rotation and proposed to be reappointed for another term, are fully qualified to take up the position of independent directors of the Company even though they have already been independent directors for more than 9 years. Their qualifications are in accordance with the related criteria and he has showcased his independence from the Management and recommended the appointment of the directors who complete their terms by rotation to resume their directorship of the Company for another office's term. The five directors retiring by rotation this year are as follows:

- | | |
|----------------------------------|-------------------------|
| 1. Mr. Somchai Apiwattanapron | as Independent Director |
| 2. Mrs. Maleeratna Plumchitchom | as Independent Director |
| 3. Mr. Puttipan Tayarachkul | as Director |
| 4. Mr. Wei, Hui | as Director |
| 5. Mr. Kachachan Mongkoncharoean | as Independent Director |

The Board of Directors' Opinion: The Board of Directors has agreed with the Nomination and Remuneration and proposed the Shareholders' Meeting to consider to electing 5 directors including: Mr. Somchai Apiwattanapron / Mrs. Maleeratna Plumchitchom / Mr. Puttipan Tayarachkul / Mr. Wei, Hui and Mr. Kachachan Mongkoncharoean 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. For Independent Directors, the Board of Directors have considered that their qualifications are in accordance with the related criteria and he has showcased his independence from the Management as well. Profiles of directors are specified in Enclosure 2.

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

Agenda 6 To consider approving the remuneration of the Company's directors, the Audit Committee's member and Sub-committees' member for the year 2018

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

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee has carefully considered the Company's directors, Audit Committee's members, and Sub-committees' member remuneration for the year 2018 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.

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 2018 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 2018 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	2018 (Year of Proposal) (THB/Meeting)	2017 (THB/Meeting)
1. Company's directors	Chairman	60,000	40,000
	Director	30,000	25,000
2. Audit's Committee's members	Chairman	35,000	30,000
	Member	30,000	25,000
3. Nomination and Remuneration Committee	Chairman	25,000	20,000
	Member	25,000	20,000
4. Corporate Governance Committee	Chairman	20,000	18,000
	Member	20,000	18,000
5. Legal Risk Management Committee	Chairman	20,000	18,000
	Member	20,000	18,000
6. Operational Risk Management Committee	Chairman	20,000	18,000
	Member	20,000	18,000
7. Corporate Public Communication and Social Responsibility Committee	Chairman	20,000	18,000
	Member	20,000	18,000
Total Remunerations for the Company's directors/ Audit's Committee's members/ Sub-committees' members		Not exceeding 4,500,000	Not exceeding 4,000,000

Remark: Executive members of the Committees (item no.3-7) shall not be remunerated from the meeting attendance.

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

Agenda 7 To consider approving the appointment of the Company's auditor and their remuneration for the year 2018

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

The Audit Committee's Opinion: The Audit Committee recommended the appointment of the Auditor from KPMG Poomchai Audit Ltd. as the Company's Auditor for 2018. 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 2018 with the total remuneration of 2,360,000 Baht (Two Million Three Hundred and Sixty Thousand Baht) by further proposing such appointment to the Annual General Shareholders' Meeting for approval.

The Board of Directors' Opinion: As proposed by the Audit Committee, it is considered appropriate by the Board of Directors to propose the Shareholders' Meeting to consider approving the following certified public accountants from KPMG Phoomchai Audit Co., Ltd. to be chosen as the Company's Auditor for the year 2018:

<u>Name of Auditor</u>	<u>CPA Registration No.</u>	<u>Number of Audited year</u>
1. Ms. Marisa Tharathornbunpakul	5752	2 Years (2016-2017)
2. Mr. Banthit Tangpakorn	8509	Never signed the financial statements
3. Mr. Watchara Pattarapitak	6669	Never signed the financial statements

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

The Board of Directors also agrees to propose the Shareholders' Meeting to consider approving the Auditor's remuneration from auditing the Company and the Subsidiary for the year 2018 at the amount totaling THB 2,360,000, increasing THB 150,000 or 6.79%, when compared to their remuneration for the year 2017. 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

	2018 (Year of Proposal)	2017	Increase in Remuneration from the Previous Year
Company's Auditor	KPMG Phoomchai Audit Co., Ltd.	KPMG Phoomchai Audit Co., Ltd.	THB 150,000 6.79%
Remuneration from auditing the Company and the subsidiary	THB 2,360,000	THB 2,210,000	

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

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

Agenda 8 To consider approving the amendment of Article 36 (Meeting of Shareholders) of the Company's Articles of Association

Purpose and Rationale: To comply with the Public Limited Companies Act B.E. 2535, which was amended by the Order of the Head of the National Council for Peace and Order (NCPO) No. 21/2560, dated April 4, 2017. Regarding the amendment to the law to facilitate business doing on Section 100 “Shareholders’ rights to request a holding of extraordinary general meeting of shareholders”.

The Board of Directors’ Opinion: The Board of Directors agrees to propose the Shareholders’ Meeting to consider approving the amendment of Article 36, Chapter 4 – Meeting of Shareholders, of the Company’s articles of association to be in line with Section 100 of the Public Limited Companies Act B.E. 2535, Re: The rights of Shareholders to request a holding of extraordinary general meeting, which was amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560. Details are as shown in the table below:

The Present Company’s Article of Association	Proposing the Amendment to the Company’s Article of Association
<p>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.</p> <p>Any other meeting of shareholders is called an “extraordinary general meeting”.</p> <p>The Board of Directors may call an extraordinary general meeting at any time whenever it thinks fit. Shareholders (i) holding in aggregate <u>one-fifth (1/5)</u> or more of the total issued shares or (ii) twenty-five (25) shareholders or more holding in aggregate <u>one-tenth (1/10)</u> or more of the total issued shares may submit a written request to the Board of Directors to call an extraordinary general meeting. The request must clearly specify the purpose of such meeting. The Board of Directors must call a meeting of shareholders to take place within <u>one (1) month</u> from the date of receipt of that request.</p>	<p>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.</p> <p>Any other meeting of shareholders is called an “extraordinary general meeting”.</p> <p>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 <u>ten (10) percent</u> 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 <u>forty-five (45) days</u> as from the date of receipt of such request from the shareholders.</p> <p>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</p>

The Present Company's Article of Association	Proposing the Amendment to the Company's Article of Association
	<p>meeting and the Company shall reasonably provide facilitation.</p> <p>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.</p>

Voting Requirement: A resolution shall be adopted by the amount not less than three-fourths of shareholders attending and eligible to vote.

Agenda 9 Others matters (if any)

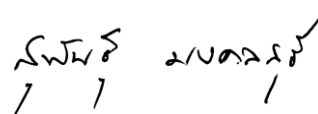
All shareholders are invited to attend the 2018 Annual General Meeting of Shareholders on Friday, 20 April 2018 at 10.00 a.m. at Mongkolsuthree Auditorium, Synnex (Thailand)'s Head Office, located at 433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230, location map as attached hereto Enclosure 7. Registration will open at 9.00 a.m.

In order to accommodate the commuting of the shareholders, the Company will be arranging a shuttle van service between the Stock Exchange of Thailand (new office, next to The Embassy of the People's Republic of China, Ratchadaphisek Rd) and the Head Office of the Company on the Shareholders' Meeting's date, using the frontal space of the SET's building as the meeting point and setting the departure time from SET at 9.00 a.m. Any shareholder wishing to enroll for the shuttle van service, please submit your request via the Company's website, www.synnex.co.th or by phone +66 2553 8888 Ext 5311 by Wednesday, 18 April 2018.

Any shareholder who wishes to appoint a proxy to attend the shareholder meeting and vote on his or her behalf must complete either Proxy Form, which can be found in Enclosure 5 or downloaded from the Company's website at <http://www.synnex.co.th/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, Mr. Vissut Sethaput or Mrs. Rawittha Pongnuchit, whose profiles are enclosed in Enclosure 6, are the proxy directors on this round of the Shareholders' Meeting. Please complete one of the proxy forms and send it to the Company by Tuesday, 17 April 2018 by mail addressed to Investor Relations department, Synnex (Thailand)'s Head Office, 433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230.

Yours Sincerely,
Synnex (Thailand) Public Company Limited



(Mr. Supant Mongkolsuthree)
Chairman

**Synnex (Thailand) Public Company Limited**
Minutes of the 2017 Annual General Meeting of Shareholders

The Meeting was held on 21 April 2017 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, Chairman of the Board of Directors, who was the Chairman of the Meeting. The Chairman announced the opening of the 2017 Annual General Meeting of Shareholders and informed the Meeting that there were 38 shareholders attending in person and 239 shareholders granting proxies to others, totaling 277 shareholders which equaled to 624,496,602 shares or 81.0689% of the total shares distributed totaling 770,328,649 shares, constituting the quorum as required under the Articles of Association of the Company. The directors, executive officers, and auditor who attended the Meeting are as follows:

Directors Attending the Meeting

- | | |
|---------------------------------|--|
| 1. Mr. Supant Mongkolsuthree | Chairman of the Board of Directors |
| 2. Mr. Somchai Apiwattanaporn | 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 Mongkoncharoan | Independent Director |
| 7. Ms. Sutida Mongkolsuthree | Director / Chief Executive Officer |
| 8. Mr. Puttipan Tayarachkul | Director / Corporate Secretary |

Management's Members Attending the Meeting

- | | |
|----------------------------------|---|
| 1. Ms. Kingkaew Jutasompakorn | Executive Vice President Internal Audit |
| 2. Mr. Paitoon Sukhanaphorn | Executive Vice President Accounting and Finance |
| 3. Ms. Suporn Lertteerapanyawong | Vice President Budget Management and Investor Relations |
| 4. Ms. Kamonsri Boonjang | Vice President Accounting |

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

- | | |
|----------------------------------|--|
| 1. Ms. Marisa Tharathornbunpakul | Auditor of the Company for the year 2017 |
| 2. Mr. Watchara Pattarapitak | Auditor's Representative |
| 3. Ms. Phanthira Taoti | Auditor's Representative |
| 4. Ms. Chanoknart Suksukree | Auditor's Representative |
- (Witness of the voting process)

Representative of Thai Investors Association Attending the Meeting

1. Mr. Somkiat Tangwongpimook



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 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 1 December 2016 – 31 January 2017 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 Ms. Chanoknart Suksukree, 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 2017 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 2017 Annual General Meeting of Shareholders with the following agenda:

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

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 2016 Annual General Meeting of Shareholders, be adopted because they were accurately recorded. 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, 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 adopt the minutes of the 2016 Annual General Meeting of Shareholders, which was held on 22 April 2016, 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 624,511,602 votes approving (100%), 0 vote disapproving, and 0 votes abstaining.

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

The Chairman requested Ms. Sutida Mongkolsuthree, Chief Executive Officer to summarized the Company's operating result in respect of the year 2016 for the Meeting's acknowledgement as follows:

	YTD		% YOY
	2016	2015	
Revenues	23,823.30	21,513.67	10.7%
COGs	(22,710.04)	(20,428.99)	11.2%
Gross Profit	1,113.26	1,084.68	2.6%
% GP	4.67%	5.04%	
Other Income	41.58	39.18	6.1%
FX Gain / (Loss)	84.70	102.21	(17.1%)
Operating Expenses	(706.53)	(750.05)	(5.8%)
% OPEX	2.97%	3.49%	
EBIT	533.01	476.03	12.0%
% EBIT	2.24%	2.21%	
Finance Cost	(25.26)	(32.78)	(22.9%)
EBT	507.75	443.25	14.6%
% EBT	2.13%	2.06%	
Income Tax Expenses	(100.82)	(92.09)	9.5%
Net Profit	406.93	351.16	15.9%
% Net Profit	1.71%	1.63%	



During 2017, the Company is committed to the intent in being a Value Added Distributor, starting with increasingly expanding its customer base and in being appointed the official dealer for new brands of IT products - such as Apple (excluding smart phone products), Belkin, D-Link, DJI and Lemel Security Camera products; as well as having 73 Service Centers operated by Synnex itself or that are designated as an Authorized Service Center operated by our Service Partners located throughout the country. Additionally, an automated warehouse system is being installed to facilitate speedy product distribution and same-day or next-day delivery capabilities; whereby customers can access the system in order to track the status of their orders. As for internal management of the organization, the Company is making use of various applications that facilitate fast and convenient procedures together with more effective internal processes, as well as that enable more real-time information and service status monitoring.

Moreover, the Company has established good internal management and administrative systems, with specific teams in charge of various respective product groups with regard to pre-sales, post-sales and after-sales services activities. This in order to enable the achievement of increased total sales of both commercial and consumer products. The Company has a main Synnex Head Office Service Center, together with other Service Centers – such as the Huawei Service Center managed and operated by Synnex, capable of providing One-hour Fast Repair in the form of ‘Diamond Service’ customers of certain Huawei products within 1 hour, including door-to-door repair service with pick-up from the customer’s home, repairing at the service center and delivering it back to the customer at home. Additionally, there is an Online Appointment repair service system, allowing customers to self-track the status of their products sent in for repairs; and this year Synnex will launch the “Synnex Care 1251” repair service that will allow consumers to phone in person to request any type of services being offered by Synnex.

During the past year, the Company made additional improvements to its HO facilities, in order to support Synnex’s planned business expansion – such as, modern training rooms with the latest technology equipment that include Video Conference capabilities for joint training services with customers or the Company’s business partners as well as for conference products demonstration to interested customers.

Expansion of the Company’s businesses into neighboring Indochina markets – such as, Myanmar that continues to increase, with many new imported products brands being offered; while establishment of a service center is being planned for Laos, in which market the Company sees many positive business opportunities.

Additionally, the Company has many other ongoing activities being undertaken jointly together with various business partners, consumers, and social communities on a continuing basis, with regard to the Private Sector Collective Coalition Against Corruption (CAC) Program, further ongoing development of associated anti-corruption activities has also been continued by the Company during the past year.

An opportunity was given for Shareholders to express any comments or ask any questions, as follows:



**Mr. Rawint Ngarmkert - Shareholder**

1. Is Synnex the No.1 leader in total sales revenues; and does the Company outsource its logistics and products transportation or has it invested in all such activities itself?
2. Are the Synnex Huawei Service Centers located at commercial malls invested by Huawei or by Synnex?

Ms. Sutida Mongkolsuthree – Chief Executive Officer

1. The logistics activities are mostly outsourced, but these are jointly undertaken by the Company together with the outsourced services provider teams; whereby the Company also has a system to track and monitor product delivery service in order to ensure that delivery is made to the correct party as well as fast and on time as promised.
2. Synnex is responsible for the products sold and for the associated services teams, while Huawei is responsible for the investment of these Huawei Service Centers.

Mr. Pawaris Kruetthanachai - Proxy

- How many Huawei P10 products have been sold to date? And what type of sole distributor agreement has been made with Huawei?

Ms. Sutida Mongkolsuthree – Chief Executive Officer

- With regard to Huawei P10 and P10 Plus products, the total number of units sold have already exceeded agreed targets; while the sole distributor agreement does not have to be renewed year by year, but it is an automatically renewable agreement every year.

Resolution: The Meeting acknowledged the report on the Company's operating results for the year 2016

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

The Chairman informed the Meeting that, in order to comply with Section 112 of the Public Company Limited Act, B.E. 2535, the Company has provided the Balance Sheet and Income Statement ended 31 December 2016, which have been audited and certified by the Company's Auditor. The Board of Directors proposes the Shareholders' Meeting to consider and approve the abovementioned information. The Board of Directors has agreed to present the Company's financial statements for the year ended 31 December 2016, which have been audited and certified by the Auditor from KPMG Phoomchai Audit Co., Ltd. and reviewed by the Company's Audit Committee, demonstrating the financial status of the Company during the year 2016.

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



Thereafter, the Chairman allowed Shareholders the opportunity to express any comments or ask any questions regarding the Financial Statements for full year 2016, as follows:

Mr. Surasak Korprakong - Shareholder

- In which area have Total Operating Expense decreased by 5%; and will they tend to decrease further?

Mr. Puttipan Tayarachkul – Senior Executive Vice President Operational

- The Company has developed an operations management program that has been implemented with the aim of considerably reducing overall expenses, which is capable of being used to measure ‘staff productivity in terms of total sales/staff’ in a clear and practical manner. Another important area is investments in fixed assets – whether it is building, other facilities, or the automated ASRS warehouse system; whereby if sales revenues increase then these expenses will decrease proportionally based on achieved Economy of Scale. As for Operating Expenses, the trend is that they will decrease further in proportion and corresponding to the achieved increase in total sales revenues.

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 2016, ended 31 December 2016, 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 624,094,802 votes approving (99.9330%), 0 vote disapproving, and 418,000 votes abstaining (0.0669%).

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

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 appropriated of net profit and dividend payment for the year 2016 at THB 0.36 per share. The company has already made an interim dividend payment for the first-half year operating of 2016 on 8 September 2016 at THB 0.10 per share and the remaining 2016 dividend at THB 0.26 per share. This dividend payment is in accordance with the Company's policy.

The Board of Directors has agreed that the Record Date for name listing of shareholders entitled to receive the dividend payment for the year 2016 will be on 20 March 2017. The share registration book closing date to determine the right to receive dividends will be on 21 March 2017 while the dividend payment date for the year 2016 will be on 12 May 2017. The dividend payment comparison within the past 2 years as follows:

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

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 appropriated of net profit and dividend payment 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 624,528,944 votes approving (100%), 0 vote disapproving, and 0 votes abstaining.

Agenda 5 To consider approving the election of the directors to replace those who are retired 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. The five directors retiring by rotation this year are Mr. Supant Mongkolsuthree / Mr. Tu, Shu-Wu / Ms. Sutida Mongkolsuthree / Mr. Lin, Tai-Yang and Mr. Su, Chih-Ching.



During the period 1 December 2016 – 31 January 2017, the Company provided an opportunity for shareholders to propose agenda and nominate candidates to be proposed for the appointment as the Company's Director which disclosed and published on the Stock Exchange of Thailand and the Company's website. It turns out that there is no shareholder proposing both agenda and qualified candidates.

The Board of Directors agrees to propose the Shareholders' Meeting to consider reappointing 5 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 5 directors retiring by rotation this year are as follows:

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

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. Supant Mongkolsuthree

Resolution:

The Meeting resolved that Mr. Supant Mongkolsuthree be elected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 618,984,134 votes approving (100%), 0 vote disapproving, and 0 votes abstaining.

5.2 Mr. Tu, Shu-Wu

Resolution:

The Meeting resolved that Mr. Tu, Shu-Wu be elected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 618,984,024 votes approving (99.9999%), 0 vote disapproving, and 110 votes abstaining (0.0000%).

**5.3 Ms. Sutida Mongkolsuthree****Resolution:**

The Meeting resolved that Ms. Sutida Mongkolsuthree be elected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 618,984,134 votes approving (100%), 0 vote disapproving, and 0 votes abstaining.

5.4 Mr. Lin, Tai-Yang**Resolution:**

The Meeting resolved that Mr. Lin, Tai-Yang be elected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 577,949,124 votes approving (93.3705%), 41,034,900 vote disapproving (6.6293%), and 110 votes abstaining (0.0000%).

5.5 Mr. Su, Chih-Ching**Resolution:**

The Meeting resolved that Mr. Su, Chih-Ching 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 577,972,734 votes approving (93.3708%), 41,034,900 vote disapproving (6.6291%), and 0 votes abstaining.

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

Mr. Somchai Apiwattanaporn - Chairman of the Nomination and Remuneration Committee's Committee 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 2017 at the total amount not exceeding THB 4,000,000. For transparency as per the normal practice of good corporate governance, it is considered appropriate by the Board of Directors to propose the Shareholders' Meeting for consideration the following 2017 remunerations of the directors, Audit Committee's members, and Committees' members of the Company:



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

Remark: Executive members of the Committees (item no.3-7) shall not be remunerated from the meeting attendance.

Mr. Somchai Apiwattanaporn 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, the Audit Committee's member and Sub-committees' member for the year 2017. This was in accordance with the amount not less than two-thirds of shareholders attending and voting, that is 617,449,484 votes approving (98.8599%), 0 vote disapproving, and 7,120,108 votes abstaining (1.1400%).

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

Mr. Somchai Apiwattanaporn - 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.



As proposed by the Audit Committee, it is considered appropriate by the Board of Directors to propose the Shareholders' Meeting to consider approving the following certified public accountants from KPMG Phoomchai Audit Co., Ltd. to be chosen as the Company's Auditor for the year 2017:

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

The Board of Directors also agreed to propose the Shareholders' Meeting to consider approving the Auditor's remuneration from auditing the Company and the Subsidiary for the year 2017 at the amount totalling THB 2,210,000, increasing THB 320,000 or 16.93%, when compared to their remuneration for the year 2016. The aforementioned certified public accountants do not have any relationship with the Company or the Subsidiary or Management or any shareholder of the Company

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

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

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

Mr. Somchai Apiwattanaporn 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 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 2017. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 624,151,482 votes approving (99.9330%), 418,000 vote disapproving (0.0669%), and 110 votes abstaining (0.0000%).

**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:

Mr. Surasak Korprakong - Shareholder

1. May I ask about investments being made in the CLMV countries or markets?
2. To what extent will the risks relating to the digital products markets have an effect on Synnex? How much or how little?

Ms. Sutida Mongkolsuthree – Chief Executive Officer

1. The operations of Synnex in Myanmar and Laos are not the same. In Myanmar, the Company was established to oversee sales and associated services that currently include a total of 15 products brand. In Laos, there is also a Services Center providing repair services. Products are imported for sales in the Laos market; while repair services are provided for those Synnex products having a ‘Trusted by Synnex’ sticker.
2. Risk management activities undertaken by the Company include timely monitoring of current technology trends. Further, in being a dealer/distributor for many leading IT products brands, the Company continually participates in various conferences and meetings with the product owners/manufacturers, in order to closely follow and discuss about the latest technology trends. While, since today technology products are playing an increasing role in our daily lives, this is a positive factor for the Company – especially in this era of smart technology products, such as: Smart TV or smart phones. Further, there are other future technology products that will have even more of an increasing important role in our daily lives - namely, products that incorporate solutions or IOT (Internet of Things) features and also E-Commerce. As such, the Company invests in continually developing and enhancing the Company’s website to include B2B applications for our customers as well as B2B2C capabilities for end-consumers/end or end-users. We expect that such new website enhancements and features will be completed and seen in approximately Quarter 3 this year.

Mr. Rawint Ngarmkert - Shareholder

1. Are there plans to distribute in-car cameras or not?
2. Will the continuing increased operating performance results necessitate a capital increase in the near future?

Mr. Supant Mongkolsuthree - Chairman of the Board of Directors

1. We are in the process of studying in-car camera products/brands and market, in order to have a clear view of the associated product services and product quality aspects before we decide which products brand to import and distribute/sell.
2. Should Synnex have new projects to be undertaken, it may be necessary to use more capital to grow our overall business.

**Shareholder (name withheld)**

1. I congratulate and praise the management abilities by the Board of Directors in achieving to grow and further develop the business.
2. May ask if the audit fees will be increased next year?

Ms. Marisa Tharathornbunpakul - Auditor

- The Audit Firm has various criteria in estimating the proposed audit fee, through evaluating if the actual fee corresponded to the actual audit work and hours undertaken. This is to enable an estimation required audit work 2017 and the associate proposed audit fee, based on the actual transactions together with any additional required audit activities for 2017 as well as the various revised accounting standards required for compliance. Then, the Audit Firm may have to use more audit work/hours to include all the required additional activities and also keeping in mind the actual audit hours used in prior years.

Mr. Somkiat Tangwongpimook - TIA – Proxy

- May I ask what is the progress made with regards to collaborating with the CAC program?

Mr. Supant Mongkolsuthree - Chairman of the Board of Directors

- We have closely followed up on any new (ant-corruption) regulations and requirements, so that we can then adopt for use within the Company and fully comply with them

Mr. Puttipan Tayarachkul – Senior Executive Vice President Operational

- The Company has undertaken mandatory (anti-corruption) training activities for the Staff at every level up to the Management/Executive level, so that every person within the Company will be trained. This is because the Company attaches much importance to this matter.

Mr. Vijit Jitjingjai - Shareholder

1. I recommend that the Staff working at the Service Center have product knowledge and information.
2. I recommend that the Mascot Mr. Synnex be used to help in promoting and support in products sales campaigns.
3. Based on your Ms. Sutida's press interview, what sales channels will be used for retail sales activities?
4. How and what is the customer acceptance for Apple products?
5. Does the targeted sales revenues growth come from sales of new products or from increased sales of existing products?
6. If total sales revenues increase by 10%, will the Net Profit also increase by about the same degree?
7. What features does Industrial Grade Product have?
8. What is the process to assess the product quality before they are offered for sale?
9. What is the progress made regarding the Innertech bad debt situation?

**Mr. Puttipan Tayarachkul – Senior Executive Vice President Operational**

1. Thank you, we will take into consideration the recommendation regarding the Service Center improvements, through requesting the products brand owners to hold training sessions and transfer product knowledge to the Service Center staff. This is because there are many new smart phone models with new features continuously being launched. We are quite serious about this matter; and will forward this recommendation on to the After Sales Services and Customer Services Manager to take action and look after our customers regarding this matter.

Ms. Sutida Mongkolsuthree – Chief Executive Officer

2. Thank you for your recommendations regarding Mascot Mr. Synnex. Currently the Company is planning to make use of the Mascot Mr. Synnex. for sales and marketing promotions campaigns, so as to achieve more positive communications and more beneficial use in the future.
3. The Company already sells Lemel cameras for projects customers. As for retail sales, we sell this product via IT products retailer stores.
4. Customer acceptance of Apple products is quite positive; and we have achieved total sales as targeted.
5. For this year, the Company has set a continuing sales growth target, through both sales of new products and sales of existing products. There will also be more Industrial grade products and commercial products. As such, there will be an expansion of customers bases for new products and also for existing products that is currently achieving increasing sales.
6. The growth rate of total sales revenues growth will be in the same direction as before.
7. Consumer Grade products consist of products used by general consumers that can be purchased through our dealers. As for Company Grade products, they have a higher quality level since they are required for use in Government projects or selected private sector projects. However, Industrial Grade products are used by industrial businesses, requiring special product endurance features – such as, being used in +75 degree or – 40 degree temperature environments. Industrial Grade products is a still new market being evaluated. Once we have a clearer picture on this matter, we will inform you accordingly.
8. In deciding to launch a new product for sale, a detail analysis is required regarding the features of the product/brand and the quality of the product, which is a very important aspect. An assessment is also made about the associated after sales services. For the Accessory Group of products represented and sold by the Company, they have to be good products and well-accepted brands among consumers – such as, Belkin, Rapoo or Logitech.
9. With regard to the Innertech bad debt problem, we have already made full provisions for this doubtful debt amount.



SYNNEX

บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน)
SYNNEX (THAILAND) PUBLIC COMPANY LIMITED

www.synnex.co.th

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 11:40 a.m.

(Signed)

Chairman of the Meeting

(Mr. Supant Mongkolsuthree)
President

(Signed)

(Mr. Puttipan Tayarachkul)
Director and Corporate Secreta



Profile of Director



Name Mr. Somchai Apiwattanapron

Position Independent Director and
Chairman of the Audit Committee

Nationality Thailand

Age 68

**% of holding number
Of shares as of
31 December 2017** None (equal to 0% of total shares with voting right)

Elected as
Independent Director

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

Education - Master of Arts in Public Administration, Ramkhamhaeng University
- Bachelor of Accountancy, Ramkhamhaeng University

Director Training organized by Thai Institute of Directors (IOD)

2008	Audit Committee Program (ACP)
2006	Director Certification Program (DCP)
2004	Director Accreditation Program (DAP)

Work Experience

2013 – Present	Member of Operational Risk Management Committee – Synnex (Thailand) PCL.
2013 – Present	Chairman of Audit Committee – MC Group PCL.
2010 – Present	Chairman of the Nomination and Compensation Committee – Synnex (Thailand) PCL.
2007 – Present	Chairman of the Audit Committee and Independent Director – Synnex (Thailand) PCL.
2006 – Present	Chairman of the Audit Committee/ Chairman of the Remuneration and Compensation Committee/ Director/ Independent Director – Robinson Department Store PCL.
2011 – 2014	Chairman of the Board of Directors – Thailand Tobacco Monopoly, Ministry of Finance
2010 – 2013	Member of Financial Risk Management Committee – Synnex (Thailand) PCL.
2008 – 2011	President – ASEAN Potash Mining PCL.
2008 – 2011	Head of Inspectors – Ministry of Finance
2006 – 2008	President of Playing Card Manufacturing Factory – Excise Department, Ministry of Finance
2005 – 2011	Director of Tax Accounting Profession – Federation of Accounting Professions
2005 – 2008	Executive Director of Liquor Distillery Organization – Excise Department, Ministry of Finance
2003 – 2008	Vice Director – Excise Department, Ministry of Finance
2003	Director - TMB Bank PCL.

Position in other Companies

Other Listed Companies	2 positions: - Chairman of Audit Committee – MC Group PCL. - Chairman of the Audit Committee/ Chairman of the Remuneration and Compensation Committee/ Director/ Independent Director – Robinson Department Store PCL.
Other Non-Listed Companies	- None -
Position in other organizations that compete with/related to the Company	- None -

Duration to take a position of Director in the Company

- 10 Years (29 November 2007 to Present)

Meeting Attendance in 2017

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	4/4 (100%)
- Annual General Meeting of Shareholders for 2017	1/1 (100%)
- Audit Committee's Meeting	5/5 (100%)
- Remuneration and Compensation Committee's Meeting	2/2 (100%)
- Operation Risk Management Committee's 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

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 enclosure 6

Profile of Director



Name Mrs. Maleeratna Plumchitchom

Position Independent Director and Audit Committee's Member

Nationality Thailand

Age 73

% of holding number Of shares as of 31 December 2017 None (equal to 0% of total shares with voting right)

Elected as
Independent Director

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

Education

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

Director Training organized by Thai Institute of Directors (IOD)

2004 Director Certification Program (DCP)

Work Experience

2017 – Present President – Nara 12 Co., Ltd.

2013 – Present Chairman of Operation Risk Management Committee – Synnex (Thailand) PCL.

2011 – Present Member of the Nomination and Compensation Committee – Synnex (Thailand) PCL.

2011 – Present President and Audit Committee's Member – Asian Phytoceuticals PCL.

2007 – Present Audit Committee's Member and Independent Director – Synnex (Thailand) PCL.

1997 – Present President – Knowledge Plus

2010 – 2013 Member of Financial Risk Management Committee – Synnex (Thailand) PCL.

2006 – 2007 Independent Director and Audit Committee's Member – T.K.S. Technologies PCL.

2005 – 2011 Advisor – Thanachart Group

Position in other Companies

Other Listed Companies	1 positions: - President and Audit Committee's Member – Asian Phytoceuticals PCL.
Other Non-Listed Companies	2 positions: - Nara 12 Co., Ltd. - Knowledge Plus
Position in other organizations that compete with/related to the Company	- None -

Duration to take a position of Director in the Company

- 10 Years (29 November 2007 to Present)

Meeting Attendance in 2017

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	4/4 (100%)
- Annual General Meeting of Shareholders for 2017	1/1 (100%)
- Audit Committee's Meeting	5/5 (100%)
- Remuneration and Compensation Committee's Meeting	2/2 (100%)
- Operation Risk Management Committee's 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

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 enclosure 6

Profile of Director



Elected as Director

Name Mr. Puttipan Tayarachkul

Position Director

Nationality Thailand

Age 60

% of holding number Of shares as of 31 December 2017 42,041 shares
(equal to 0.01% of total shares with voting right)

Address 19/31 Soi Ramkhamhaeng 43/1, Phlapphla, Wangthonglang, Bangkok 10310

Education - Bachelor of International Trade, Chengchi University, Taiwan, R.O.C

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

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

Work Experience

2014 – Present	Corporate Secretary – Synnex (Thailand) PCL.
2013 – Present	Member of Operation Risk Management Committee – Synnex (Thailand) PCL.
2010 – Present	Member of Legal Risk Management Committee – Synnex (Thailand) PCL.
2010 – Present	Member of Corporate Governance Committee – Synnex (Thailand) PCL.
2008 – Present	Director – Synnex (Thailand) PCL.
1991 – Present	Senior Executive Vice President - Operations – Synnex (Thailand) PCL.
2015 – 2017	Member of Corporate Public Communication and Social Responsibility Committee – Synnex (Thailand) PCL.
2010 – 2015	Member of Financial Risk Management Committee – Synnex (Thailand) PCL.

Position in other Companies

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

Duration to take a position of Director in the Company

- 9 Years (15 September 2008 to Present)

Meeting Attendance in 2017

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	4/4 (100%)
- Annual General Meeting of Shareholders for 2017	1/1 (100%)
- Corporate Governance Committee's Meeting	12/12 (100%)
- Legal Risk Management Committee's Meeting	12/12 (100%)
- Operation Risk Management Committee's Meeting	11/12 (91.67%)
- Corporate Public Communication and Social Responsibility Committee's Meeting	5/6 (83.33%)

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. Wei, Hui

Position Director

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

Age 65

% of holding number Of shares as of 31 December 2017 None (equal to 0% of total shares with voting right)

Elected as Director

Address 8th Fl., 75, Sec 3, Ming-Sheng E. Rd., Taipei, Taiwan, R.O.C.

Education - Bachelor of Information Technology, Tamkang University, Taiwan, R.O.C.

Director Training organized by Thai Institute of Directors (IOD)

- None -

Work Experience

2008 – Present Director - Synnex (Thailand) PCL.

1984 – Present Senior Executive Vice President - Logistic, MIS, & Customer Service
- Synnex Technology International Corp., Taiwan, R.O.C.

Position in other Companies

Other Listed Companies	- None -
Other Non-Listed Companies	1 position : Senior Executive Vice President - Logistic, MIS, & Customer Service - Synnex Technology International Corp., Taiwan, R.O.C.
Position in other organizations that compete with/related to the Company	- None -

Duration to take a position of Director in the Company

- 9 Years (15 September 2008 to Present)

Meeting Attendance in 2017

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	0/4 (0%)
- Annual General Meeting of Shareholders for 2017	0/1 (0%)

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. Kachachan Mongkoncharoan

Position Independent Director

Nationality Thailand

Age 60

% of holding number Of shares as of 31 December 2017 None (equal to 0% of total shares with voting right)

Elected as
Independent Director

Address 5/1167 Prachachuen Village, Samakkhi Rd., Bang Talat, Pak Kret District, Nonthaburi 11120

Education

- Master of Arts (Public Administration), Thammasat University
- Bachelor of Arts (Political Science), Ramkhamhaeng University

Director Training organized by Thai Institute of Directors (IOD)

2011 Director Accreditation Program (DAP)

Work Experience

2017 – Present Vice President CEO Office / Assistant to Chairman - BTS Group Holdings PCL.

2015 – Present Chairman of Corporate Public Communication and Social Responsibility – Synnex (Thailand) PCL.

2015 – Present Independent Director – Synnex (Thailand) PCL.

2012 – 2017 Executive Vice President - The Bangkok Entertainment Co., Ltd.

2004 - 2012 Deputy Manager, News Department - The Bangkok Entertainment Co., Ltd.

Position in other Companies

Other Listed Companies	1 position: - Vice President CEO Office / Assistant to Chairman - BTS Group Holdings PCL.
Other Non-Listed Companies	- None -
Position in other organizations that compete with/related to the Company	- None -

Duration to take a position of Director in the Company

- 2 Years (5 November 2015 to Present)

Meeting Attendance in 2017

Meeting	No. of meeting attended / Total meeting held (%)
- Board of Director's Meeting	4/4 (100%)
- Annual General Meeting of Shareholders for 2017	1/1 (100%)
- Corporate Public Communication and Social Responsibility Committee's Meeting	6/6 (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

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 enclosure 6

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

Annual General Meeting of Shareholders

- Article 35 A meeting of shareholders must be held in the area where the Company's Head Office is located or in any adjacent provinces or any other places as designated by the Board of Directors.
- Article 36 A meeting of shareholders must be held at least once in every year and this meeting is called a "general meeting". The general meeting must be held within four (4) months after the end of the accounting period of the Company.
- Any other meeting of shareholders is called an "extraordinary general meeting".
- The Board of Directors may call an extraordinary general meeting at any time whenever it thinks fit. Shareholders (i) holding in aggregate one-fifth (1/5) or more of the total issued shares or (ii) twenty-five (25) shareholders or more holding in aggregate one-tenth (1/10) or more of the total issued shares may submit a written request to the Board of Directors to call an extraordinary general meeting. The request must clearly specify the purpose of such meeting. The Board of Directors must call a meeting of shareholders to take place within one (1) month from the date of receipt of that request.
- Article 37 To call a meeting of shareholders, the Board of Directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the Board of Directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.
- Article 38 A quorum of a meeting of shareholders requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).
- If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.
- Article 39 A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted to the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.

Article 40 The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

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

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The Board of Directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

Article 41 The President of the Board of Directors will act as the Chairman of the meeting of shareholders. If the President is not present or is unable to discharge his/her duties, the Vice-President will serve as the Chairman. If there is no Vice-President or the Vice-President is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

Article 42 In every meeting of shareholders, a shareholder has one vote for each share.
A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

Article 43 A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

- (a) a sale or transfer of all or substantial part of the business of the Company to any person;
- (b) a purchase or acceptance of transfer of business of other public or private companies;
- (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (d) an amendment to the Memorandum or Articles of Association of the Company;

- (e) an increase or reduction of capital;
- (f) an issue of debentures; or
- (g) an amalgamation or a dissolution of the Company.

Company's Directors and Scope of Authorities

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

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

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

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

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

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

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

Reporting, Accounting, and Auditing

Article 56 The Company's Board of Directors must arrange for the preparation of the balance sheet and the profit and loss statement at the end of the accounting year to be proposed to shareholders at the annual general meeting for approval. The

Board of Directors shall submit the financial statements to the Company's Auditor for auditing to be completed prior to submission to shareholders.

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

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

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

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

Dividends and Reserves

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

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

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

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

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

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

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

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

Proxy Granting Method

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

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

Registration to Attend the Meeting

The Company will open the registration to attend the Shareholders' Meeting at 09.00 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 7).

Proof of Identity for Attending the Meeting

Shareholders Being Natural Persons Having Thai Nationality

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

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

Juristic Shareholders Registered in Thailand

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

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

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

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

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

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

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

Shareholders Being Foreign Investors and Appointing Custodians in Thailand

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

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

The voting

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

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

เขียนที่.....

Place

วันที่.....เดือน.....พ.ศ.....

Date Month B.E

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

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

(3) ขอมอบฉันทะให้
 Hereby appointing

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

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

☐ 3. นายวิสสุต เศรษฐบุตร ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 70 ปี
 Name Mr. Vissut Sethaput Position Independent Director and Audit Committee's Member Age 70 years old
 อยู่บ้านเลขที่ 99/285 ซอย พฤษชาติ แขวง สะพานสูง เขต สะพานสูง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10240
 Residing at No. 99/285 Soi Prueksachart, Khwang Sapansung, Khet Sapansung, Province Bangkok Postcode 10240

☐ 4. นางวิวิธ พงศ์นิติ ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 68 ปี

Name Mrs.Rawitha Pongnuchit Position Independent Director and Audit Committee's Member Age 68 years old

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

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561

As my/our Proxy to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders

ในวันศุกร์ที่ 20 เมษายน 2561 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่

เลขที่ 433 ถนนสุขนครสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be held on Friday, 20 April 2018 at 10.00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230 or on such other date and at such other place as may be adjourned or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ ผู้มอบฉันทะ

Signed () Grantor

ลงชื่อ ผู้รับมอบฉันทะ

Signed () Proxy

ลงชื่อ ผู้รับมอบฉันทะ

Signed () Proxy

ลงชื่อ ผู้รับมอบฉันทะ

Signed () Proxy

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่จะเลือกตั้งเจตนายตัว)

PROXY FORM B (Clearly and Definitely Specified Voting)

เขียนที่.....

Place

วันที่..... เดือน..... พ.ศ.....

Date Month B.E.

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

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

(3) ขอมอบฉันทะให้

Hereby appointing

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

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

☐ 3. นายวิสูตร เศรษฐบุตร ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 70 ปี
 Name Mr. Vissut Sethaput Position Independent Director and Audit Committee's Member Age 70 years old
 อยู่บ้านเลขที่ 99/285 ซอย พฤษภาทมิฬ แขวง สะพานสูง เขต สะพานสูง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10240
 Residing at No. 99/285 Soi Prueksachart, Khwang Sapansung, Khet Sapansung, Province Bangkok Postcode 10240

☐ 4. นางวิฐา พงศ์นิต ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 68 ปี

Name Mrs.Rawittha Pongnuchit Position Independent Director and Audit Committee's Member Age 68 years old

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

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561

As my/our Proxy to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders

ในวันศุกร์ที่ 20 เมษายน 2561 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 Friday, 20 April 2018 at 10.00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230 or on such other date and at such other place as may be adjourned or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 เมื่อวันที่ 21 เมษายน 2560

Agenda 1 To consider certifying the minutes of the 2017 Annual General Meeting of Shareholders, which was held on 21 April 2017

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2560

Agenda 2 To consider acknowledging the Company's operating results for the year 2017

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 3 พิจารณานุมัติงบการเงิน สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2560

Agenda 3 To consider approving the audited Financial Statements for the year ended 31 December 2017

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผล ประจำปี 2560

Agenda 4 To consider approving the appropriated of net profit and dividend payment for the year 2017

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- ☐ การแต่งตั้งกรรมการทั้งชุด

Appointment by group

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

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment by individual

1. นายสมชัย อภิวัฒน์พร (อีกวาระหนึ่ง)

Mr. Somchai Apiwattanaporn (for another term)

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

2. นางมาลีรัตน์ ปลื้มจิตรชม (อีกวาระหนึ่ง)

Mrs. Maleeratna Plumchitchom (for another term)

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

3. นายพุฒิพันธ์ เตชะราชกุล (อีกวาระหนึ่ง)

Mr. Puttipan Tayarachkul (for another term)

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

4. นายเวย์ ฮุย (อีกวาระหนึ่ง)

Mr. Wei, Hui (for another term)

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

5. นายคชาชาญ มงคลเจริญ (อีกวาระหนึ่ง)

Mr. Kachachan Mongkoncharoean (for another term)

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

☐ วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนของกรรมการบริษัท ประจำปี 2561

Agenda 6 To consider approving the remuneration of the Company's directors, the Audit Committee's member and Sub-committees' member for the year 2018

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชี สำหรับปี 2561

Agenda 7 To consider approving the appointment of the Company's auditor and their remuneration for the year 2018

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 8 พิจารณานุมัติการแก้ไขข้อบังคับบริษัท ข้อ 36

Agenda 8 To consider approving the amendment of Article 36 (Meeting of Shareholders) of the Company's Articles 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:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Others matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ ผู้มอบฉันทะ

Signed () Grantor

ลงชื่อ ผู้รับมอบฉันทะ

Signed () Proxy

ลงชื่อ ผู้รับมอบฉันทะ

Signed () Proxy

ลงชื่อ ผู้รับมอบฉันทะ

Signed () Proxy

- หมายเหตุ 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks.

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ

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

ใบประจําตํอแบบหนังสือมอบฉันทะแบบ 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 2561 ในวันศุกร์ที่ 20 เมษายน 2561 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุคนธรสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

The 2018 Annual General Meeting of Shareholders to be held on Friday, 20 April 2018 at 10.00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230 or on such other date and at such other place as may be adjourned or changed.

☐ วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject _____

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject _____

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ _____ เรื่อง แต่งตั้งกรรมการ (ต่อ)

Agenda No. _____ Subject Appointment of Directors (Continued)

ชื่อกรรมการ _____

Name of Director

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of Director

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ _____

Name of Director

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ติดอากรแสตมป์ 20 บาท
Duty Stamp THB 20

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

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

เขียนที่.....

Place

วันที่..... เดือน..... พ.ศ.....

Date Month B.E.

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

I / We Residing at No. Road

ตำบล / แขวงอำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Tambol/Khwang Amphur/Khet Province Post Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As a custodian of.....

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน)

Being a shareholder of SYNEX (THAILAND) PUBLIC COMPANY LIMITED

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

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

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

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

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

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

(2) ขอมอบฉันทะให้

Hereby appointing

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

Name age years Residing at No. Road

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

Tambol/Khwaeng Amphur/Khet Province Post Code or

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

Name age years Residing at No. Road

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

Tambol/Khwaeng Amphur/Khet Province Post Code or

☐ 3. นายวิสูตร เศรษฐบุตร ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 70 ปี

Name Mr. Vissut Sethaput Position Independent Director and Audit Committee's Member Age 70 years old

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

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

☐ 4. นางวิฐา พงศ์นุชิต ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 68 ปี

Name Mrs.Rawittha Pongnuchit Position Independent Director and Audit Committee's Member Age 68 years old

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

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561

As my/our Proxy to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders

ในวันศุกร์ที่ 20 เมษายน 2561 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุคนธรสวัสดิ์ แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be held on Friday, 20 April 2018 at 10.00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230 or on such other date and at such other place as may be adjourned or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

☐ มอบฉันทะบางส่วน คือ

To split the votes as follows:

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

☐ หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง
Preferred share share(s) and shall hold number of vote(s)

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total voting right number of vote(s)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 เมื่อวันที่ 21 เมษายน 2560

Agenda 1 To consider certifying the minutes of the 2017 Annual General Meeting of Shareholders, which was held on 21 April 2017

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2560

Agenda 2 To consider acknowledging the Company's operating results for the year 2017

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 3 พิจารณออนุมัติงบการเงิน สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2560

Agenda 3 To consider approving the audited Financial Statements for the year ended 31 December 2017

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 4 พิจารณออนุมัติการจัดสรรกำไรและจ่ายเงินปันผล ประจำปี 2560

Agenda 4 To consider approving the appropriated of net profit and dividend payment for the year 2017

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 5 พิจารณออนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- ☐ การแต่งตั้งกรรมการทั้งชุด

Appointment by group

☐ เห็นด้วย.....เสียง

☐ ไม่เห็นด้วย.....เสียง

☐ งดออกเสียง.....เสียง

Approve

Vote(s)

Disapprove

Vote(s)

Abstain

Vote(s)

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment by individual

1. นายสมชัย อภิวัฒน์พร (อีกวาระหนึ่ง)

Mr. Somchai Apiwattanaporn (for another term)

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

2. นางมาลีรัตน์ ปลื้มจิตรชม (อีกวาระหนึ่ง)

Mrs. Maleeratna Plumchitchom (for another term)

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

3. นายพุฒิพันธ์ เตชะราชกุล (อีกวาระหนึ่ง)

Mr. Puttipan Tayarachkul (for another term)

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

4. นายเวย์ ฮุย (อีกวาระหนึ่ง)

Mr. Wei, Hui (for another term)

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

5. นายคชาชาญ มงคลเจริญ (อีกวาระหนึ่ง)

Mr. Kachachan Mongkoncharoan (for another term)

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

☐ วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนของกรรมการบริษัท ประจำปี 2561

Agenda 6 To consider approving the remuneration of the Company's directors, the Audit Committee's member and Sub-committees' member for the year 2018

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชี สำหรับปี 2561

Agenda 7 To consider approving the appointment of the Company's auditor and their remuneration for the year 2018

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่ 8 พิจารณานุมัติการแก้ไขข้อบังคับบริษัท ข้อ 36

Agenda 8 To consider approving the amendment of Article 36 (Meeting of Shareholders) of the Company's Articles 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:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Others matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ ผู้มอบฉันทะ
Signed (.....) Grantor

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

หมายเหตุ 1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีกับผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

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

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

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

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

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

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

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

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

5. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment of the Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันศุกร์ที่ 20 เมษายน 2561 เวลา 10.00 น. ณ บริษัท ซินเน็ค (ประเทศไทย) จำกัด (มหาชน) สำนักงานใหญ่ เลขที่ 433 ถนนสุขุมวิท แขวง/เขตลาดพร้าว กรุงเทพฯ 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

The 2018 Annual General Meeting of Shareholders to be held on Friday, 20 April 2018 at 10.00 A.M. at the Head Office of Synnex (Thailand) Public Company Limited, which is located at the address no. 433 Sukhonthasawat Road, Lat Phrao, Bangkok 10230 or on such other date and at such other place as may be adjourned or changed.

☐ วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject _____

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject _____

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่ _____ เรื่อง แต่งตั้งกรรมการ (ต่อ)

Agenda No. _____ Subject Appointment of Directors (Continued)

ชื่อกรรมการ _____

Name of Director

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

ชื่อกรรมการ _____

Name of Director

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

ชื่อกรรมการ _____

Name of Director

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

Definition of Independent Director

Definition of Independent Director of the Company

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

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

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

Profile of Proxy Director



Name Mr. Vissut Sethaput

Position Independent Director and Audit Committee's Member

Nationality Thailand

Age 70

% of holding number Of shares as of 31 December 2017 None (equal to 0% of total shares with voting right)

Address 99/285 Soi Prueksachart, Sapansung, Bangkok 10240

Education

- Master of Engineering, McGill University, Canada
- Bachelor of Engineering, McGill University, Canada

Director Training organized by Thai Institute of Directors (IOD)

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

Work Experience

2010 – Present	Chairman of the Corporate Governance Committee – Synnex (Thailand) PCL.
2007 – Present	Independent Director and Audit Committee's Member – Synnex (Thailand) PCL.
2013 – 2017	Revolving - budgetary fund Management Committee – The Comptroller General's Department, Ministry of Finance
2013 – 2016	Advisor of Managing Director – Government Housing Bank
2005 – 2007	Audit Committee's Member and Independent Director – T.K.S. Technologies PCL.
2004 – 2010	Advisor – Office of Small and Medium Enterprises Promotion

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

- None -

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

- None -

Profile of Proxy Director



Name Mrs. Rawittha Pongnuchit

Position Independent Director and Audit Committee's Member

Nationality Thailand

Age 68

% of holding number Of shares as of 31 December 2017 None (equal to 0% of total shares with voting right)

Address 1131/208 Thoet Damri Building, Nakorn Chai-sri Road, Dusit, Bangkok 10300

Education

- Master of Political Science, Thammasat University
- Bachelor of Laws, Ramkhamhaeng University

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

Work Experience

2012 – Present	Independent Director and Member of Audit Committee – Pranda Jewelry PCL.
2011 – Present	Independent Director and Chairman of the Audit Committee – Solatron PCL.
2010 – Present	Chairman of Legal Risk Management Committee – Synnex (Thailand) PCL.
2010 – Present	Independent Director and Audit Committee's Member – Synnex (Thailand) PCL.
Present	Independent Director and Audit Committee's Member – Sakol Energy PCL.
Present	President - Chankam Residence Company Limited
Present	President - Phudra Corporation Company Limited
Present	Committee's Member - Fiscal Policy Research Institute Foundation (FPRI)
Present	Committee's Member - Alumni Association of Capital Market Academy (CMA)
Present	Committee's Member - Top Executive Program in Commerce and Trade (TEPCot)
Present	Advisor - Institute of Management Consultants Association of Thailand
Present	Chairman of the Class 59 - Director Certificate Program (DCP59)
Present	Advisor - Economics and Finance Academy
Present	Independent Director and Audit Committee's Member – Nam Heng Concrete (1992) Co.,Ltd
2010 – 2011	Director and Chairman of Audit Committee – Sukhumvit Asset Management Co., Ltd.
Feb – Jun 2009	Director and Chairman of Audit Committee – Airports of Thailand PCL.
2008 – 2010	Inspector - Ministry of Finance
2005 – 2008	Deputy Director-General - Revenue Department, Ministry of Finance

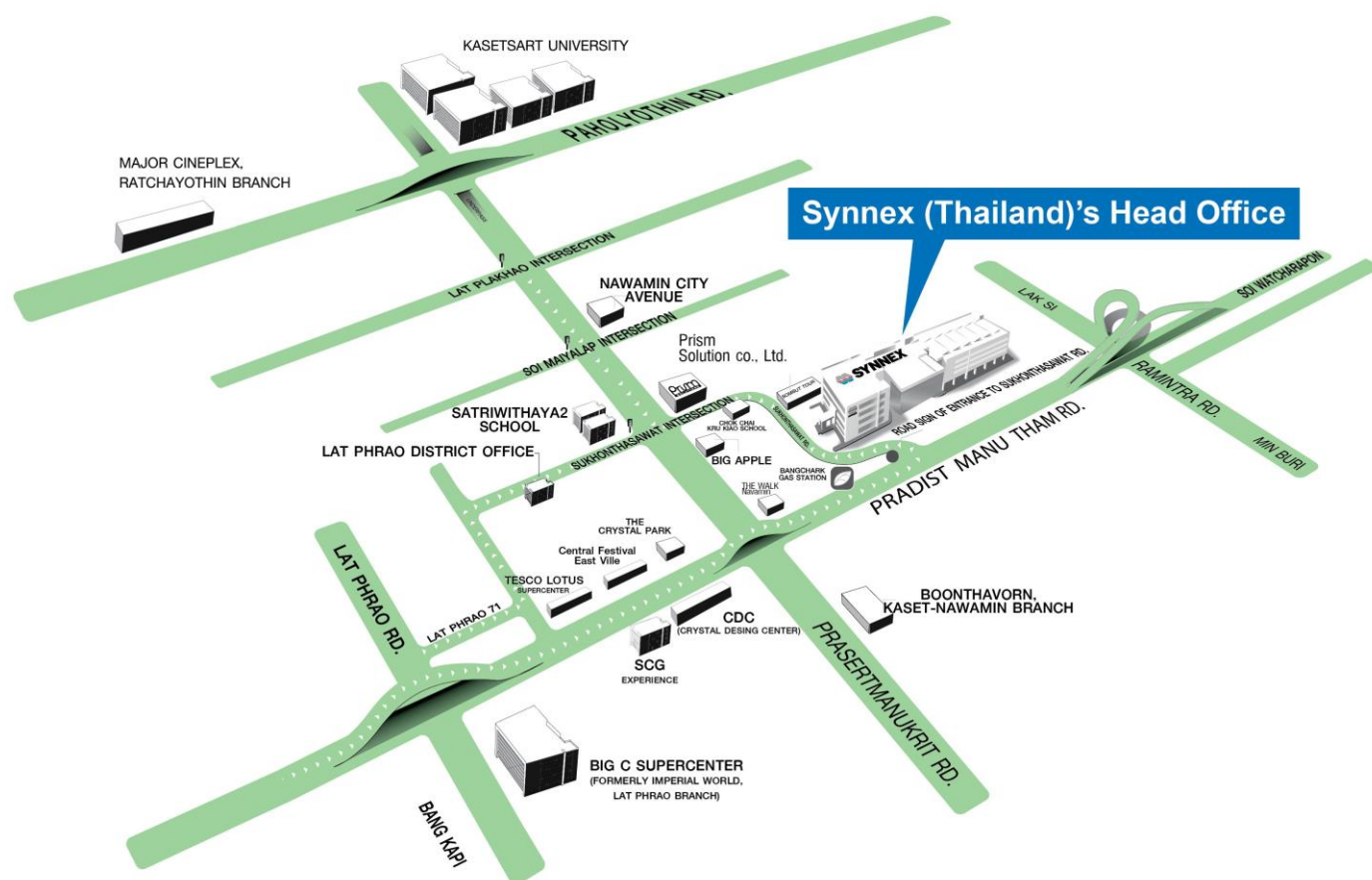
Direct and indirect interest in any Transaction the Company or the Subsidiary is Party

- None -

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

- None -

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



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

SYNNEX (Thailand) PCL. Head Office
433 Sukhonhasawat Road, Lat Phrao, Bangkok 10230
Tel. 0-2553-8888 Fax. 0-2578-8181

Meeting venue

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

Shuttle Van

The Company has arranged shuttle van services for shareholders which will depart from the Stock Exchange of Thailand (next to The Embassy of the People's Republic of China) at 09:00 a.m. and from the meeting venue to the Stock Exchange of Thailand 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

(The Company will not provide any souvenir at the Annual General Meeting of Shareholders)