# 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
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Mr. Somchai Apiwattanapron
 Mrs. Maleeratna Plumchitchom
 Mr. Vissut Sethaput
 Mrs. Rawittha Pongnuchit
 Independent Director/ Member of the Audit Committee
 Independent Director/ Member of the Audit Committee
 Independent Director/ Member of the Audit Committee

6. Mr. Kachachan Mongkoncharoean Independent Director

7. Ms. Sutida Mongkolsuthree8. Mr. Puttipan TayarachkulDirector / 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

Mr. Watchara Pattarapitak
 Ms. Phanthira Taoti
 Ms. Chanoknart Suksukree
 Auditor's Representative
 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
- 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.
- 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:

	YT	o/ VOV	
	2016	2015	% YOY
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%)
<b>Operating Expenses</b>	(706.53)	(750.05)	(5.8%)
% OPEX	2.97%	3.49%	A
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 presales, 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 Ngarmlert - 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 - Proxv

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	







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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.







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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
Interim Dividend (Baht/Share)	0.10	0.08
Date of dividend payment	8 September 2016	9 September 2015
Annual Dividend (Baht/Share)	0.26	0.22
Date of dividend payment	12 May 2017	12 May 2016
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 Apiwattanapron - 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.

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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 Apiwattanapron - 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 2 0 1 7remunerations 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
1. Company's directors	Director	25,000	25,000
2 Audit's Committee's members	Chairman	30,000	30,000
2. Addit's Committee's members	Member	25,000	25,000
3. Nomination and Remuneration Committee	Chairman	20,000	20,000
	Member	20,000	20,000
A Composite Covernance Committee	Chairman	18,000	18,000
Committee's members/ Sub-committees' members  Company's directors  Audit's Committee's members  Nomination and Remuneration Committee  Corporate Governance Committee  Legal Risk Management Committee  Operational Risk Management Committee  Corporate Public Communication and Social sponsibility Committee  Total Remunerations for the Company's di	Member	18,000	18,000
5 Local Bick Management Committee	Chairman	18,000	18,000
5. Legal Kisk Management Committee	Member	18,000	18,000
6 Operational Right Management Committee	Chairman	18,000	18,000
6. Operational Risk Management Committee	Member	18,000	18,000
7. Corporate Public Communication and Social	Chairman	18,000	18,000
Responsibility Committee	Member	18,000	18,000
Total Remunerations for the Company's di	Not exceeding	Not exceeding	
Audit's Committee's members/ Sub-committee	4,000,000	3,500,000	

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

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







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:

	<b>Name of Auditor</b>	CPA Registration No.	Number of Audited year
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 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 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 Ngarmlert - 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?









เลขทะเบียน บมจ. 0107550000203 Public Company Registration No. 0107550000203

## 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.









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)

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Chairman of the Meeting

(Mr. Supant Mongkolsuthree)
President

(Signed)

(Mr.Puttipan Tayarachkul) Director and Corporate Secreta





