

**SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION**  
**Handbook for the 2014 General Shareholders' Meeting**

The original of this handbook is written in Chinese language. If there is any discrepancy between the Chinese version and this English translation, the Chinese version shall prevail.

Agenda of 2014 General Shareholders' Meeting of Synnex Technology International Corporation

- I. Time: 9am, June 11 , 2014 (Wednesday)
- II. Location: Meeting Hall, Mingshen Community Center, 4F, No. 163-1, Section 5, Mingshen East Road, Taipei City
- III. The start of the meeting is announced
- IV. Chairman's statement
- V. Reported Matters
  - (I) Report on 2013 annual operation
  - (II) Supervisors' report on audit of 2013 closing statements
- VI. Approval Matters
  - (I) Approval of 2013 closing statements
  - (II) Approval of 2013 profit distribution proposal
- VII. Discussion Matters
  - (I) Discussion about amendment to certain clauses of the Articles of Association of the Company
  - (II) Discussion about amendment to certain clauses of the Procedure for Endorsement and Guarantee of the Company
  - (III) Discussion about amendment to certain clauses of the Procedure for Fund Lending of the Company
  - (IV) Discussion about amendment to certain clauses of the Procedure for Acquisition or Disposal of Assets of the Company
  - (V) Discussion about amendments to certain clauses of the Procedure for Derivative Transaction of the Company

VIII. Motions

IX. Adjournment

## Reported Matters

### No. 1

Subject: The 2013 business report of the Company is submitted for review.

Illustration: Please refer to Attachment 1 to this brochure.

### No. 2

Subject: The 2013 supervisors' report on audit of the Company's 2013 closing statements is submitted for review.

Illustration: Please refer to Attachment 2 to this brochure.

## Approval Matters

No. 1 (proposed by the Board of Directors)

Subject: The Company's 2013 closing statements are submitted for approval.

Illustration:

- (I) The Company's 2013 business report and financial statements have been approved by board resolution and submitted to the supervisors for audit. For relevant information, please refer to Attachments 1 and 3 to this brochure.
- (II) Please approve.

Resolution:

No. 2 (proposed by the Board of Directors)

Subject: The Company's 2013 profit distribution approval is submitted for approval.

Illustration:

- (I) The Company's 2012 profit after tax is NT\$5,273,995,034 . The profit distribution is proposed as follows (profit from this year will be distributed as 2013 profit in priority. If the amount is insufficient, undistributed profit since 1998 will be used for distribution):

2013 Profit Distribution Table

Unit: NT\$	
Item	
(I) Carry-forward of undistributed profit from previous period	2,903,391,968
Minus: Adjustment for first adoption of IFRS	(524,739,193)
Balance of undistributed profit after adjustment in the beginning of the period	2,378,652,775
Plus: Adjustment for 2013 reserved earnings	9,526,832
Undistributed profit after adjustment	2,388,179,607
(II) Plus: Net profit after tax in current period	5,273,995,034
Minus: Provision of legal reserve	(527,399,503)
Special reserve	(295,146,529)
Balance distributable for current year	4,451,449,002

Distributable profit in this period	6,839,628,609
(III) Distribution in this period	
Shareholder dividend in cash (\$ 2.8 per share)	(4,447,858,582)
Total amount of distribution	(4,447,858,582)
(IV) Carry-forward of undistributed profit at the end of the period into next year	2,391,770,027
Note:	
Distribution of employee bonus (cash)	600,000
Remuneration to directors and supervisors	7,600,000

(II) Before the record date for distribution of dividend in cash, if the Company's number of outstanding shares is impacted by share buy-back, treasury shares, transfer, assignment or cancellation of employee stock options or corporate bonds, resulting in any change of the rate of dividend distribution to shareholders, the Board of Directors is authorized to make necessary adjustments and has the full authority to handle related matters.

(III) Please approve.

Resolution:

## Discussion Matters

### No. 1 (proposed by the Board of Directors)

Subject: Amendments to certain clauses of the Company's Articles of Association are submitted for approval.

Illustration:

- (I) In accordance with the Company's actual needs, it is proposed that Articles 2 and 41 of the Company's Articles of Association be amended. For comparison table of amended clauses, please refer to Attachment 4 to this brochure.
- (II) Please approve.

Resolution:

### No. 2 (proposed by the Board of Directors)

Subject: Amendments to certain clauses of the Company's Procedure for Endorsement and Guarantee are submitted for approval.

Illustration:

- (I) It is proposed that certain clauses of the Company's Procedure for Endorsement and Guarantee be amended in accordance with legislations and the Company's actual operational needs. For comparison table of amended clauses, please refer to Attachment 5 to this brochure.
- (II) Please approve.

Resolution:

### No. 3 (proposed by the Board of Directors)

Subject: Amendments to certain clauses of the Company's Procedure for Fund Lending are submitted for approval.

Illustration:

- (I) It is proposed that certain clauses of the Company's Procedure for Fund Lending be amended in accordance with legislations and the Company's actual operational needs. For comparison table of amended clauses, please refer to Attachment 6 to this brochure.
- (II) Please approve.

Resolution:

No. 4

(proposed by the Board of Directors)

Subject: Amendments to certain clauses of the Company's Procedure for Acquisition and Disposal of Assets are submitted for approval.

Illustration:

- (I) It is proposed that certain clauses of the Company's Procedure for Acquisition or Disposal of Assets be amended in accordance with letter from the Financial Supervisory Commission Jing-Guang-Zheng-Fa-Zhi No. 1020053073 dated 30 December 2013 and the Company's actual operational needs. For comparison table of amended clauses, please refer to Attachment 7 as to this brochure.
- (II) Please approve.

Resolution:

No. 5

(proposed by the Board of Directors)

Subject: Amendments to certain clauses of the Company's Procedure for Derivative Transaction are submitted for approval.

Illustration:

- (I) It is proposed that certain clauses of the Company's Procedure for Derivative Transactions be amended in accordance with letter from the Financial Supervisory Commission Jing-Guang-Zheng-Fa-Zhi No. 1020053073 dated 30 December 2013 and the Company's actual operational needs. For comparison table of amended clauses, please refer to Attachment 8 as to this brochure.
- (II) Please approve.

Resolution:

Motions

Adjournment



Attachment 1

2013 Business Report (omitted)

Attachment 2

2013 Supervisors' Report on Audit of the 2013 Closing Statements ( omitted))

**SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)**

ASSETS		Notes	December 31, 2013		December 31, 2012		January 1, 2012	
			Amount	%	Amount	%	Amount	%
Current assets								
1100	Cash and cash equivalents	6(1)	\$ 11,469,901	9	\$ 12,994,012	11	\$ 12,309,541	11
1110	Financial assets at fair value through profit or loss - current	6(2)	109,036	-	113,157	-	126	-
1125	Available-for-sale financial assets - current	6(3)	1,823,764	2	1,817,727	2	1,697,909	2
1150	Notes receivable - net	6(5)	5,486,421	5	5,322,363	5	5,458,575	5
1160	Notes receivable - related parties - net	7	-	-	11,058	-	17,930	-
1170	Accounts receivable - net	6(6)	39,754,661	32	39,122,021	33	35,049,195	33
1180	Accounts receivable - related parties - net	7	121,117	-	51,007	-	82,079	-
1200	Other receivables		9,049,054	7	6,278,531	5	4,477,557	4
1210	Other receivables- related parties	7	12,197	-	9,369	-	24,666	-
130X	Inventories	6(7)	32,591,311	26	28,557,253	24	26,523,693	25
1410	Prepayments		1,672,968	1	3,392,083	3	3,042,165	3
1470	Other current assets		40,694	-	-	-	-	-
11XX	Total current assets		102,131,124	82	97,668,581	83	88,683,436	83
Non-current assets								
1523	Available-for-sale financial assets - noncurrent	6(3)	8,036	-	4,729	-	-	-
1543	Financial assets measured at cost - noncurrent	6(4)	1,863,586	2	1,956,299	2	2,020,503	2
1550	Investments accounted for under the equity method	6(8)	8,577,047	7	8,392,234	7	8,230,357	8
1600	Property, plant and equipment	6(9)	5,847,671	5	4,714,787	4	5,231,178	5
1760	Investment property, net	6(10)	1,569,244	1	1,344,286	1	433,461	-
1780	Intangible assets	6(11)	407,761	-	406,528	-	309,897	-
1840	Deferred income tax assets	6(29)	500,495	-	440,014	1	634,571	-
1900	Other non-current assets	6(6)(12)						
		and 8	3,549,693	3	2,276,962	2	1,830,885	2
15XX	Total non-current assets		22,323,533	18	19,535,839	17	18,690,852	17
1XXX	Total assets		\$ 124,454,657	100	\$ 117,204,420	100	\$ 107,374,288	100

(Continued)

**SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)**

EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS								
Liabilities and Equity		Notes	December 31, 2013		December 31, 2012		January 1, 2012	
			Amount	%	Amount	%	Amount	%
Current liabilities								
2100	Short-term borrowings	6(13)	\$ 32,278,077	26	\$ 31,180,639	27	\$ 20,879,698	19
2110	Short-termnotes and bills payable	6(14)	4,140,000	3	3,980,000	3	3,740,000	3
2120	Financial liabilities at fair value throug	6(2)						
	profit or loss - current		1,149	-	838	-	616	-
2150	Notes payable		400,110	-	1,159,310	1	577,337	
2160	Notes payable - related parties	7	-	-	25,006	-	5,518	-
2170	Accounts payable		29,709,597	24	24,808,149	21	23,258,085	22
2180	Accounts payable - related parties	7	26,023	-	28,377	-	9,687	-
2200	Other payables	6(15)	7,994,114	7	8,245,710	7	8,941,141	8
2220	Other payables - related parties	7	8,922	-	106	-	43,272	-
2230	Current income tax liabilities	6(29)	832,080	1	1,081,337	1	845,771	1
2300	Other current liabilities	6(16)	5,274,005	4	605,702	1	739,511	1
21XX	Total current liabilities		80,664,077	65	71,115,174	61	59,040,636	55
Non-current liabilities								
2530	Bonds payable	6(16)	-	-	4,930,366	4	5,336,961	5
2570	Deferred income tax liabilities	6(29)	160,350	-	9,914	-	95,665	-
2600	Other non-current liabilities	6(17)	281,836	-	355,902	-	286,499	-
25XX	Total non-current liabilities		442,186	-	5,296,182	4	5,719,125	5
2XXX	Total liabilities		81,106,263	65	76,411,356	65	64,759,761	60
Equity attributable to owners of parent								
Share capital		6(19)						
3110	Share capital - common stock		15,885,209	13	15,838,869	14	15,707,006	15
Capital surplus		6(20)						
3200	Capital surplus		14,264,632	11	14,030,505	11	13,472,856	12
Retained earnings		6(21)						
3310	Legal reserve		5,066,993	4	4,485,382	4	3,761,723	4
3320	Special reserve		1,670,628	2	165,580	-	1,431,668	1
3350	Unappropriated retained earnings		7,662,176	6	7,639,092	7	8,167,718	8
Other equity interest		6(22)						
3400	Other equity interest		( 1,965,775 )	( 2 )	( 1,366,364 )	( 1 )	73,556	-
31XX	Equity attributable to owners of the parent		42,583,863	34	40,793,064	35	42,614,527	40
36XX	Non-controlling interest		764,531	1	-	-	-	-
3XXX	Total equity		43,348,394	35	40,793,064	35	42,614,527	40
Significant contingent liabilities and unrecognized contract commitments		9						
Total liabilities and equity			\$ 124,454,657	100	\$ 117,204,420	100	\$ 107,374,288	100

The accompanying notes are an integral part of these consolidated financial statements. See report of independent accountants dated March 21, 2014.

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT FOR EARNINGS PER SHARE AMOUNTS)

	Notes	For the year ended December 31, 2013		For the year ended December 31, 2012	
		Amount	%	Amount	%
4000 <b>Operating revenues</b>	6(23) and 7	\$ 330,259,753	100	\$ 312,585,403	100
5000 <b>Operating costs</b>	6(7)	( 319,200,976)	( 97)	( 301,053,331)	( 97)
5950 <b>Gross profit, net</b>		<u>11,058,777</u>	<u>3</u>	<u>11,532,072</u>	<u>3</u>
<b>Operating expenses</b>	6(17)(18)(27)				
6100 Selling expenses		( 4,980,530)	( 1)	( 4,981,253)	( 1)
6200 General and administrative expenses		( 2,198,967)	( 1)	( 1,992,453)	( 1)
6000 <b>Total operating expenses</b>		<u>( 7,179,497)</u>	<u>( 2)</u>	<u>( 6,973,706)</u>	<u>( 2)</u>
6900 <b>Operating income</b>		<u>3,879,280</u>	<u>1</u>	<u>4,558,366</u>	<u>1</u>
<b>Non-operating income and expenses</b>					
7010 Other income	6(24)	1,442,670	1	1,339,344	1
7020 Other gains and losses	6(25)	663,434	-	127,002	-
7050 Finance costs	6(26)	( 578,421)	-	( 433,756)	-
7060 Share of profit/(loss) of associates and joint ventures accounted for under equity method	6(8)	<u>984,861</u>	<u>-</u>	<u>1,261,708</u>	<u>-</u>
7000 <b>Total non-operating income and expenses</b>		<u>2,512,544</u>	<u>1</u>	<u>2,294,298</u>	<u>1</u>
7900 <b>Profit before tax</b>		<u>6,391,824</u>	<u>2</u>	<u>6,852,664</u>	<u>2</u>
7950 Income tax expense	6(29)	( 959,316)	( 1)	( 1,085,602)	-
8200 <b>Profit</b>	6(30)	<u>\$ 5,432,508</u>	<u>1</u>	<u>\$ 5,767,062</u>	<u>2</u>
<b>Other comprehensive income</b>					
8310 Cumulative translation differences of foreign operations	6(22)	( \$ 544,570)	-	( \$ 1,639,465)	( 1)
8325 Unrealized loss on valuation of available -for-sale financial assets	6(3)(22)	9,219	-	177,014	-
8360 Actuarial gain (loss) on defined benefit plan		11,478	-	( 40,716)	-
8370 Share of other comprehensive income of associates and joint ventures accounted for under equity method	6(8)(22)	( 61,162)	-	22,531	-
8399 Income tax relating to the components of other comprehensive income	6(8)(22)	( 4,850)	-	6,922	-
8300 Other comprehensive income for the year, net of tax		<u>( \$ 589,885)</u>	<u>-</u>	<u>( \$ 1,473,714)</u>	<u>( 1)</u>
8500 <b>Total comprehensive income for the year</b>		<u>\$ 4,842,623</u>	<u>1</u>	<u>\$ 4,293,348</u>	<u>1</u>
<b>Profit, attributable to:</b>					
8610 Owners of parent		\$ 5,273,995	1	\$ 5,767,062	2
8620 Non-controlling interest		158,513	-	-	-
<b>Profit</b>		<u>\$ 5,432,508</u>	<u>1</u>	<u>\$ 5,767,062</u>	<u>2</u>
<b>Comprehensive income attributable to:</b>					
8710 <b>Owners of parent</b>		\$ 4,684,110	1	\$ 4,293,348	1
8720 <b>Non-controlling interest</b>		158,513	-	-	-
<b>Total comprehensive income for the year</b>		<u>\$ 4,842,623</u>	<u>1</u>	<u>\$ 4,293,348</u>	<u>1</u>
<b>Earnings per share</b>					
9750 <b>Basic earnings per share</b>		\$ 3.32		\$ 3.66	
9850 <b>Diluted earnings per share</b>		\$ 3.23		\$ 3.54	

The accompanying notes are an integral part of these consolidated financial statements. See report of independent accountants dated March 21, 2014.

**SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)**

		Capital Surplus					Retained Earnings			Other Equity Interest					
			Paid-in capital in excess of par value	Treasury stock transactions	Change in net assets of the associate accounted for under the equity method	Employee stock options	Stock options	Legal reserve	Special reserve	Unappropriated retained earnings	Cumulative translation differences of foreign operations	Unrealized gain or loss on available- for -sale financial assets	Total	Non- controlling interest	Total equity
Notes	Share capital - common stock														
For the year ended December 31, 2012															
Balance at January 1, 2012	\$15,707,006	\$12,682,655	\$340,678	\$	\$180,611	\$268,912	\$3,761,723	\$1,431,668	\$ 8,167,718	\$	\$73,556	\$42,614,527	\$	\$ 42,614,527	
Appropriations of 2011 net income															
Provision for legal reserve	6(21)	-	-	-	-	-	723,659	-	( 723,659 )	-	-	-	-	-	-
Provision for Special reserve	6(21)	-	-	-	-	-	- ( 1,266,088 )	1,266,088	-	-	-	-	-	-	-
Distribution of cash dividends	6(21)	-	-	-	-	-	-	-	( 6,307,093 )	-	-	( 6,307,093 )	-	( 6,307,093 )	-
Compensation cost for share-based payment	6(18)	-	-	-	-	43,533	-	-	-	-	-	43,533	-	43,533	
Change in net assets of the associate and joint ventures accounted for under the equity method															
	6(18)	-	-	-	-	-	-	-	( 497,230 )	-	-	( 497,230 )	-	( 497,230 )	-
Common stock issued for employee stock options		65,790	251,340	-	-	-	-	-	-	-	-	317,130	-	317,130	
Convertible bond conversions		66,073	302,959	-	-	- ( 40,183 )	-	-	-	-	-	328,849	-	328,849	
Other comprehensive income for the period		-	-	-	-	-	-	-	( 33,794 )	( 1,610,859 )	170,939	( 1,473,714 )	-	( 1,473,714 )	-
Net income for 2012		-	-	-	-	-	-	-	5,767,062	-	-	5,767,062	-	5,767,062	
Balance at December 31, 2012	<u>\$15,838,869</u>	<u>\$13,236,954</u>	<u>\$340,678</u>	<u>\$</u>	<u>\$224,144</u>	<u>\$228,729</u>	<u>\$4,485,382</u>	<u>\$165,580</u>	<u>\$ 7,639,092</u>	<u>(\$1,610,859 )</u>	<u>\$244,495</u>	<u>\$40,793,064</u>	<u>\$</u>	<u>\$ 40,793,064</u>	
For the year ended December 31, 2013															
Balance at January 1, 2013	\$15,838,869	\$13,236,954	\$340,678	\$	\$224,144	\$228,729	\$4,485,382	\$165,580	\$ 7,639,092	(\$1,610,859 )	\$244,495	\$40,793,064	\$	\$ 40,793,064	
Appropriations of 2012 net income															
Provision for legal reserve	6(21)	-	-	-	-	-	581,611	-	( 581,611 )	-	-	-	-	-	-
Provision for Special reserve	6(21)	-	-	-	-	-	-	1,505,048	( 1,505,048 )	-	-	-	-	-	-
Distribution of cash dividend	6(21)	-	-	-	-	-	-	-	( 3,173,778 )	-	-	( 3,173,778 )	-	( 3,173,778 )	-
Change in net assets of the associate and joint ventures accounted for under the equity method															
	6(18)	-	-	-	68,569	-	-	-	-	-	-	68,569	-	68,569	
Common stock issued for employee stock options		45,860	387,810	-	( 224,144 )	-	-	-	-	-	-	209,526	-	209,526	
Convertible bond conversions		480	2,176	-	-	( 284 )	-	-	-	-	-	2,372	-	2,372	
Change in non-controlling interest		-	-	-	-	-	-	-	-	-	-	-	606,018	606,018	
Other comprehensive income for the period		-	-	-	-	-	-	-	9,526	( 610,675 )	11,264	( 589,885 )	-	( 589,885 )	-
Net income for 2013		-	-	-	-	-	-	-	5,273,995	-	-	5,273,995	158,513	5,432,508	
Balance at December 31, 2013	<u>\$15,885,209</u>	<u>\$13,626,940</u>	<u>\$340,678</u>	<u>\$68,569</u>	<u>\$</u>	<u>\$228,445</u>	<u>\$5,066,993</u>	<u>\$1,670,628</u>	<u>\$ 7,662,176</u>	<u>(\$2,221,534 )</u>	<u>\$255,759</u>	<u>\$42,583,863</u>	<u>\$764,531</u>	<u>\$ 43,348,394</u>	

The accompanying notes are an integral part of these consolidated financial statements. See report of independent accountants dated March 21, 2014.

YNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		For the years ended December 31	
	Notes	2013	2012
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before income tax for the year		\$ 6,391,824	\$ 6,852,664
Adjustments to reconcile profit before income tax to net cash provided by operating activities			
Income and expenses having no effect on cash flows			
Depreciation expense	6(9)(10)(27)	463,246	356,857
Amortization	6(11)(27)	47,842	42,036
Provision for bad debts expense	6(6)	277,169	94,916
Net loss (gain) on financial assets/liabilities at fair value through profit	6(2)(25)	3,659	( 736 )
Loss on inventory value decline (gain from price recovery of inventory)	6(7)	175,016	( 32,519 )
Loss on obsolescence	6(7)	6,820	7,656
Interest expense	6(26)	578,421	433,756
Interest income	6(24)	( 589,003 )	( 501,073 )
Dividend income		( 128,557 )	( 133,529 )
Share of profit of associates and joint ventures accounted for under equity method	6(8)	( 984,861 )	( 1,261,708 )
Cash dividends on investments accounted for under equity method		135,590	126,862
Loss (gain) on disposal of property, plant and equipment	6(9)	6,170	( 4,205 )
Gain on disposal of investments accounted for under equity method	6(25)	-	( 16,901 )
Loss on disposal of available-for-sale financial assets	6(25)	-	29,726
Compensation cost for share-based payment	6(28)	-	43,533
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Financial assets at fair value through profit or loss		-	( 112,073 )
Notes and accounts receivable		400,590	( 3,940,298 )
Inventories		( 3,485,719 )	( 2,008,697 )
Other receivables		( 2,714,038 )	( 1,785,677 )
Prepayments		1,929,697	( 349,918 )
Other current assets		( 40,694 )	-
Overdue receivables		( 543,992 )	( 157,461 )
Net changes in liabilities relating to operating activities			
Notes and accounts payable		3,412,402	2,170,215
Other payables		( 703,361 )	( 885,076 )
Advance collections		( 249,313 )	10,028
Other current liabilities		72,443	( 290,256 )
Accrued pension obligations		( 12,209 )	( 283 )
Other non-current liabilities		3,407	34,120
Cash generated from operation		4,452,549	( 1,278,041 )
Interest paid		( 506,594 )	( 354,963 )
Interest received		589,003	501,073
Dividend received		128,557	133,529
Income taxes paid		( 1,111,446 )	( 729,540 )
Net cash provided by operating activities		3,552,069	( 1,727,942 )

(Continued)

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	For the years ended December 31	
		2013	2012
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from disposal of available-for-sale financial assets		\$ -	\$ 27,469
Proceeds from disposal of investments accounted for under equity method		-	153,020
Proceeds from capital reduction of financial assets carried at cost		94,651	60,483
Increase in investments accounted for under the equity method		( 969 )	-
Net cash proceeds from change in consolidated entities		238,024	-
Acquisition of fixed assets	6(32)	( 1,758,224 )	( 1,128,515 )
Increase in investment property		( 55,634 )	( 2,662 )
Proceeds from disposal of fixed assets		44,596	29,271
Acquisition of intangible assets	6(32)	( 63,783 )	( 36,684 )
Increase in long-term prepaid rents		( 88,569 )	( 60,467 )
Increase in refundable deposits		57,375	( 124,825 )
Increase in restricted time deposits		( 79,962 )	( 120,979 )
Increase in time deposits over one year		( 1,016,544 )	-
Increase in other non-current assets		( 20,656 )	( 59,722 )
Net cash used in investing activities		( 2,649,695 )	( 1,263,611 )
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term loans		787,608	10,300,941
Increase in short-term notes and bills payable		160,000	240,000
(Decrease) increase in guarantee deposits received		( 90,872 )	35,566
Proceeds from exercise of employee stock options		209,526	317,130
Change in non-controlling interest		( 10,195 )	-
Repayment to Bonds payable		( 151,800 )	-
Payment of cash dividends	6(21)	( 3,173,778 )	( 6,307,093 )
Net cash (used in) provided by financing activities		( 2,269,511 )	4,586,544
Effects of changes in foreign exchange rates		( 156,974 )	( 910,520 )
(Decrease) increase in cash and cash equivalents		( 1,524,111 )	684,471
Cash and cash equivalents at beginning of the year		12,994,012	12,309,541
Cash and cash equivalents at end of the year		\$ 11,469,901	\$ 12,994,012

The accompanying notes are an integral part of these consolidated financial statements. See report of independent accountants dated March 21, 2014.

## Attachment 4

### Synnex Technology International Corporation Comparison Table of Amendment to Articles of Association

Clause	Amended Clause	Original Clause	Reasons for Amendment
Article 2	<p>The Company operates the following scope business:</p> <ol style="list-style-type: none"> <li>1. F113050 Computer and business machine equipment wholesale business.</li> <li>2. F118010 Information software wholesale business</li> <li>3. F113070 Telecommunications equipment wholesale business</li> <li>4. F119010 Electronic materials wholesale business</li> <li>5. F113110 Battery wholesale business</li> <li>6. F116010 Photographic equipment wholesale business</li> <li>7. IE01010 Telecommunications account opening business</li> <li>8. CC01110 Computer and peripheral equipment manufacturing business</li> <li>9. JA02010 Electric appliance and electronic product repair business</li> <li>10. F401021 Telecommunications controlled equipment importation business</li> <li>11. G801010 Warehousing business</li> <li>12. F401010 International trade business</li> <li>13. I301010 Information software service business</li> <li>14. ZZ99999 Other businesses that are not prohibited or restricted by law, except businesses requiring special approvals</li> <li>15. <u>F108031 Medical equipment wholesale business</u></li> <li>16. <u>F208031 Medical equipment retail business</u></li> </ol>	<p>The Company operates the following scope business:</p> <ol style="list-style-type: none"> <li>1. F113050 Computer and business machine equipment wholesale business.</li> <li>2. F118010 Information software wholesale business</li> <li>3. F113070 Telecommunications equipment wholesale business</li> <li>4. F119010 Electronic materials wholesale business</li> <li>5. F113110 Battery wholesale business</li> <li>6. F116010 Photographic equipment wholesale business</li> <li>7. IE01010 Telecommunications account opening business</li> <li>8. CC01110 Computer and peripheral equipment manufacturing business</li> <li>9. JA02010 Electric appliance and electronic product repair business</li> <li>10. F401021 Telecommunications controlled equipment importation business</li> <li>11. G801010 Warehousing business</li> <li>12. F401010 International trade business</li> <li>13. I301010 Information software service business</li> <li>14. ZZ99999 Other businesses that are not prohibited or restricted by law, except businesses requiring special approvals</li> </ol>	<p>Amendment in accordance with actual needs. In order to be more actively involved with the latest trends and more competitive in the business, the Company would like to expand its scope of business to incorporate the medical equipments wholesale and retail. According to relevant laws and regulations, the company should obtain government approval for conducting such business, and the amendment of the clause is required before applying for such approval.</p>
Article 41	<p>These articles of association were established on September 1, 1988 through unanimous agreement by all promoters and took official effect following approval of the competent authority. The first amendment was</p>	<p>These articles of association were established on September 1, 1988 through unanimous agreement by all promoters and took official effect following approval of the competent authority. The first</p>	<p>The number and date of the current amendment are added.</p>



	<p>made on September 27 , 1990. The second amendment was made on June 18, 1991. The third amendment was made on April 6, 1992. The fourth amendment was made on March 18 , 1993. The fifth amendment was made on October 22, 1993. The sixth amendment was made on May 11, 1994. The seventh amendment was made on May 20, 1995. The eighth amendment was made on March 28, 1996. The ninth amendment was made on April 18, 1997. The tenth amendment was made on April 18, 1997. The eleventh amendment was made on May 13, 1999. The twelfth amendment was made on May 7, 1999. The thirteenth amendment was made on May 2, 2000. The fourteenth amendment was made on May 11, 2002. The fifteenth amendment was made on May 21, 2002. The sixteenth amendment was made on May 28 , 2003. The seventeenth amendment was made on June 10, 2005. The eighteenth amendment was made on June 13, 2007. The nineteenth amendment was made on June 11 , 2010. The twentieth amendment was made on June 17 , 2010. The twenty-first amendment was made on June 10 ,2011. The twenty-second amendment was made on 13 June 2012. <u>The twenty-third amendment was made on 11 June 2014.</u></p>	<p>amendment was made on September 27 , 1990. The second amendment was made on June 18, 1991. The third amendment was made on April 6, 1992. The fourth amendment was made on March 18 , 1993. The fifth amendment was made on October 22, 1993. The sixth amendment was made on May 11, 1994. The seventh amendment was made on May 20, 1995. The eighth amendment was made on March 28, 1996. The ninth amendment was made on April 18, 1997. The tenth amendment was made on April 18, 1997. The eleventh amendment was made on May 13, 1999. The twelfth amendment was made on May 7, 1999. The thirteenth amendment was made on May 2, 2000. The fourteenth amendment was made on May 11, 2002. The fifteenth amendment was made on May 21, 2002. The sixteenth amendment was made on May 28 , 2003. The seventeenth amendment was made on June 10, 2005. The eighteenth amendment was made on June 13, 2007. The nineteenth amendment was made on June 11 , 2010. The twentieth amendment was made on June 17 , 2010. The twenty-first amendment was made on June 10 ,2011. The twenty-second amendment was made on 13 June 2012.</p>	
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## Attachment 5

### Synnex Technology International Corporation

#### Comparison of Amended Clauses of Procedure for Endorsement and Guarantee

Clause	Amended Clause	Original Clause	Reason for Amendment
Article 1	(Basis) This procedure is <u>established</u> in accordance with the <u>legislations</u> of the competent authority <u>and operational and management requirements</u> .	(Basis) This procedure is amended in accordance with the regulations of the competent authority.	Describes the basis for the establishment of the procedure.
Article 4	(Amount Limit for Endorsement and Guarantee) The total amount of endorsement and guarantee provided by the Company is limited to <u>200%</u> of the net value of the Company under the latest financial statements audited and certified or approved by an accountant. The limit amount for endorsement and guarantee for single enterprise is established separately based on the following situations: I. Companies with business dealings: Not to exceed the total amount of business dealings between the two parties during the past year, or 50% of the Company's net value under the latest financial statements audited and certified or approved by an accountant, whichever is lower. Amount of business dealing means the product purchase amount or product sale amount between the two parties, whichever is higher. II. Companies of which 50% or more voting shares are held directly or indirectly by the Company: Not to exceed 100% of the Company's net value under the latest financial statements audited and certified or approved by an accountant. III. Other targets: Not to exceed 50% of the Company's net value under the latest financial statements audited and certified or approved by an accountant. Among companies whose voting shares are 100% directly or indirectly held by the Company, the amount of endorsement and	(Amount Limit for Endorsement and Guarantee) The total amount of endorsement and guarantee provided by the Company is limited to 150% of the net value of the Company under the latest financial statements audited and certified or approved by an accountant. The limit amount for endorsement and guarantee for single enterprise is established separately based on the following situations: I. Companies with business dealings: Not to exceed the total amount of business dealings between the two parties during the past year, or 50% of the Company's net value under the latest financial statements audited and certified or approved by an accountant, whichever is lower. Amount of business dealing means the product purchase amount or product sale amount between the two parties, whichever is higher. II. Companies of which 50% or more voting shares are held directly or indirectly by the Company: Not to exceed 100% of the Company's net value under the latest financial statements audited and certified or approved by an accountant. III. Other targets: Not to exceed 50% of the Company's net value under the latest financial statements audited and certified or approved by an accountant. Among companies whose voting shares are 100% directly or indirectly held by the Company, the amount of endorsement and guarantee shall not exceed 150% of the Company's net value. The total amount of endorsement and guarantee by the Company and the Company's subsidiaries as a whole shall not exceed 150% of the Company's net value under the latest financial statements. The amount of endorsement and guarantee for	Amendment in accordance with actual operational requirements. Current amount of endorsement/ guarantee is approaching 150% limitation while subsidiaries still need more support for business growth. Therefore, the amount should be increased, and the Company will make endorsements/ guarantees for wholly-owned subsidiaries only.

	<p>guarantee shall not exceed <u>200%</u> of the Company's net value.</p> <p>The total amount of endorsement and guarantee by the Company and the Company's subsidiaries as a whole shall not exceed <u>200%</u> of the Company's net value under the latest financial statements. The amount of endorsement and guarantee for any single enterprise shall not exceed 100% of the Company's net value. The necessity and reasonableness of the overall limit on the amount of endorsement and guarantee should be provided to the shareholders' meeting.</p>	<p>any single enterprise shall not exceed 100% of the Company's net value. The necessity and reasonableness of the overall limit on the amount of endorsement and guarantee should be provided to the shareholders' meeting.</p>	
Article 9	<p>(Deadline and Content of Public Filing)</p> <p>The Company shall complete the following information in the stipulated format and content in the information filing website designated by the competent authority.</p> <p>The date of occurrence of the fact referred to in this procedure means the date of contract signature of the transaction, the payment date, the date of board resolution or other date on which the transaction counterparty and transaction amount may be confirmed, whichever happens first.</p> <p>I. Before the 10<sup>th</sup> day of each month, the Company shall make a public filing about the balance amount of endorsement and guarantee by the Company and its subsidiaries for the previous month in accordance with the regulations of the competent authority.</p> <p>II. When the balance amount of endorsement and guarantee by the Company exceeds one of the following thresholds, a public filing shall be made within 2 days from the date of occurrence of the fact in accordance with the regulations of the competent authority:</p> <p>(I) The balance amount of endorsement and guarantee by the Company and its subsidiaries reaches 50% of the Company's net value in the latest financial statements.</p> <p>(II) The balance amount of</p>	<p>(Deadline and Content of Public Filing)</p> <p>The Company shall complete the following information in the stipulated format and content in the information filing website designated by the competent authority.</p> <p>The date of occurrence of the fact referred to in this procedure means the date of contract signature of the transaction, the payment date, the date of board resolution or other date on which the transaction counterparty and transaction amount may be confirmed, whichever happens first.</p> <p>I. Before the 10<sup>th</sup> day of each month, the Company shall make a public filing about the balance amount of endorsement and guarantee by the Company and its subsidiaries for the previous month in accordance with the regulations of the competent authority.</p> <p>II. When the balance amount of endorsement and guarantee by the Company exceeds one of the following thresholds, a public filing shall be made within 2 days from the date of occurrence of the fact in accordance with the regulations of the competent authority:</p> <p>(I) The balance amount of endorsement and guarantee by the Company and its subsidiaries reaches 50% of the Company's net value in the latest financial statements.</p> <p>(II) The balance amount of endorsement and guarantee by the Company and its subsidiaries for any single enterprise reaches 20% of the Company's net value in the latest financial statements.</p> <p>(III) The balance amount of endorsement and guarantee by the Company and its subsidiaries for any single enterprise reaches NT\$10 Million and the combined</p>	<p>Wording adjustment in compliance with regulations</p>

	<p>endorsement and guarantee by the Company and its subsidiaries for any single enterprise reaches 20% of the Company's net value in the latest financial statements.</p> <p>(III) The balance amount of endorsement and guarantee by the Company and its subsidiaries for any single enterprise reaches NT\$10 Million and the combined balance amount of the endorsement and guarantee, long-term investment and capital lending reaches 30% of the Company's net value in the latest financial statements.</p> <p>(IV) The amount of new guarantee and endorsement by the Company and its subsidiaries reaches NT\$30 Million and 5% of the Company's net value in the latest financial statements.</p> <p>If any subsidiary of the Company is not a publicly listed company in the Republic of China, the matters subject to public filing by such subsidiary in accordance with Subparagraph 4 of the previous paragraph shall be done by the Company.</p> <p>A "subsidiary" referred to in this procedure shall be determined in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>Net value referred to in this procedure means shareholders' equity attributable to owners of the Company under the balance sheet prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p>	<p>balance amount of the endorsement and guarantee, long-term investment and capital lending reaches 30% of the Company's net value in the latest financial statements.</p> <p>(IV) The amount of new guarantee and endorsement by the Company and its subsidiaries reaches NT\$30 Million and 5% of the Company's net value in the latest financial statements.</p> <p>If any subsidiary of the Company is not a publicly listed company in the Republic of China, the matters subject to public filing by such subsidiary in accordance with Subparagraph 4 of the previous paragraph shall be done by the Company.</p> <p>A "subsidiary" referred to in this procedure shall be determined in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>Net value referred to in this procedure means shareholders' equity attributable to owners of the Company under the balance sheet prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p>	
Article 13	<p>(Implementation and Amendment)</p> <p>After approval by board resolution, the amendment to this procedure shall be submitted to the supervisors and the shareholders' meeting for approval and implementation. If any director voices any objection that is recorded</p>	<p>(Implementation and Amendment)</p> <p>After approval by board resolution, the amendment to this procedure shall be submitted to the supervisors and the shareholders' meeting for approval and implementation. If any director voices any objection that is recorded or expressed in a written statement, the Company shall</p>	<p>Provision about independent director is added in compliance with regulations and actual operation</p>

	<p>or expressed in a written statement, the Company shall include such objection in the submission to the supervisors and the shareholders' meeting. The same shall be applicable in case of any amendment.</p> <p><u>If a publicly listed company has independent directors, when the endorsement and guarantee procedure is submitted to the Board of Directors for discussion in accordance with the previous paragraph, the opinions of each independent director shall be fully taken into consideration. Any express opinion of consent or objection and the reasons for objection shall be included in the records of board meetings.</u></p>	include such objection in the submission to the supervisors and the shareholders' meeting. The same shall be applicable in case of any amendment.	
Article 14	<p>(Date of Amendment)</p> <p>This procedure was amended on <u>11 June 2014</u>.</p>	<p>(Date of Amendment)</p> <p>This procedure was amended on 11 June 2013.</p>	Describes the date of amendment.

## Attachment 6

### Synnex Technology International Corporation Comparison of Amended Clauses of the Procedure for Fund Lending

Clause	Amended Clause	Original Clause	Reasoning for Amendment
Article 3	<p>(Evaluation Standard for Fund Lending)</p> <p>When the Company engages in any fund lending with any other company due to business dealing, Subparagraph 2, Article 4 shall be complied with. If any fund lending is required due to short-term financing, it shall be limited to the following situations:</p> <p>I. Operational funding requirement by any subsidiary of the Company.</p> <p>II. Operational funding requirement by any invested company that is not a subsidiary and that is evaluated under equity method.</p> <p>Any advance of long-term investment nature provided by the Company to its subsidiary is categorized as long-term investment and is not covered by the scope of fund lending.</p> <p>A “subsidiary” referred to in this procedure shall be determined in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>Net value referred to in this procedure means shareholders’ equity attributable to owners of the <u>parent company</u> under the balance sheet prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p>	<p>(Evaluation Standard for Fund Lending)</p> <p>When the Company engages in any fund lending with any other company due to business dealing, Subparagraph 2, Article 4 shall be complied with. If any fund lending is required due to short-term financing, it shall be limited to the following situations:</p> <p>I. Operational funding requirement by any subsidiary of the Company.</p> <p>II. Operational funding requirement by any invested company that is not a subsidiary and that is evaluated under equity method.</p> <p>Any advance of long-term investment nature provided by the Company to its subsidiary is categorized as long-term investment and is not covered by the scope of fund lending.</p> <p>A “subsidiary” referred to in this procedure shall be determined in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>Net value referred to in this procedure means shareholders’ equity attributable to owners of the Company under the balance sheet prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p>	Wording adjustment in compliance with regulations
Article 13	<p>(Implementation and Amendment)</p> <p>After approval by board resolution, the establishment of this procedure shall be submitted to the supervisors and the shareholders’ meeting for approval and implementation. If any director voices any objection that is recorded or expressed in a written statement, the Company shall include such objection in the submission to the supervisors and the shareholders’ meeting. The same shall be applicable in case of any amendment.</p> <p><u>If a publicly listed company has independent directors, when the Company provides fund lending to any person, the opinions of each independent director shall be fully taken into consideration. Any expressed opinion of consent or objection and the reasons for objection shall be included in the records of board meetings.</u></p>	<p>(Implementation and Amendment)</p> <p>After approval by board resolution, the amendment to this procedure shall be submitted to the supervisors and the shareholders’ meeting for approval and implementation. If any director voices any objection that is recorded or expressed in a written statement, the Company shall include such objection in the submission to the supervisors and the shareholders’ meeting. The same shall be applicable in case of any amendment.</p>	Provision about independent director is added in compliance with regulations and actual operation
Article 14	<p>(Date of Amendment)</p> <p>This procedure was amended on <u>11 June 2014.</u></p>	<p>(Date of Amendment)</p> <p>This procedure was amended on 11 June 2013.</p>	Describes the date of amendment.

## Attachment 7

### Synnex Technology International Corporation

#### Comparison of Amended Clauses of Procedure for Acquisition or Disposal of Assets

Clause	Amended Clause	Original Clause	Reason for amendment
Article 2	(Scope of Application) II. Real Property (including <u>land, housing and building, investment-type real property and land usage right</u> ) and <u>equipment</u> .	(Scope of Application) II. Real Property and Other Fixed Assets	Amendment in accordance with legislation.
Article 3	(Definitions) II. Asset acquired or disposed of through merger, split, acquisition or share transfer in accordance with law: Means assets acquired or disposed of pursuant to merger, split or acquisition in accordance with the Business Merger Act or other laws, or shares of other companies received pursuant to new share issuance in accordance with Paragraph 8, Article 156 of the Company Law (hereinafter "Receipt of Shares"). III. Related parties <u>and subsidiaries: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</u> IV. Professional Appraiser: Means a real property appraiser or other person who is allowed to perform real property and equipment appraisal activities in accordance with law. V. Date of Occurrence of the Fact: Means the transaction contract signature date, payment date, mandated closing date, transfer registration date, date of board resolution or other date on which the transaction counterparty and the transaction amount can be determined, whichever occurs first. However, for investment subject to approval by the competent authority, the above-mentioned date, or the date on which the approval from the competent authority is received, shall apply, whichever occurs first. VI. Investment in Mainland Area: Means Mainland investment engaged in accordance with the Regulations Governing the Approval of Investment or Technical Cooperation in Mainland China by the Investment Review Commission, Ministry of Economic Affairs. VII. "Within one year" referred to in this procedure means one year preceding the date of occurrence of the fact of the relevant transaction. The portion that has been published, for which an appraisal report issued by a professional appraiser or an accountant's opinion has been issued or that has been submitted to and approved by the Board of Directors and recognized by the Supervisors in accordance with the	(Definitions) II. Asset acquired or disposed of through merger, split, acquisition or share transfer in accordance with law: Means assets acquired or disposed of pursuant to merger, split or acquisition in accordance with the Business Merger Act or other laws, or shares of other companies received pursuant to new share issuance in accordance with Paragraph 6, Article 156 of the Company Law (hereinafter "Receipt of Shares"). III. Related Parties: As defined under Financial Accounting Standard No. 6 published by the Accounting Research and Development Foundation of the Republic of China (hereinafter the "Accounting Research and Development Foundation"). IV. Subsidiary: As defined under Financial Accounting Standards No. 5 and No. 7 published by the Accounting Research and Development Foundation. V. Professional Appraiser: Means a real property appraiser or other person who is allowed to perform real property and other fixed asset appraisal activities in accordance with law. VI. Date of Occurrence of the Fact: Means the transaction contract signature date, payment date, mandated closing date, transfer registration date, date of board resolution or other date on which the transaction counterparty and the transaction amount can be determined, whichever occurs first. However, for investment subject to approval by the competent authority, the above-mentioned date, or the date on which the approval from the competent authority is received, shall apply, whichever occurs first. VI. Investment in Mainland Area: Means Mainland investment engaged in accordance with the Regulations Governing the Approval of Investment or Technical Cooperation in Mainland China by the Investment Review Commission, Ministry of Economic Affairs. VIII. "Within one year" referred to in this procedure means one year preceding	Amendment in accordance with legislation.

	<p>regulations may be excluded</p> <p>VIII. The <u>"latest parent company only financial report or individual financial report"</u> referred to in this procedure means the Company's latest financial report that are audited, certified or approved by the accountant.</p> <p>IX. The provision about <u>"10% of total asset"</u> in this procedure shall be calculated based on the amount of total asset under the latest parent company only financial report or individual financial report prepared in accordance with the <u>Regulations Governing the Preparation of Financial Reports by Securities Issuers</u>.</p> <p>X. If the shares of any company covered by this procedure have no face value or if the face value per share is not NT\$10, the provisions about the transaction amount being 20% of the paid-in capital shall be calculated based on 10% of the parent company's interest.</p>	<p>the date of occurrence of the fact of the relevant transaction. The portion that has been published, for which an appraisal report issued by a professional appraiser or an accountant's opinion has been issued or that has been submitted to and approved by the Board of Directors and recognized by the Supervisors in accordance with the regulations may be excluded.</p> <p>IX. The <u>"latest financial statements"</u> referred to in this procedure mean the Company's latest financial statements that are audited, certified or approved by the accountant.</p>	
Article 5	<p>(Procedure for Acquisition and Disposal of Securities Investment)</p> <p>I. Evaluation and Procedure The Company's purchase and sale of securities investment shall be executed in accordance with applicable procedures. The financial department shall provide evaluation reports. The <u>latest parent company only financial report or individual financial report</u> or other relevant information of the target company before the date of occurrence of the fact shall be obtained to serve as the basis of evaluation.</p> <p>II. Procedure for determining transaction terms and authorized amount Each transaction shall be approved by the President or the Chairman. If the amount of any single transaction exceeds NT\$300 Million, it shall be submitted to the Board of Directors for approval. However, the President is authorized to approve fixed-income investment such as term deposit, acceptance bill, commercial draft, negotiable term deposit certificate and <u>domestic money market fund</u>.</p> <p>IV. Expert Opinion If the transaction amount for acquisition or disposal of securities exceeds 20% of the Company's paid-in capital or NT\$300 Million, an accountant shall be asked to provide an opinion about the reasonableness of the transaction price before the date of occurrence of the fact. If the accountant needs to adopt an expert's report, it shall be carried out in accordance with Audit Standards No. 20 published by the Accounting Research and Development Foundation of the Republic of China (hereinafter the <u>"Accounting Research and Development</u></p>	<p>(Procedure for Acquisition and Disposal of Securities Investment)</p> <p>I. Evaluation and Procedure The Company's purchase and sale of securities investment shall be executed in accordance with applicable procedures. The financial department shall provide evaluation reports. The latest financial statements or other relevant information of the target company before the date of occurrence of the fact shall be obtained to serve as the basis of evaluation.</p> <p>II. Procedure for determining transaction terms and authorized amount Each transaction shall be approved by the President or the Chairman. If the amount of any single transaction exceeds NT\$300 Million, it shall be submitted to the Board of Directors for approval. However, the President is authorized to approve fixed-income investment such as term deposit, acceptance bill, commercial draft, negotiable term deposit certificate and bond-type funds.</p> <p>IV. Expert Opinion If the transaction amount for acquisition or disposal of securities exceeds 20% of the Company's paid-in capital or NT\$300 Million, an accountant shall be asked to provide an opinion about the reasonableness of the transaction price before the date of occurrence of the fact. If the accountant needs to adopt an expert's report, it shall be carried out in accordance with Audit Standards No. 20 published by the Accounting Research and Development Foundation, except if the securities</p>	Amendment in accordance with legislation.



	Foundation”), except if the securities have publicly quoted prices in an active market or otherwise provided by the competent authority.	have publicly quoted prices in an active market or otherwise provided by the competent authority.	
Article 6	<p>(Procedure for Acquisition and Disposal of Real Property and <u>Equipment</u>)</p> <p>I. Evaluation and Procedure: The Company’s acquisition and disposal of real property and <u>equipment</u> shall be executed by the Company’s user department and relevant responsible departments in accordance with applicable procedures.</p> <p>II. Procedure for determining transaction terms and authorized amount (II) The acquisition or disposal of <u>equipment</u> shall be done through price consultation, price comparison, price negotiation or tender. (III) If the transaction amount exceeds NT\$15 Million, the President’s approval is required. If the amount exceeds NT\$200 Million, the Chairman’s approval is required. If the amount exceeds NT\$300 Million, the transaction shall be submitted to the Board of Directors for approval.</p> <p>III. Execution Department When the Company acquires or disposes of real property or <u>equipment</u>, after the transaction is approved in accordance with the approval authorization under the previous paragraph, the user department and the management department shall be responsible for the execution of the transaction.</p> <p>IV. Real Property or <u>Equipment</u> Evaluation Report When the Company acquires or disposes of real property or <u>equipment</u>, other than transactions with government authorities, mandated construction on self-owned land, mandated construction on leased land or acquisition or disposal of machines or equipment for business use, if the transaction amount reaches 20% of the Company’s paid-in capital, 10% of the total asset or NT\$300 Million, an appraisal report issued by a professional appraiser shall be acquired before the date of occurrence of the fact and the following rules shall be applied: (I) If a restricted price, specific price or special price is used as reference for the transaction price due to any special reason, such transaction shall first be submitted to and approved by resolution of the Board of Directors. The same procedure shall be repeated in case of any change of transaction terms in the future. (II) If the transaction amount exceeds NT\$100 Million, two or more professional appraisers shall be asked to</p>	<p>(Procedure for Acquisition and Disposal of Real Property and Other Fixed Assets)</p> <p>I. Evaluation and Procedure: The Company’s acquisition and disposal of real property and other fixed assets shall be executed by the Company’s user department and relevant responsible departments in accordance with applicable procedures.</p> <p>II. Procedure for determining transaction terms and authorized amount (II) The acquisition or disposal of other fixed assets shall be done through price consultation, price comparison, price negotiation or tender. (III) If the transaction amount exceeds NT\$15 Million, the President’s approval is required. If the amount exceeds NT\$100 Million, the Chairman’s approval is required. If the amount exceeds NT\$200 Million, the transaction shall be submitted to the Board of Directors for approval.</p> <p>III. Execution Department When the Company acquires or disposes of real property or other fixed asset, after the transaction is approved in accordance with the approval authorization under the previous paragraph, the user department and the management department shall be responsible for the execution of the transaction.</p> <p>IV. Real Property or Other Fixed Asset Evaluation Report When the Company acquires or disposes of real property or other fixed asset, other than transactions with government authorities, mandated construction on self-owned land, mandated construction on leased land or acquisition or disposal of machines or equipment for business use, if the transaction amount reaches 20% of the Company’s paid-in capital, 10% of the total asset or NT\$300 Million, an appraisal report issued by a professional appraiser shall be acquired before the date of occurrence of the fact and the following rules shall be applied: (I) If a restricted price, specific price or special price is used as reference for the transaction price due to any special reason, such transaction shall first be submitted to and approved by resolution of the Board of Directors.</p>	Increase the authorized amount of the President and Chairman respectively, to facilitate actual operational needs.

	<p>provide price appraisals.</p> <p>(III) If the result of appraisal by the professional appraisers has any of the following events, unless the result of appraisal for acquisition of asset is higher than the transaction amount, or the result of appraisal for disposal of asset is lower than the transaction amount, an accountant shall be asked to voice concrete opinions about the reasons for the difference and the appropriateness of the transaction price in accordance with the Audit Standard No. 20 of the Accounting Research and Development Foundation.</p> <p>i. The result of the appraisal and the transaction amount differ from each other by 20% or more of the transaction amount.</p> <p>ii. The results of appraisal by two or more professional appraisers are different from one another by 10% or more of the transaction amount.</p> <p>(IV) The date of issuance of the professional appraiser's report shall be no more than three months from the date of establishment of the contract. However, if the published current value of the same period is used and if the time difference is less than 6 months, the original professional appraiser may issue an opinion.</p>	<p>The same procedure shall be repeated in case of any change of transaction terms in the future.</p> <p>(II) If the transaction amount exceeds NT\$100 Million, two or more professional appraisers shall be asked to provide price appraisals.</p> <p>(III) If the result of appraisal by the professional appraisers has any of the following events, unless the result of appraisal for acquisition of asset is higher than the transaction amount, or the result of appraisal for disposal of asset is lower than the transaction amount, an accountant shall be asked to voice concrete opinions about the reasons for the difference and the appropriateness of the transaction price in accordance with the Audit Standard No. 20 of the Accounting Research and Development Foundation.</p> <p>i. The result of the appraisal and the transaction amount differ from each other by 20% or more of the transaction amount.</p> <p>ii. The results of appraisal by two or more professional appraisers are different from one another by 10% or more of the transaction amount.</p> <p>(IV) The date of issuance of the professional appraiser's report shall be no more than three months from the date of establishment of the contract. However, if the published current value of the same period is used and if the time difference is less than 6 months, the original professional appraiser may issue an opinion.</p>	
Article 7	<p>I. The total amount of investment by the Company and by Company's subsidiary, on each individual basis, shall not exceed 150% of the <u>shareholder's equity attributable to owners of the parent company under the latest parent company only financial report or individual financial report prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers</u> and the amount of investment in any individual securities shall not exceed 150% of the <u>shareholders' equity attributable to owners of the parent company</u> referred to above.</p> <p>II. The total amount of real property held by the Company and the Company's subsidiary other than for business use shall, on each individual basis, not exceed 10% of the <u>shareholder's equity attributable to owners of the parent company under the latest parent company only financial report or</u></p>	<p>I. The total amount of investment by the Company and by Company's subsidiary, on each individual basis, shall not exceed 150% of the net value of the Company under the latest financial statements and the amount of investment in any individual securities shall not exceed 150% of the net value referred to above.</p> <p>II. The total amount of real property held by the Company and the Company's subsidiary other than for business use shall, on each individual basis, not exceed 10% of the net value of the Company under the latest financial statements.</p>	Amendment in accordance with legislation.

	<u>individual financial report prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</u>		
Article 8	<p>(Procedure for Acquisition and Disposal of Membership, Intangible Assets and Other Important Assets)</p> <p>II. Procedure for Determining Transaction Terms and Authorized Amount</p> <p>(II) If the transaction amount exceeds NT\$15 Million, the President's approval is required. If the amount exceeds NT\$200 Million, the Chairman's approval is required. If the amount exceeds NT\$300 Million, the transaction shall be submitted to the Board of Directors for approval</p> <p>IV. Expert Opinion</p> <p>When the amount of transaction of the Company's acquisition or disposal of membership or intangible asset reaches 20% of the Company's paid-in capital or NT\$300 Million, <u>unless it is a transaction with a government agency</u>, an accountant shall be asked to provide an opinion about the reasonableness of the transaction price before the date of occurrence of the fact. The accountant shall act in accordance with Audit Standards No. 20 published by the Accounting Research and Development Foundation.</p>	<p>(Procedure for Acquisition and Disposal of Membership, Intangible Assets and Other Important Assets)</p> <p>II. Procedure for Determining Transaction Terms and Authorized Amount</p> <p>(II) If the transaction amount exceeds NT\$15 Million, the President's approval is required. If the amount exceeds NT\$100 Million, the Chairman's approval is required. If the amount exceeds NT\$200 Million, the transaction shall be submitted to the Board of Directors for approval.</p> <p>IV. Expert Opinion</p> <p>When the amount of transaction of the Company's acquisition or disposal of membership or intangible asset reaches 20% of the Company's paid-in capital or NT\$300 Million, an accountant shall be asked to provide an opinion about the reasonableness of the transaction price before the date of occurrence of the fact. The accountant shall act in accordance with Audit Standards No. 20 published by the Accounting Research and Development Foundation.</p>	Amendment in accordance with legislation and actual operational requirements.
Article 9	<p>(Procedure for Related Party Transactions)</p> <p>II. When the Company acquires any asset referred to under Paragraph 1 of this Article from a related party or dispose of such asset to a related party, <u>other than the trading of government bonds, bonds with buy-back or sell-back conditions, subscription to or redemption of domestic money market fund</u>, the following information shall be submitted to the Board of Directors for approval and to the supervisors for recognition before the transaction contract can be signed and the payment may be made:</p> <p>(I) Purpose, necessity and expected effect of the acquisition or disposal of asset.</p> <p>(II) Reason for selecting a related party as the transaction counterparty.</p> <p>(III) If real property is acquired from a related party, information related to the evaluation of the reasonableness of the contemplated transaction terms in accordance with Subparagraphs (1) and (4), Paragraph 3 of this Article.</p> <p>(IV) The original date on which the related party acquired the asset originally, the price, the transaction counterparty and the relationship to the Company and to the related party.</p> <p>(V) Cash income and expense forecast statement for each month during one year starting from the month of</p>	<p>(Procedure for Related Party Transactions)</p> <p>II. When the Company acquires any asset referred to under Paragraph 1 of this Article from a related party or dispose of such asset to a related party, the following information shall be submitted to the Board of Directors for approval and to the supervisors for recognition before the transaction contract can be signed and the payment may be made:</p> <p>(I) Purpose, necessity and expected effect of the acquisition or disposal of asset.</p> <p>(II) Reason for selecting a related party as the transaction counterparty.</p> <p>(III) If real property is acquired from a related party, information related to the evaluation of the reasonableness of the contemplated transaction terms in accordance with Subparagraphs (1) and (4), Paragraph 3 of this Article.</p> <p>(IV) The original date on which the related party acquired the asset originally, the price, the transaction counterparty and the relationship to the Company and to the related party.</p> <p>(V) Cash income and expense forecast statement for each month during</p>	

	<p>contemplated contract signature and evaluation of the necessity of the transaction and the reasonableness of the utilization of the fund.</p> <p>(VI) Appraisal report issued by a professional appraiser or an accountant's opinion acquired in accordance with the previous Article.</p> <p>(VII) Restrictive terms of the current transaction and other important agreed matters.</p> <p>III. Evaluation of Reasonableness of Transaction Cost</p> <p>(VI) When the Company acquires real property from a related party and if there is any of the following events, it is sufficient to comply with Paragraphs 1 and 2 of this Article about evaluation and procedure and the provisions under Subparagraphs (1), (2) and (3), Paragraph 3 of this Article about the evaluation of the reasonableness of the transaction cost shall not be applicable:</p> <ol style="list-style-type: none"> <li>The related party acquired the real property through succession or donation.</li> <li>The related party signed the contract to acquire the real property more than 5 years before the date of signature of the contract for the current transaction.</li> <li>The real property is acquired through signature of a co-construction contract with the related party <u>or through engaging a related party to build real property, either on the company's own land or on rented land.</u></li> </ol> <p>IV. For equipment for business used that is acquired or disposed of among the Company and its parent company or subsidiary, the Board of Directors may, in accordance with the regulations, authorize the Chairman to make decisions first within a certain amount and then submit the transaction to the next meeting of the Board of Directors for ratification after the fact.</p> <p><u>V. The Company has put in place independent directors in accordance with the regulations. Each independent director's opinions should be fully taken into consideration when a matter is submitted for discussion by the Board of Directors pursuant to Paragraph 2. Any opinion of objection or reservation made by any independent director shall be recorded in the minutes of the board meeting.</u></p>	<p>one year starting from the month of contemplated contract signature and evaluation of the necessity of the transaction and the reasonableness of the utilization of the fund.</p> <p>(VI) Appraisal report issued by a professional appraiser or an accountant's opinion acquired in accordance with the previous Article.</p> <p>(VII) Restrictive terms of the current transaction and other important agreed matters.</p> <p>III. Evaluation of Reasonableness of Transaction Cost</p> <p>(VI) When the Company acquires real property from a related party and if there is any of the following events, it is sufficient to comply with Paragraphs 1 and 2 of this Article about evaluation and procedure and the provisions under Subparagraphs (1), (2) and (3), Paragraph 3 of this Article about the evaluation of the reasonableness of the transaction cost shall not be applicable:</p> <ol style="list-style-type: none"> <li>The related party acquired the real property through succession or donation.</li> <li>The related party signed the contract to acquire the real property more than 5 years before the date of signature of the contract for the current transaction.</li> <li>The real property is acquired through signature of a co-construction contract with the related party.</li> </ol> <p>IV. For machinery and equipment for business used that is acquired or disposed of among the Company and its parent company or subsidiary, the Board of Directors may, in accordance with the regulations, authorize the Chairman to make decisions first within a certain amount and then submit the transaction to the next meeting of the Board of Directors for ratification after the fact.</p>	
Article 13	<p>(Deadline and Content of Public Filing)</p> <p>I. When the Company acquires or disposes of any asset, if there is any of the following events, the relevant information, depending on the nature, shall be</p>	<p>(Deadline and Content of Public Filing)</p> <p>I. When the Company acquires or disposes of any asset, if there is any of the following events, the relevant information, depending on the nature,</p>	Amendment in accordance with legislation.

	<p>completed on the information reporting website designated by the competent authority in accordance with the stipulated format and content within 2 days from the date of occurrence of the fact. Relevant contract, minutes of meetings, record books, appraisal report, accountant's, attorney's or security undertaker's opinion shall be placed in the Company and shall be maintained for at least 5 years, unless otherwise provided by law:</p> <p>(I) Acquisition or disposal of real property from or to a related party or acquisition or disposal of any asset other than real property from or to a related party and the transaction amount reaches 20% of the Company's paid-in capital, 10% of the total asset or NT\$300 Million, except the trading of government bonds or bonds with buy-back or sell-back conditions, <u>subscription to or redemption of domestic money market fund</u>.</p> <p>(IV) Asset transaction other than the previous three subparagraphs or investment in Mainland area with transaction amount reaching 20% of the Company's paid-in capital, 10% of the total asset or NT\$300 Million, except the following events:</p> <ol style="list-style-type: none"> <li>Trading of government bonds.</li> <li>Investment as a professional and trading of securities in domestic and overseas securities exchanges or securities traders' premises <u>or subscription of securities by securities firms, either in the primary market or in accordance with the regulations</u>.</li> <li>Trading of bonds with buy-back or sell-back conditions, <u>subscription or redemption of domestic money market fund</u>.</li> <li>Acquisition or disposal of asset that is in a category equipment for business use, the transaction counterparty is not a related party and the transaction amount does not reach NT\$500 Million.</li> <li>Acquisition of real property through mandated construction on self-owned land, mandated construction on leased land, division of housing following co-construction, profit sharing following co-construction and joint sale following co-construction and the Company expects to inject a transaction amount that is less than NT\$500 Million.</li> </ol>	<p>shall be completed on the information reporting website designated by the competent authority in accordance with the stipulated format and content within 2 days from the date of occurrence of the fact. Relevant contract, minutes of meetings, record books, appraisal report, accountant's, attorney's or security undertaker's opinion shall be placed in the Company and shall be maintained for at least 5 years, unless otherwise provided by law:</p> <p>(I) Acquisition or disposal of real property from or to a related party or acquisition or disposal of any asset other than real property from or to a related party and the transaction amount reaches 20% of the Company's paid-in capital, 10% of the total asset or NT\$300 Million, except the trading of government bonds or bonds with buy-back or sell-back conditions.</p> <p>(IV) Asset transaction other than the previous three subparagraphs or investment in Mainland area with transaction amount reaching 20% of the Company's paid-in capital, 10% of the total asset or NT\$300 Million, except the following events:</p> <ol style="list-style-type: none"> <li>Trading of government bonds.</li> <li>Investment as a professional and trading of securities in domestic and overseas securities exchanges or securities traders' premises.</li> <li>Trading of bonds with buy-back or sell-back conditions.</li> <li>Acquisition or disposal of asset that is in a category machinery and equipment for business use, the transaction counterparty is not a related party and the transaction amount does not reach NT\$500 Million.</li> <li>Acquisition of real property through mandated construction on self-owned land, mandated construction on leased land, division of housing following co-construction, profit sharing following co-construction and joint sale following co-construction and the Company expects to inject a transaction amount that is less than NT\$500 Million.</li> </ol>	
Article 29	(Date of Amendment) This procedure was amended on <u>11 June 2014</u> .	(Date of Amendment) This procedure was amended on 13 June 2012.	Describes date of amendment.

## Attachment 8

### Synnex Technology International Corporation

#### Comparison of Amended Clauses Procedure for Derivative Product Transactions

Clause	Amended Clause	Original Clause	Reason for amendment																				
Article 1	<p>(Basis)</p> <p>This procedure is <u>established in accordance with the legislations of the competent authority and the operational and management requirements.</u></p>	<p>(Basis)</p> <p>This procedure is established in accordance with the letter from the Securities and Futures Commission of the Ministry of Finance (2002) Tai-Cai-Zheng (I) No. 0910006105 dated 10 December 2002.</p>	Describes basis of establishment of the procedure.																				
Article 7	<p>(Procedure)</p> <p>I. Authorized Amount</p> <p>Routine Foreign Exchange Transaction</p> <p>The authorized amount table is established in accordance with the growth of the company’s turnover and risk management and becomes effective after the Chairman’s approval. The table shall also be <u>submitted to the next meeting of the Board of Directors for reference.</u> The same shall be applicable in case of any amendment.</p> <table><tr><td>Authorizing Party</td><td>Single Closing Amount (US\$)</td></tr><tr><td>Chairman</td><td>Above 10 Million</td></tr><tr><td>President</td><td>5 to 10 Million (inclusive)</td></tr><tr><td>Highest-Level Finance Supervisor</td><td>1 to 5 Million (inclusive)</td></tr><tr><td>Finance Manager</td><td>1 Million (below)</td></tr></table> <p>The amount of closing is only allowed after approval from the person for the corresponding amount of authorization. In case of any position in any other currency, it shall be included under the corresponding regulations in the above table.</p>	Authorizing Party	Single Closing Amount (US\$)	Chairman	Above 10 Million	President	5 to 10 Million (inclusive)	Highest-Level Finance Supervisor	1 to 5 Million (inclusive)	Finance Manager	1 Million (below)	<p>(Procedure)</p> <p>I. Authorized Amount</p> <p>Routine Foreign Exchange Transaction</p> <p>The authorized amount table is established in accordance with the growth of the company’s turnover and risk management and becomes effective after the Chairman’s approval. The table shall also be reported to the Board of Directors for reference. The same shall be applicable in case of any amendment.</p> <table><tr><td>Authorizing Party</td><td>Single Closing Amount (US\$)</td></tr><tr><td>Chairman</td><td>Above 10 Million</td></tr><tr><td>President</td><td>5 to 10 Million (inclusive)</td></tr><tr><td>Highest-Level Finance Supervisor</td><td>1 to 5 Million (inclusive)</td></tr><tr><td>Finance Manager</td><td>1 Million (below)</td></tr></table> <p>The amount of closing is only allowed after approval from the person for the corresponding amount of authorization. In case of any position in any other currency, it shall be included under the corresponding regulations in the above table.</p>	Authorizing Party	Single Closing Amount (US\$)	Chairman	Above 10 Million	President	5 to 10 Million (inclusive)	Highest-Level Finance Supervisor	1 to 5 Million (inclusive)	Finance Manager	1 Million (below)	Amendment in accordance with legislation.
Authorizing Party	Single Closing Amount (US\$)																						
Chairman	Above 10 Million																						
President	5 to 10 Million (inclusive)																						
Highest-Level Finance Supervisor	1 to 5 Million (inclusive)																						
Finance Manager	1 Million (below)																						
Authorizing Party	Single Closing Amount (US\$)																						
Chairman	Above 10 Million																						
President	5 to 10 Million (inclusive)																						
Highest-Level Finance Supervisor	1 to 5 Million (inclusive)																						
Finance Manager	1 Million (below)																						
Article 10	<p>(Supervision by the Board of Directors)</p> <p>I. The Board of Directors shall supervise and manage derivative product transactions in accordance with the following principles:</p> <p>(I) Designate high-level supervisors to exercise due care about the supervision and control of the risks of derivative product transactions at all times.</p> <p>(II) Perform regular assessment as to whether the performance of derivative product transactions is consistent with the existing operational strategies and whether the exposure to risk is within the scope tolerated by the Company.</p> <p>II. The high-level person authorized by the</p>	<p>(Supervision by the Board of Directors)</p> <p>I. The Board of Directors shall supervise and manage derivative product transactions in accordance with the following principles:</p> <p>(I) Designate high-level supervisors to exercise due care about the supervision and control of the risks of derivative product transactions at all times.</p> <p>(II) Perform regular assessment as to whether the performance of derivative product transactions is consistent with the existing operational strategies and whether the exposure to risk is within the scope tolerated by the Company.</p>	Amendment in accordance with legislation.																				

	<p>Board of Directors shall manage derivative product transactions in accordance with the following principles:</p> <p>(I) Perform regular assessment as to whether the risk management measures currently used is appropriate and carried out in due compliance with this procedure and applicable legislations.</p> <p>(II) Supervise transactions and profit and loss status. Upon discovery of any anomaly, adopt necessary response measures and report to the Board of Directors immediately. <u>If there are independent directors, the independent directors shall attend the board meeting and voice their opinions.</u></p>	<p>II. The high-level person authorized by the Board of Directors shall manage derivative product transactions in accordance with the following principles:</p> <p>(I) Perform regular assessment as to whether the risk management measures currently used is appropriate and carried out in due compliance with this procedure and applicable legislations.</p> <p>(II) Supervise transactions and profit and loss status. Upon discovery of any anomaly, adopt necessary response measures and report to the Board of Directors immediately.</p>	
Article 17	<p>(Date of Amendment)</p> <p>This procedure was amended on <u>11 June 2014.</u></p>	<p>(Date of Amendment)</p> <p>This procedure was amended on 28 May 2003.</p>	Describes date of amendment.