



Synnex (Thailand) Public Company Limited

Minutes of the 2019 Annual General Meeting of Shareholders

The Meeting was held on Thursday, 25 April 2019 at 10:00 a.m. at Mongkolsuthree Auditorium, 4 Fl., Synnex (Thailand)'s Head Office, located at 433 Sukhonhasawat 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 2019 Annual General Meeting of Shareholders and informed the Meeting that there were 45 shareholders attending in person and 493 shareholders granting proxies to others, totaling 538 shareholders which equaled to 641,021,631 shares or 83.2140% 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 (54% in total)

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

Management's Members Attending the Meeting

- | | |
|--------------------------------|---|
| 1. Ms. Sutasani Sukeechon | Chief Financial Officer, Legal |
| 2. Mr. Boonchai Ekapisit | Vice President - Internal Audit |
| 3. Mr. Woraphot Thavornwan | Vice President - Sales and Marketing,
Marketing Communication and Investor Relations |
| 4. Ms. Kamonsri Boonjang | Vice President - Product Controller and Purchasing |
| 5. Ms. Jutarat Bunyanupapart | Vice President - Services |
| 6. Mrs. Haruthaikarn Phansuwan | Vice President - Collection & Credit Control |

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

- | | |
|----------------------------------|--|
| 1. Mr. Watchara Pattarapitak | Auditor of the Company for the year 2018 |
| 2. Ms. Marisa Tharathornbunpakul | Auditor's Representative |
| 3. Ms. Phanthira Taoti | Auditor's Representative |
| 4. Ms. Sataporn Benyasrisawat | Auditor's Representative (Witness of the voting process) |

Representative of Thai Investors Association Attending the Meeting

- Ms. Ladda Suppanyasiri



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 7, the election of directors, which is done individually by director, the voting shall follow regulations set forth by the Company as below:

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

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

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

5) The Company provided an opportunity for shareholders to propose agenda and nominate candidates to be proposed for the appointment as the Company's Director in advance during the period 1 December 2018 – 31 January 2019 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. Sataporn Benyasrisawat, 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 2019 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 2019 Annual General Meeting of Shareholders with the following agenda:

Agenda 1 To consider certifying the minutes of the 2018 Annual General Meeting of Shareholders, which was held on 20 April 2018

The Chairman informed the Meeting that, the Meeting's minutes were prepared and sent to the Stock Exchange of Thailand within 14 days of the meeting. The details were published on the Company's website. The Board of Directors has recommended that the minutes of the 2018 Annual General Meeting of Shareholders, be adopted because they were accurately recorded. The Chairman then offered opportunities for shareholders to make inquiries and express their opinions. There was no further questions and comments raised by the shareholders. The Chairman proposed the Meeting to vote on this agenda item.

Resolution: The Meeting resolved to adopt the minutes of the 2018 Annual General Meeting of Shareholders, which was held on 20 April 2018. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 641,862,495 votes approving (100%) / 0 vote disapproving / 0 votes abstaining and no void ballots.

Agenda 2 To consider acknowledging the Company's operating results for the year 2018

The Chairman requested and assigned Ms. Sutida Mongkolsuthree, Chief Executive Officer to summarized the Company's operating result in respect of the year 2018 for the Meeting's acknowledgement as follows:

Unit : MB	YTD		YoY%
	2018	2017	
Total Income	38,196.00	32,426.01	17.79%
Gross Profit	1,618.45	1,435.47	12.75%
Net Profit	721.49	623.84	15.65%
Net Profit%	1.89%	1.92%	
Earnings per share	0.94	0.81	16.05%
Avg. Collection Period (Days)	49	48	> 1 Day
Avg. Payment Period (Days)	24	19	> 5 Days
Avg. Inventory Period (Days)	30	27	> 3 Days
Cash Cycle (Days)	55	56	< 1 Day



Ms. Sutida Mongkolsuthree also presented an overview of the Company's corporate strategic plans for 2019, as follows:

The core strategy for SYNNEX in 2019 will continue to give importance to and focus on the 4X Principles of the Company - namely: People Excellence, Products & Services Excellence, Operations Excellence and Collaboration Excellence, so as to achieve ongoing corporate development and growth as well as sustainability. As such, this core strategy is also to reinforce our position as a Value-Added IT Distributor. Furthermore, this year the Company's strategic plans includes offering additional new Product Groups, that show positive growth trends and potential; namely: Gaming, Cloud Service, Security Robotics & Automation and IOT Vertical. As such, SYNNEX has organized a product showcase and competitive event: The Synnex Gaming & E-Sport 2019, which is the largest E-Sport competition, at the secondary education level, in Thailand. By organizing and holding this event, it has resulted in the Company gaining the confidence of gaming products manufacturers and owners as well as in being appointed as the authorized representative and distributor by many additional gaming products manufacturers and owners.

Apart from having a comprehensive range of Products Groups offerings that are in demand, SYNNEX will still continue to develop a more comprehensive range of services offerings, that consists of 4 Services Groups: namely: the main B2B E-Commerce Service, Logistics Service, Financial Service and also a Total Service Solution; whereby within the E-commerce Service there are mobile phone applications that will allow on-line products purchases via the SYNNEX Website. Currently the Company has 11 SYNNEX Service Centers, 10 Huawei Service Centers by SYNNEX, and 55 SYNNEX Partner Service Centers located throughout the country; as well as also offers services via the Call Center SYNNEX Care 1251.

In addition to focusing on achieving further business growth, SYNNEX also focuses on being responsible to society and the environment in various ways and on a sustainable basis. This is especially so this year, in which the Company organized the SYNNEX Run, which attracted many interested participants and from which all the proceeds were donated to a hospital within the Ramatibodi Group without deducting any associated expenses. Further, with regards to anti-corruption SYNNEX and its Group of Companies have formally declared their position by joining the Thailand Private Sector Collective Action Against Corruption (CAC).

Resolution: The Meeting acknowledged the report on the Company's operating results for the year 2018.

Agenda 3 To consider approving the audited Financial Statements for the year ended 31 December 2018

The Chairman informed the Meeting that, according to the Public Company Limited Act, B.E. 2535 and Article 56 in the Company's Articles of Association, the Company has provided the Balance Sheet and Income Statement ended 31 December 2018, 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 2018, 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 2018.

Consolidated Financial Statements		Fiscal Year ended 31 December 2018
Total Asset	(Million Baht)	11,700.71
Total Liabilities	(Million Baht)	8,615.79
Total Income	(Million Baht)	38,196.00
Net Profit	(Million Baht)	721.49
Basic earnings per share	(Baht)	0.94

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

Resolution: The Meeting resolved to approve the audited Financial Statements for the year ended 31 December 2018. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 644,033,602 votes approving (99.9984%) / 0 vote disapproving / 10,269 votes abstaining (0.0016%) and no void ballots.

Agenda 4 To consider approving the appropriated of net profit and dividend payment for the year 2018

The Chairman informed the Meeting that, according to the Public Company Limited Act, B.E. 2535 and Article 49 in the Company's Articles of Association, the payment of annual dividend shall be approved by the shareholders' meeting, the Board of directors may pay interim dividend to the shareholders from time to time if the Company has the profits to justify such payment after the interim dividend has been paid, the matter shall be reported to the shareholders at the next shareholders' meeting. According to Article 51 in the Company's Articles of Association, the Company is required to allocate not less than 5 percent of the year-ended net profit, after deducting retained losses (if any), as legal reserves until reaching a minimum of 10 percent of the total registered capital. Furthermore, it is a company policy to distribute

dividends at the amount of not less than 40 percent of the Company's net profit after tax and other reserves.

The Board of Directors agrees to propose the Shareholders' Meeting to consider and approve the distribution of the dividend payment for the year 2018 at THB 0.54 per share and stock dividend as common shares of the Company at the book value per share of THB 1.00 at the payout ratio of 10 existing shares to 1 dividend share. The company has already made an interim dividend payment for the first-half year operating of 2018 on 7 September 2018 at THB 0.20 per share and the remaining 2018 dividend at THB 0.34 per share and 10:1 stock dividend payment per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash instead of stock dividend at the rate of THB 0.10 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 2019 and the right to receive the dividend payment will be on 11 March 2019 and the dividend payment date will be within 10 May 2019. The Meeting proposed to consider and approve the appropriated of net profit for the legal reserves for the year 2018 totals THB 8,000,000. When combined with the legal reserve of the year 2018, the total legal reserves of the Company equal to THB 88,000,000. The dividend payment comparison within the past as follows:

Description	2018 (Year of Proposal)	2017	2016
1. Net Profit from Separate Financial Statements (Million Baht)	710.57	613.52	416.66
2. Issued and paid-up share capital (Million Share)	770.33	770.33	770.33
3. Earnings per share (Baht/Share)	0.92	0.80	0.54
4. Dividend Payment (Baht/Share)	0.64	0.53	0.36
• <i>Interim Dividend (Baht/Share)</i>	<i>0.20</i>	<i>0.18</i>	<i>0.10</i>
• <i>Annual Dividend (Baht/Share)</i>	<i>0.34</i>	<i>0.35</i>	<i>0.26</i>
• <i>Stock dividend payment per share (Existing Share/ Dividend Share)</i>	<i>10:1 (0.10 Baht/Share)</i>	-	-
5. Total Dividend Payment (Million Baht)	493.01	408.27	277.32
6. Dividend Payment Ratio (%)	69.38%	66.55%	66.56%

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

Resolution: The Meeting resolved to approve the appropriated of net profit and dividend payment for the year 2018. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 644,096,702 votes approving (99.9984%) / 0 vote disapproving / 10,269 votes abstaining (0.0016%) and no void ballots.



Agenda 5 To consider approving the decrease of the Company's registered capital by way of eliminating the non-issuance and the amendment to Clause 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the decrease of registered capital.

The Chairman informed the Meeting that, according to the Section 136 of the Public Company Limited Act, B.E. 2535, regarding the capital increase, it is necessary to reduce the registered capital by way of eliminating the non-issuance of 29,671,351 shares at the book value per share of THB 1.00. The Company's registered capital is equal to the paid up capital of the Company at Baht 770,328,649 before the increase of registered capital in responding to the stock dividend payment in forms of new ordinary shares to the Company's shareholders.

The Board of Directors agrees to propose the Shareholders' Meeting to consider and approve the decrease of the Company's registered capital from THB 800,000,000 to total THB 770,328,649 by way of eliminating the non-issuance of 29,671,351 shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the registered capital, the details of amendment of Clause 4 of the Company's Memorandum of Association are as follows:

"Clause 4. Registered Capital: 770,328,649 Baht (Seven Hundred Seventy Million Three Hundred Twenty-Eight Thousand Six Hundred Forty-Nine Baht)

Divided into: 770,328,649 Shares (Seven Hundred Seventy Million Three Hundred Twenty-Eight Thousand Six Hundred Forty-Nine Shares)

Par value: 1 Baht (One Baht)

Divided into

Ordinary shares: 770,328,649 Shares (Seven Hundred Seventy Million Three Hundred Twenty-Eight Thousand Six Hundred Forty-Nine Shares)

Preferred shares: "- None -"

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

Resolution: The Meeting resolved to approve the decrease of the Company's registered capital by way of eliminating the non-issuance and the amendment to Clause 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the decrease of registered capital. This was in accordance with the amount not less than three-fourths of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 644,096,702 votes approving (99.9984%) / 0 vote disapproving / 10,269 votes abstaining (0.0016%) and no void ballots.

**Agenda 6 To consider approving the increase of the Company's registered capital and allotment of new shares in responding to the stock dividend payment and the amendment to Clause 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of registered capital**

The Chairman informed the Meeting that, the Company sees the necessity to increase the registered capital for the additional amount of THB 109,671,351 from the current amount of THB 770,328,649 to THB 880,000,000 in total by issuing new ordinary shares of 109,671,351 shares at the book value per share of THB 1.00 in responding to the stock dividend payment in forms of new ordinary shares to the Company's shareholders. The Company will be decreasing process of the Company's registered capital in case of the remaining from stock dividend payment.

The Board of Directors agrees to propose the Shareholders' Meeting to consider and approve the increase of the Company's registered capital from THB 770,328,649 to total THB 880,000,000 and allotment of new shares in responding to the stock dividend payment of 109,671,351 shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital, the details of amendment of Clause 4 of the Company's Memorandum of Association are as follows:

"Clause 4.	Registered Capital:	880,000000 Baht	(Eight Hundred Eighty Million Baht)
	Divided into:	880,000,000 Shares	(Eight Hundred Eighty Million Shares)
	Par value:	1 Baht	(One Baht)
	Divided into		
	Ordinary shares:	880,000,000 Shares	(Eight Hundred Eighty Million Shares)
	Preferred shares:	"- None -"	

There were questions and comments expressed by attending Shareholders as follows:

Mr. Vijit Jitjingjai - Shareholder

- Question about the proposed registered capital increase as per Agenda 6, If dividends are to be paid by giving shares at the rate of 10:1 - or equal to 10%, then what is the reason for the proposed capital increase at Baht 880,000,000

Ms. Sutasani Sukeechon - Chief Financial Officer, Legal

- It is calculated from the existing registered capital of 800,000,000 shares x the rate of dividends to be paid in the form of new shares; whereby after the allocation of these dividend shares, a decrease in the registered capital will then be registered.



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

Resolution: The Meeting resolved to approve the increase of the Company's registered capital and allotment of new shares in responding to the stock dividend payment and the amendment to Clause 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of registered capital. This was in accordance with the amount not less than three-fourths of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 644,108,919 votes approving (99.9984%) / 0 vote disapproving / 10,269 votes abstaining (0.0016%) and no void ballots.

Agenda 7 To consider approving the election of the directors to replace those who are retired by rotation

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

During the period December 1, 2018 – January 31, 2019, the Company provided an opportunity for shareholders to propose agenda and nominate candidates to be proposed for the appointment as the Company's Director which disclosed and published on the Stock Exchange of Thailand and the Company's website. It turns out that there is no shareholder proposing both agenda and qualified candidates.

The Board of Directors have agreed to propose the Shareholders' Meeting to consider to electing 4 directors who are all due to retire by rotation to resume their directorship of the Company for another office's term and proposed to appoint Mr. Boontuck Wungcharoen, as Independent Director in replacement of Mr. Vissut Sethaput who is due to retire by rotation, 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 Director, the Board of Directors have considered that her qualifications are in accordance with the related criteria and she has showcased her independence from the Management as well. The directors who are retiring by rotation and appoint in this year are as follows:

- | | |
|------------------------------|---|
| 1. Mr. Supant Mongkolsuthree | as Director |
| 2. Mr. Tu, Shu-Wu | as Director |
| 3. Mr. Tu, Shu-Chyuan | as Director |
| 4. Mrs. Rawittha Pongnuchit | as Independent Director |
| 5. Mr. Boontuck Wungcharoen | as Independent Director |
| | (in replacement of Mr. Vissut Sethaput) |



Mrs. Maleeratna Plumchitchom proposed the Meeting to vote on the election of the abovementioned directors by person as follows:

7.1 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 644,137,099 votes approving (99.9984%) / 0 vote disapproving / 10,269 votes abstaining (0.0016%) and no void ballots.

7.2 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 644,137,199 votes approving (99.9984%) / 0 vote disapproving / 10,269 votes abstaining (0.0016%) and no void ballots.

7.3 Mr. Tu, Shu-Chyuan

Resolution: The Meeting resolved that Mr. Tu, Shu-Chyuan be elected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 644,137,199 votes approving (99.9984%) / 0 vote disapproving / 10,269 votes abstaining (0.0016%) and no void ballots.

7.4 Mrs. Rawittha Pongnuchit

Resolution: The Meeting resolved that Mrs. Rawittha Pongnuchit be elected for serving another term of directorship. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 639,814,289 votes approving (99.3273%) / 4,322,800 vote disapproving (0.6711%) / 10,379 votes abstaining (0.0016%) and no void ballots.

7.5 Mr. Boontuck Wungcharoen (in replacement of Mr. Vissut Sethaput)

Resolution: The Meeting resolved that Mr. Boontuck Wungcharoen be appointed as Independent Director. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 644,137,199 votes approving (99.9984%) / 0 vote disapproving / 10,269 votes abstaining (0.0016%) and no void ballots.

Agenda 8 To consider approving the remuneration of the Company's directors, the Audit Committee's member and Sub-committees' member for the year 2019

Mrs. Maleeratna Plumchitchom - Nomination and Remuneration Committee's Committee informed the Meeting that, according to the Public Company Limited Act, B.E. 2535 and Article 34 in the Articles of Association of the Company, directors are eligible to receive payment from the Company in the form of allowance, remuneration, reward, bonus or other benefits in accordance with the Articles of Association of the Company or the Shareholders' Meeting. The Shareholders' Meeting may fix the payment, or set out guidelines for the remunerations each year, or set out conditions which will take effect until revised. Above and beyond that, the directors shall get remuneration as specified in the Company's regulation. However, this aforementioned payment shall not affect the Company's employees which are elected as the Company's directors. The benefits received as the Company's employees shall remain in any case.

The Board of Directors agrees to propose the Shareholders' Meeting to consider approving the remuneration of the Company's directors, Audit Committee's members and Sub-committees' members for the year 2019 at the total amount not exceeding THB 4,800,000. 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 2019 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	2019 (Year of Proposal) (THB/Meeting)	2018 (THB/Meeting)
1. Company's directors	Chairman	60,000	60,000
	Director	30,000	30,000
2. Audit's Committee's members	Chairman	40,000	35,000
	Member	30,000	30,000
3. Nomination and Remuneration Committee	Chairman	30,000	25,000
	Member	25,000	25,000
4. Corporate Governance Committee	Chairman	25,000	20,000
	Member	20,000	20,000
5. Legal Risk Management Committee	Chairman	25,000	20,000
	Member	20,000	20,000
6. Operational Risk Management Committee	Chairman	25,000	20,000
	Member	20,000	20,000
7. Corporate Public Communication and Social Responsibility Committee	Chairman	25,000	20,000
	Member	20,000	20,000
Total Remunerations for the Company's directors/ Audit's Committee's members/ Sub-committees' members		Not exceeding 4,800,000	Not exceeding 4,500,000

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



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

Resolution: The Meeting resolved to approve the remuneration of the Company's directors, the Audit Committee's member and Sub-committees' member for the year 2019. This was in accordance with the amount not less than two-thirds of shareholders attending and voting right, that is 638,364,291 votes approving (99.9984%) / 0 vote disapproving / 10,269 votes abstaining (0.0016%) and no void ballots.

Agenda 9 To consider approving the appointment of the Company's auditor and their remuneration for the year 2019

Mrs. Maleeratna Plumchitchom - Nomination and Remuneration Committee's Committee informed the Meeting that, according to the Public Company Limited Act, B.E. 2535 and Article 59 in the Articles of Association of the Company, the appointment of the Company's external auditors and the audit fees must be approved at the annual general meeting of shareholders. In addition, a notification from the Securities and Exchange Commission limits the appointment of individual external auditors (but not the audit firm) of listed companies to no more than five consecutive one-year terms. After five years, the auditors must be rotated although they can be reappointed after a two-year break.

As proposed by the Audit Committee, it is considered appropriate by the Board of Directors to propose the Shareholders' Meeting to consider approving the following certified public accountants from KPMG Phoomchai Audit Co., Ltd. to be chosen as the Company's Auditor for the year 2019:

<u>Name of Auditor</u>	<u>CPA Registration No.</u>	<u>Number of Audited year</u>
1. Mr. Watchara Pattarapitak	6669	1 Year (2018)
2. Mr. Banthit Tangpakorn	8509	Never signed the financial statements
3. Ms. Marisa Tharathornbunpakul	5752	2 Years (2016-2017)

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 2019 at the amount totaling THB 2,520,000, increasing THB 160,000 or 6.78%, when compared to their remuneration for the year 2018. 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

	2019 (Year of Proposal)	2018	Increase in Remuneration from the Previous Year
Company's Auditor	KPMG Phoomchai Audit Co., Ltd.	KPMG Phoomchai Audit Co., Ltd.	THB 160,000 6.78%
Remuneration from auditing the Company and the subsidiary	THB 2,520,000	THB 2,360,000	

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

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

Resolution: The Meeting resolved to approve the appointment of the Company's auditor and their remuneration for the year 2019. This was in accordance with a majority of the total votes pertaining to the shareholders attending the Meeting with the voting right, that is 644,137,199 votes approving (99.9984%) / 0 vote disapproving / 10,269 votes abstaining (0.0016%) and no void ballots.

Agenda 10 Others matters

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

Mr. Suthep Pitaksuteepong – Shareholder

1. Question about the criteria used in the consideration of the dividend payment to be made in the form of shares.
2. Does the Company also have a policy to list Prism Solution Co. Ltd and undertake an IPO on the SET or not?

Mr. Supant Mongkolsuthree – Chairman of the Board of Directors

1. The Company pays dividends through primarily taking into consideration the benefits of Shareholders. Even if the total number of shares is increased, this means that the overall benefit per share given to Shareholders is also higher, which will result in a stronger business growth as well as is in accordance with the Company's policy to pay dividends at a rate of not less than 40% of its Total Net Profit.

Ms. Sutida Mongkolsuthree – Chief Executive Officer

2. Since there has been a restructuring of the organization and operations of the Prism Solution Co. Ltd., with the aim of focusing on offering consulting services to clients on the installation equipment that requires specialized knowledge, and its overall operating results is now starting to return to profitability; as such the Company still has a policy to list it on the SET.

**Mr. Manop Chancharoensuk – Shareholder**

1. Question on the reason for the decrease in Total Net Profit: From the achieved operating performance results in Q4/2018, Total Revenues increased by 20 - 30% from the previous year; however, if the overall gain on foreign exchange is deducted, then the remaining achieved net profit amount is nearly the same as last year.

2. Question regarding the Cloud market in Thailand compared to overseas markets:

Ms. Sutida Mongkolsuthree – Chief Executive Officer

1. In Q4/2018 there was an increase in the sales of Notebooks Product Group, which does not have a high Gross Profit (GP); and hence the Company is focusing on those Product Groups that have a high GP, as can be seen in those new Product Groups. This is in order to reduce the risks in selling products that have a low GP.

2. Compared to overseas markets, there is still a minimal use of the Cloud in Thailand. However, currently SYNNEX is a Cloud Service Provider for 3 main platform brands that has an 81% world market share. The Cloud market growth rate in Thailand is more than 50% per year, since the data usage trend on the 5G platform is high, which will automatically increase the growth in the usage of the Cloud. As such, we are moving forward together with the upcoming (IT) trends.

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 11:10 a.m.

(Signed)

Chairman of the Meeting

(Mr. Supant Mongkolsuthree)

Chairman

(Signed)

(Mr. Puttipan Tayarachkul)

Director and Corporate Secretary