

Synnex Technology International Corp.

2015 General Shareholders' Meeting

Minute

Agenda for 2015 General Shareholders' Meeting of Synnex Technology International Corp.

- I. Time: 9 a.m., 12 June 2015 (Friday)
- II. Location: Auditorium, 3F, Central Pictures Ba-De Building, No. 260, Section 2, Ba-De Road, Taipei City
- III. Total outstanding Synnex shares : 1,588,520,922 shares
- IV. Total shares represented by shareholders present in person or by proxy : 1,210,250,626 shares Percentage of shares held by shareholders present in person or by proxy : 76.18%
- V. Chairman : Miao Feng-Chiang, the Chairman of the Board of Directors
- VI. Recorder : Lin Shu-Chen
- VII. Directors present : Tu Shu-Wu, Way Yung-Do of Independent Director, Chou The-Chien of Supervisor and Yang Hsiang-Yun of Supervisor
- VIII. Announcement to start meeting
- IX. Chairman's Statements (omitted)
- X. Reports

No. 1

Subject: The Company's 2014 business report is submitted for review.

No. 2

Subject: The supervisor's report on the audit on the Company's 2014 closing statements is submitted for review.(see Attachment 3)

No. 3

Subject: The report on the amendment to the Company's Ethical Corporate Management Best Practice Principles is submitted for review.

Explanation:

1. Certain provisions of the Ethical Corporate Management Best Practice Principles have been amended in accordance with the letter from the Financial Supervisory Commission Jing-Guang-Zheng-Fa-Zhi No. 1030039898 dated 31 October 2014. Please review.
2. See Attachment 4

No. 4

Subject: The report on the establishment of the Company's Code of Conduct is submitted for review.

Explanation:

1. In order to establish ethical guidelines for the Company's engagement of commercial activities, the Code of Conduct has been established in accordance with the Guidelines for the Adoption of Codes of Ethical Conducts for TWSE/GTSM Listed Companies. Please review.
2. See Attachment 5.

XI. Approvals

No. 1 (Proposed by Board of Directors)

Subject: The Company's 2014 closing statements are submitted for approval.

Explanation:

- (1) The Company's 2014 business report and financial statements have been approved by resolution of the board of directors. These statements have been sent to the supervisors for audit. Please refer to Attachment 1 and 3 for relevant information.
- (2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,210,250,626

Voting Results*	% of the total represented share present
Votes in favor : 1,036,638,607 votes (620,240,370 votes)	85.65%
Votes against : 13,410 votes (13,410 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 173,598,609 votes (169,697,920 votes)	14.35%

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

No. 2 (Proposed by Board of Directors)

Subject: The Company's 2014 profit distribution proposal is submitted for approval.

Explanation:

- (1) The Company realized after-tax profit of NT\$5,024,099,325 in 2014. The profit distribution table is provided below. Cash dividend for this year will be distributed with the minimum unit of N\$1 (digits after the decimal point to be ignored). The total number of fractional shares will be included as the Company's other income. In this year's profit distribution, profit realized in 2014 will first be distributed. Any shortfall will then be distributed out of the undistributed profit after 1998.

2014 Profit Distribution Table

Unite: NT\$

Item	
(I) Carry-forward of undistributed profit from previous period	2,391,770,027
Plus: Adjustment for 2014 reserved earnings	9,834,985
Undistributed profit after adjustment	2,401,605,012
(II) Plus: Net profit after tax in current period	5,024,099,325
Minus: Provision of legal reserve	(502,409,933)
Plus: Special reserve	1,965,774,290
Balance distributable for current year	6,487,463,682
Distributable profit in this period	8,889,068,694
(III) Distribution in this period	
Shareholder dividend in cash (\$ 3.3per share)	(5,242,119,043)
Total amount of distribution	(5,242,119,043)
(IV) Carry-forward of undistributed profit at the end of the period into next year	3,646,949,651
Note:	
Distribution of employee bonus (cash)	600,000
Remuneration to directors and supervisors	7,600,000

- (2) Before the record date for cash dividend distribution, if the Company's number of outstanding shares is affected by any share buy-back or any transfer, conversion or cancellation of treasury shares, employee stock options or corporate bonds and if the shareholders dividend distribution ratio is changed accordingly, the board of directors is authorized to make necessary adjustments and has the full discretion to handle relevant matters.

- (3) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,210,250,626

Voting Results*	% of the total represented share present
Votes in favor : 1,037,750,607 votes (621,352,370 votes)	85.75%
Votes against : 14,410 votes (14,410 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 172,485,609 votes (168,584,920 votes)	14.25%

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

XII. Discussions

No. 1 (Proposed by Board of Directors)

Subject: The amendment to certain provisions of the Articles of Incorporation is submitted for discussion.

Explanation:

- (1) It is proposed that certain provisions of the Articles of Incorporation be amended in accordance with the law and the actual requirements of the Company. Please refer to Attachment 6 for the Comparison Table for Amendments to the Articles of Incorporation.
- (2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,210,250,626

Voting Results*	% of the total represented share present
Votes in favor : 1,038,750,362 votes (621,154,125 votes)	85.82%
Votes against : 16,680 votes (16,680 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 171,681,584 votes (167,780,895 votes)	14.18%

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

No. 2 (Proposed by Board of Directors)

Subject: The amendment to certain provisions of the Procedure for Acquisition or Disposal of Assets is submitted for discussion.

Explanation:

- (1) It is proposed that certain provisions of the Procedure for Acquisition or Disposal of Assets be amended to reflect the establishment of an audit committee in accordance with the letter from the Financial Supervisory Commission Jing-Guang-Zheng-Fa-Zhi No. 10200531121 dated 31 December 2013. Please refer to Attachment 7 for the Comparison Table for Amendments of the Procedures for Acquisition or Disposal of Assets .

(2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,210,250,626

Voting Results*	% of the total represented share present
Votes in favor : 1,038,549,921 votes (622,151,684 votes)	85.81%
Votes against : 15,121 votes (15,121 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 171,685,584 votes (167,784,895 votes)	14.19%

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

No. 3 (Proposed by Board of Directors)

Subject: The amendment to certain provisions of the Operational Procedures for Loaning Funds to Others is submitted for discussion.

Explanation:

(1) It is proposed that certain provisions of the Operational Procedures for Loaning Funds to Others be amended to reflect the establishment of an audit committee in accordance with the letter from the Financial Supervisory Commission Jing-Guang-Zheng-Fa-Zhi No. 10200531121 dated 31 December 2013 and actual operational requirements. Please refer to Attachment 8 for the Comparison Table for Amendments of the Operational Procedures for Loaning Funds to Others.

(2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,210,250,626

Voting Results*	% of the total represented share present
Votes in favor : 1,038,548,362 votes (622,150,125 votes)	85.81%
Votes against : 16,680 votes (16,680 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 171,685,584 votes (167,784,895 votes)	14.19%

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

No. 4 (Proposed by Board of Directors)

Subject: The amendment to certain provisions of the Procedures for Endorsement and Guarantee is submitted for discussion.

Explanation:

(1) It is proposed that certain provisions of the Procedure for Endorsements and Guarantees be amended to reflect the establishment of an audit committee in accordance with the letter from the Financial Supervisory

Commission Jing-Guang-Zheng-Fa-Zhi No. 10200531121 dated 31 December 2013. Please refer to Attachment 9 for a Comparison Table for the Amendments of the Procedures for Endorsement and Guarantee.

(2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,210,250,626

Voting Results*	% of the total represented share present
Votes in favor : 1,038,548,362 votes (622,150,125 votes)	85.81%
Votes against : 16,680 votes (16,680 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 171,685,584 votes (167,784,895 votes)	14.19%

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

No. 5 (Proposed by Board of Directors)

Subject: The amendment to certain provisions of the Procedures for Engaging in Derivatives Trading is submitted for discussion.

Explanation:

(1) It is proposed that certain provisions of the Procedures for Engaging in Derivatives Trading be amended to reflect the establishment of an audit committee in accordance with the letter from the Financial Supervisory Commission Jing-Guang-Zheng-Fa-Zhi No. 10200531121 dated 31 December 2013. Please refer to Attachment 10 for the Comparison Table for Amendments of the Procedures for Engaging in Derivatives Trading.

(2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,210,250,626

Voting Results*	% of the total represented share present
Votes in favor : 1,038,548,362 votes (622,150,125 votes)	85.81%
Votes against : 16,680 votes (16,680 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 171,685,584 votes (167,784,895 votes)	14.19%

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

No. 6 (Proposed by the Board of Directors)

Subject: The amendment to certain provisions of the Company's Rules of Procedure for Shareholders Meetings is submitted for discussion.

Explanation:

(1) It is proposed that certain provisions of the Rules of Procedure for

Shareholders' Meetings be amended in accordance with the law and the Company's actual requirements. Please refer to Attachment 11 for the Comparison Table for Amendments of the Rules of Procedure for Shareholders' Meetings.

(2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,210,250,626

Voting Results*	% of the total represented share present
Votes in favor : 1,038,548,362 votes (622,150,125 votes)	85.81%
Votes against : 16,680 votes (16,680 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 171,685,584 votes (167,784,895 votes)	14.19%

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

No. 7 (Proposed by the Board of Directors)

Subject: The amendment to certain provisions of the Company's Rules for Election of Directors and Supervisors is submitted for discussion.

Explanation:

(1) It is proposed that certain provisions of the Company's Rules for Election of Directors and Supervisors be amended in accordance with the law and the Company's actual requirements. Please refer to Attachment 12 for the Comparison Table for Amendments of the Rules for Election of Directors and Supervisors.

(2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,210,250,626

Voting Results*	% of the total represented share present
Votes in favor : 1,020,871,362 votes (604,473,125 votes)	84.35%
Votes against : 16,335 votes (16,335 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 189,362,929 votes (185,462,240 votes)	15.65%

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

XIII. Elections

Subject: Please elect directors to constitute a new term of the board of directors.

(Proposed by the Board of Directors)

Explanation:

(1) The current term of the existing directors and supervisors of the Company

will expire on 12 June 2015. It is proposed that new directors be elected in the 2015 general shareholders' meeting.

- (2) The Company will establish an audit committee in accordance with the law to serve the duties of the existing supervisors. Therefore, it is proposed that 7 new directors be elected, among which 3 shall be independent directors. The new directors will take position after election and the term will be 3 years, from 12 June 2015 to 11 June 2018.
- (3) In accordance with Article 21 of the the Articles of Incorporation and the provisions of the Company Act, new directors will be elected under the system of candidate nomination. The list of director candidates has been approved by the board of directors of the Company on 28 April 2015. For relevant information, please refer to Attachment 13.
- (4) Proceed with election.

Result of Election:

Director :

Number	Name	Votes Received
337	Miau Feng-Chiang	926,260,782
99	Tu Shu-Wu	827,159,935
2	Mitac Inc. Representative Chou The-Chien	808,604,476
2	Mitac Inc. Representative Yang Hsiang-Yun	807,432,581

Independent Director :

Number	Name	Votes Received
A120667***	Chiao, Yu-Cheng	775,770,473
A102716***	Chang, An-Ping	775,298,046
A102143***	Way, Yung-Do	775,051,368

XIV. Other Agenda

Subject: The proposal to waive competition restriction for directors is presented.

Explanation:

- (1) Certain directors of the Company invest in or operate companies with the same or similar business scope as the Company and serve as directors of such companies. Without jeopardizing the Company's interest, it is proposed that the shareholders' meeting approves the waiver for competition restriction for directors of the Company in accordance with Article 209 of the Company Act. If a corporate director changes its designated representative, the waiver shall also be applicable to the new representative.
- (2) The waiver for competitive restriction for the new directors is as follows:

Name	Current position(s) in other companies
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Miau Feng-Chiang	Chairman of Matic Inc. Chairman of Matic International Corp. Chairman of Lien Hwa Industrial Corp. Director of MiTAC Computing Technology Corp. Chairman of UPC Technology Corporation Director of Getac Technology Corp. Director of Winbond Electronics Corp. Director of Taitac Chemical Co., Ltd. Director of BOC Lienhwa Industrial Gases Co., Ltd. Director of MiTAC Information Technology Corp. Chairman of Mitac Holdings Corp. Director of SYNEX Corp.
Tu Shu-Wu	Chairman of Seper Marketing Corp. Director of Digitimes Inc. Director of Harbinger Venture Capital Corp. Director of Bestcom Infotech Corp.
Mitac Inc. Representative Chou The-Chien	Director of MiTAC Inc. Director of National Aerospace Fasteners Corp. Chairman of Tong Da Investment Corp. Director of Harbinger II Venture Capital Co., Ltd. Director of Harbinger III Venture Capital Co., Ltd. Director of Harbinger V Venture Capital Co., Ltd. Director of Harbinger VI Venture Capital Co., Ltd. Director of Harbinger VII Venture Capital Co., Ltd. Director of Lien Jei Investment Co., Ltd. Director of Union Venture Capital Corp. Director of Harbinger Venture Capital Corp.
Mitac Inc. Representative Yang Hsiang-Yun	Director of Tai Lian Investment Corp. Director of Tong Da Investment Corp. Chairman of Lien Yuan Investment Corp. Director of Color food Corp.
Way, Yung-Do	Chairman of Yong Qin Xing ye Co., Ltd. Independent Director of Apex Biotechnology Corp. Director of Vanguard International Semiconductor Corp. Independent Director of Taiwan Cement Co., Ltd. Director of Wangsteak Corp. Independent Director of Far Eastern Department stores Corp. Director of Mitac holdings Corp.
Chang, An-Ping	Vice Chairman of Chia Hsin Cement Corp. Director of Taiwan Cement Co., Ltd Director of China Synthetic Rubber Co., Ltd. Director of Taiwan Prosperity Chemical Corp. Chairman of Chia Hsin Foundation Director of Taiwan Stock Exchange Corp. Director of Cheng Hsin General Hospital Director of cement manufacturing Co. Ltd. Hongkong CEO of L'Hotel de Chine Group
Chiao, Yu- Cheng	CEO & Chairman of Winbond Electronics Corp. Chairman of NUVOTON Co., Ltd. Independent Director of Taiwan Cement Co., Ltd. Director of Walsin Technology Corp. Director of Song Yong Investment Corp. Director of Techdesign Corp.

(3) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,210,250,626

Voting Results*	% of the total represented share present
Votes in favor : 953,835,749 votes (537,437,509 votes)	78.81%
Votes against : 47,678 votes (47,678 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 256,367,199 votes (252,466,513 votes)	21.19%

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

XV. Motion : None

XVI. Adjournment

Attachment 3

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

Liabilities and Equity	Notes	December 31, 2014		December 31, 2013		
		Amount	%	Amount	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 22,632,188	17	\$ 11,469,901	9
1110	Financial assets at fair value through profit or loss - current	6(2)	10,893	-	109,036	-
1125	Available-for-sale financial assets - current	6(3)	1,616,259	1	1,823,764	2
1150	Notes receivable - net	6(5)	6,344,647	5	5,486,421	5
1170	Accounts receivable - net	6(6)	38,707,137	28	39,754,661	32
1180	Accounts receivable - related parties - net	7	263,295	-	121,117	-
1200	Other receivables		8,225,648	6	9,049,054	7
1210	Other receivables- related parties	7	17,254	-	12,197	-
1220	Current tax assets	6(30)	40,047	-	-	-
130X	Inventories	6(7)	31,181,915	23	32,591,311	26
1410	Prepayments		2,774,295	2	1,672,968	1
1470	Other current assets		717,951	-	40,694	-
11XX	Total current assets		<u>112,531,529</u>	<u>82</u>	<u>102,131,124</u>	<u>82</u>
Non-current assets						
1523	Available-for-sale financial assets - noncurrent	6(3)	18,074	-	8,036	-
1543	Financial assets measured at cost - noncurrent	6(4)	1,804,515	1	1,863,586	2
1550	Investments accounted for under the equity method	6(8)	10,081,235	8	8,577,047	7
1600	Property, plant and equipment	6(9)	6,737,367	5	5,847,671	5
1760	Investment property, net	6(10)	1,594,489	1	1,569,244	1
1780	Intangible assets	6(11)	413,243	-	407,761	-
1840	Deferred income tax assets	6(30)	597,910	1	500,495	-
1900	Other non-current assets	6(6)(12)				
		and 8	<u>2,908,975</u>	<u>2</u>	<u>3,549,693</u>	<u>3</u>
15XX	Total non-current assets		<u>24,155,808</u>	<u>18</u>	<u>22,323,533</u>	<u>18</u>
1XXX	Total assets		<u>\$ 136,687,337</u>	<u>100</u>	<u>\$ 124,454,657</u>	<u>100</u>

(Continued)

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

Liabilities and Equity		Notes	December 31, 2014		December 31, 2013	
			Amount	%	Amount	%
Current liabilities						
2100	Short-term borrowings	6(13)	\$ 39,966,358	29	\$ 32,278,077	26
2110	Short-term notes and bills payable	6(14)	6,430,000	5	4,140,000	3
2120	Financial liabilities at fair value through profit or loss - curren	6(2)	4,226	-	1,149	-
2150	Notes payable		950,991	1	400,110	-
2170	Accounts payable		29,571,905	22	29,709,597	24
2180	Accounts payable - related parties	7	176,381	-	26,023	-
2200	Other payables	6(15)	7,360,297	5	7,994,114	7
2220	Other payables - related parties	7	3,716	-	8,922	-
2230	Current income tax liabilities	6(30)	978,815	1	832,080	1
2300	Other current liabilities	6(16)	324,661	-	5,274,005	4
21XX	Total current liabilities		<u>85,767,350</u>	<u>63</u>	<u>80,664,077</u>	<u>65</u>
Non-current liabilities						
2540	Long-term borrowings	6(17)	4,041,750	3	-	-
2570	Deferred income tax liabilities	6(30)	157,212	-	160,350	-
2600	Other non-current liabilities	6(18)	512,364	-	281,836	-
25XX	Total non-current liabilities		<u>4,711,326</u>	<u>3</u>	<u>442,186</u>	<u>-</u>
2XXX	Total liabilities		<u>90,478,676</u>	<u>66</u>	<u>81,106,263</u>	<u>65</u>
Equity attributable to owners of parent						
Share capital						
3110	Share capital - common stock	6(20)	15,885,209	12	15,885,209	13
Capital surplus						
3200	Capital surplus	6(21)	14,331,857	11	14,264,632	11
Retained earnings						
3310	Legal reserve	6(22)	5,594,393	4	5,066,993	4
3320	Special reserve		1,965,774	1	1,670,628	2
3350	Unappropriated retained earnings		7,425,704	5	7,662,176	6
Other equity interest						
3400	Other equity interest	6(23)	123,889	-	(1,965,775)	(2)
31XX	Equity attributable to owners of the parent		<u>45,326,826</u>	<u>33</u>	<u>42,583,863</u>	<u>34</u>
36XX	Non-controlling interest		<u>881,835</u>	<u>1</u>	<u>764,531</u>	<u>1</u>
3XXX	Total equity		<u>46,208,661</u>	<u>34</u>	<u>43,348,394</u>	<u>35</u>
Significant contingent liabilities and unrecognized contract commitments						
		9				
Total liabilities and equity			<u>\$ 136,687,337</u>	<u>100</u>	<u>\$ 124,454,657</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements. See report of independent accountants dated March 16, 2015.

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, 2014		For the year ended December 31, 2013	
		Amount	%	Amount	%
4000					
4000					
5000					
5950					
6100					
6200					
6000					
6900					
7010					
7020					
7050					
7060					
7000					
7900					
7950					
8200					
8310					
8325					
8360					
8370					
8399					
8300					
8500					
8610					
8620					
8710					
8720					
9750					
9850					

The accompanying notes are an integral part of these consolidated financial statements. See report of independent accountants dated March 16, 2015.

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

	Notes	Retained Earnings					Other Equity Interest		Total	Non-controlling interest	Total equity
		Share capital - common stock	Capital Surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Cumulative translation differences of foreign operations	Unrealized gain or loss on available-for-sale financial assets			
For the year ended December 31, 2013											
Balance at January 1, 2013		\$ 15,838,869	\$14,030,505	\$ 4,485,382	\$ 165,580	\$ 7,639,092	(\$ 1,610,859)	\$ 244,495	\$ 40,793,064	\$ -	\$ 40,793,064
Appropriations of 2012 net income	6(22)										
Provision for legal reserve		-	-	581,611	-	(581,611)	-	-	-	-	-
Provision for Special reserve		-	-	-	1,505,048	(1,505,048)	-	-	-	-	-
Distribution of cash dividends		-	-	-	-	(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		-	68,569	-	-	-	-	-	68,569	-	68,569
Common stock issued for employee stock options	6(19)	45,860	163,666	-	-	-	-	-	209,526	-	209,526
Convertible bond conversions	6(17)	480	1,892	-	-	-	-	-	2,372	-	2,372
Non-controlling interest increase		-	-	-	-	-	-	-	-	606,018	606,018
Other comprehensive income for the period	6(23)	-	-	-	-	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>\$ 14,264,632</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>
For the year ended December 31, 2014											
Balance at January 1, 2014		\$ 15,885,209	\$ 14,264,632	\$ 5,066,993	\$ 1,670,628	\$ 7,662,176	(\$ 2,221,534)	\$ 255,759	\$ 42,583,863	\$ 764,531	\$ 43,348,394
Appropriations of 2013 net income	6(22)										
Provision for legal reserve		-	-	527,400	-	(527,400)	-	-	-	-	-
Provision for Special reserve		-	-	-	295,146	(295,146)	-	-	-	-	-
Distribution of cash dividend		-	-	-	-	(4,447,860)	-	-	(4,447,860)	-	(4,447,860)
Change in net assets of the associate and joint ventures accounted for under the equity method		-	67,225	-	-	-	-	-	67,225	-	67,225
Other comprehensive income for the period	6(23)	-	-	-	-	9,835	2,287,452	(197,788)	2,099,499	(113,793)	1,985,706
Net income for 2014		-	-	-	-	5,024,099	-	-	5,024,099	231,097	5,255,196
Balance at December 31, 2014		<u>\$ 15,885,209</u>	<u>\$ 14,331,857</u>	<u>\$ 5,594,393</u>	<u>\$ 1,965,774</u>	<u>\$ 7,425,704</u>	<u>\$ 65,918</u>	<u>\$ 57,971</u>	<u>\$ 45,326,826</u>	<u>\$ 881,835</u>	<u>\$ 46,208,661</u>

The accompanying notes are an integral part of these consolidated financial statements. See report of independent accountants dated March 16, 2015.

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	
		2014	2013
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before income tax for the year		\$ 6,217,233	\$ 6,391,824
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)(28)	288,546	396,278
Amortization	6(11)(12)(28)	54,999	47,842
Provision for bad debts expense	6(6)	306,594	277,169
Net (gain) loss on financial assets/liabilities at fair value through profit	6(2)(26)	(32,785)	3,659
Loss on inventory value decline	6(7)	90,138	175,016
Loss on obsolescence	6(7)	4,596	6,820
Interest expense	6(27)	706,562	578,421
Interest income	6(25)	(776,333)	(589,003)
Dividend income	6(25)	(112,929)	(128,557)
Share of profit of associates and joint ventures accounted for under equity method	6(8)	(1,128,824)	(984,861)
Cash dividends on investments accounted for under equity method		147,115	135,590
Loss on disposal of property, plant and equipment	6(26)	1,284	6,170
Depreciation expense of investment property	6(10)	60,389	66,968
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		134,005	-
Notes and accounts receivable		306,055	400,590
Inventories		1,314,662	(3,485,719)
Other receivables		818,349	(2,714,038)
Prepayments		(1,101,327)	1,929,697
Other current assets		(677,257)	(40,694)
Overdue receivables		(898,185)	(543,992)
Net changes in liabilities relating to operating activities			
Notes and accounts payable		563,547	3,412,402
Other payables		(610,289)	(703,361)
Other current liabilities		47,871	(176,870)
Other non-current liabilities		91,172	(8,802)
Cash generated from operation		5,815,188	4,452,549
Interest paid		(733,169)	(506,594)
Interest received		776,333	589,003
Dividend received		112,929	128,557
Income taxes paid		(922,025)	(1,111,446)
Net cash provided by operating activities		<u>5,049,256</u>	<u>3,552,069</u>

(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	
		2014	2013
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from capital reduction of financial assets carried at cost		\$ 61,606	\$ 94,651
Increase in investments accounted for under the equity method		(23,037)	(969)
Net cash proceeds from change in consolidated entities		-	238,024
Acquisition of fixed assets	6(33)	(984,195)	(1,758,224)
Decrease (increase) in investment property	6(10)	1,574	(55,634)
Proceeds from disposal of fixed assets		6,099	44,596
Acquisition of intangible assets	6(33)	(59,688)	(63,783)
Decrease (increase) in long-term prepaid rents		17,472	(88,569)
Increase in refundable deposits		(21,563)	57,375
Decrease (increase) in restricted time deposits		2,963	(79,962)
Decrease (increase) in time deposits over one year		1,016,544	(1,016,544)
Increase in other non-current assets		(67,391)	(20,656)
Net cash used in investing activities		(49,616)	(2,649,695)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term loans		7,688,281	787,608
Increase in short-term notes and bills payable		2,290,000	160,000
(Decrease) increase in guarantee deposits received		139,356	(90,872)
Increase in long-term loans		4,041,750	-
Proceeds from exercise of employee stock options		-	209,526
Change in non-controlling interest		-	(10,195)
Repayment to Bonds payable		(5,000,000)	(151,800)
Payment of cash dividends	6(21)	(4,447,860)	(3,173,778)
Net cash (used in) provided by financing activities		(4,711,527)	(2,269,511)
Effects of changes in foreign exchange rates		(1,451,120)	(156,974)
(Decrease) increase in cash and cash equivalents		11,162,287	(1,524,111)
Cash and cash equivalents at beginning of the year		11,469,901	12,994,012
Cash and cash equivalents at end of the year		\$ 22,632,188	\$ 11,469,901

The accompanying notes are an integral part of these consolidated financial statements. See report of independent accountants dated March 16, 2015.

Synnex Technology International Corp.

Comparison Table for Amendments of the Ethical Corporate Management Best Practice Principles

Article No.	Article as Amended	Original Article	Reason for Amendment
Article 1	<p>(Purpose of Establishment and Scope of Application)</p> <p>These Principles are adopted to foster a corporate culture of ethics and sound operation.</p> <p><u>These Principles are applicable to the Company, its subsidiaries, any foundation to which the Company's direct or indirect contribution of funds exceed 50% of the total funds received and other institutions or juridical persons which are substantially controlled by the Company (hereinafter the "Business Group").</u></p>	<p>(Purpose of Establishment and Scope of Application)</p> <p>1. Purpose: These Principles are adopted to foster a corporate culture of ethics and sound operation.</p> <p>2. Scope: Synnex Technology International Corp. (hereinafter the "Company"), its subsidiaries, any foundation to which the Company's direct or indirect contribution of funds exceed 50% of the total funds received and other institutions or juridical persons which are substantially controlled by the Company (hereinafter the "Business Group").</p>	Wording amendment
Article 2	<p>(Prohibition against Unethical Conduct)</p> <p>When engaging in commercial activities, directors, supervisors, managers, employees, <u>and mandataries</u> of the Company or persons having substantial control over such companies (hereinafter "Substantial Controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty (hereinafter "Unethical Conduct") for purposes of acquiring or</p>	<p>(Prohibition against Unethical Conduct)</p> <p>When engaging in commercial activities, directors, supervisors, managers, employees of the Company or persons having substantial control over such companies (hereinafter "Substantial Controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty (hereinafter "Unethical Conduct") for purposes of acquiring or maintaining benefits.</p>	Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies

	<p>maintaining benefits.</p> <p>Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees, <u>mandataries</u> or Substantial Controllers or other stakeholders.</p>	<p>Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees, or Substantial Controllers or other stakeholders.</p>	
Article 6	<p>(Prevention Programs)</p> <p>The Company <u>shall</u> in their own <u>ethical</u> management policy clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct ("Prevention Programs"), including operational procedures, guidelines, and training.</p> <p>When establishing the Prevention Programs, the Company shall comply with relevant laws and regulations of the territory where the companies and their business group are operating.</p> <p>In the course of developing the prevention programs, the Company is advised to negotiate with staff, <u>important trading counterparties, or other stakeholders</u>.</p>	<p>(Prevention Programs)</p> <p>The Company in their own management concept and policy in accordance with the previous Article clearly and thoroughly prescribes the specific ethical management practices and the programs to forestall unethical conduct ("Prevention Programs"), including operational procedures, guidelines, and training.</p> <p>When establishing the Prevention Programs, the Company shall comply with relevant laws and regulations of the territory where the companies and their business group are operating.</p> <p>In the course of developing the prevention programs, the Company is advised to negotiate with staff.</p>	<p>Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies</p>
Article 7	<p>(Scope of Prevention Program)</p> <p>When establishing the prevention programs, the Company shall analyze which business activities within their business scope which are possibly at a higher risk of</p>	<p>(Scope of Prevention Program)</p> <p>When establishing the prevention programs, the Company shall analyze which business activities within their business scope which are possibly at a higher risk of</p>	<p>Amendment in reference to the Ethical Corporate Management Best Practice principles for</p>

	<p>being involved in an unethical conduct, and strengthen the preventive measures.</p> <p>The prevention programs adopted by the Company shall at least include preventive measures against the following:</p> <ol style="list-style-type: none"> 1. Offering and acceptance of bribes. 2. Illegal political donations. 3. Improper charitable donations or sponsorship. 4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits. 5. <u>Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights.</u> 6. <u>Engaging in unfair competitive practices.</u> 7. <u>Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and services.</u> 	<p>being involved in an unethical conduct, and strengthen the preventive measures.</p> <p>The prevention programs adopted by the Company shall at least include preventive measures against the following:</p> <ol style="list-style-type: none"> 1. Offering and acceptance of bribes. 2. Illegal political donations. 3. Improper charitable donations or sponsorship. 4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits. 	<p>TWSE/GTSM Listed Companies</p>
<p>Article 8</p>	<p>(Commitment and Execution)</p> <p>The Company and its Business Group shall clearly specify in their rules and external documents the ethical corporate management policies <u>and the commitment</u> by the board of directors and the management on rigorous and thorough implementation <u>of such policies</u>, and shall carry out the policies in internal management and in</p>	<p>(Commitment and Execution)</p> <p>The Company and its Business Group shall clearly specify in their rules and external documents the ethical corporate management policies and the board of directors and the management shall commit to rigorous and thorough implementation of such policies, and shall carry out the policies in internal and external commercial activities.</p>	<p>Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies</p>

	commercial activities.		
Article 9	<p>(Ethical Operation of Commercial Activities)</p> <p>The Company shall engage in commercial activities in a fair and transparent manner <u>based on the principle of ethical management</u>.</p> <p>Prior to any commercial transactions, the Company shall take into consideration the legality of their agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.</p> <p>When entering into contracts with their agents, suppliers, clients, or other trading counterparties, the Company <u>shall include</u> in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.</p>	<p>(Ethical Operation of Commercial Activities)</p> <p>The Company shall engage in commercial activities in a fair and transparent manner.</p> <p>Prior to any commercial transactions, the Company shall take into consideration the legality of their agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.</p> <p>When entering into contracts with any person, it is advisable that the Company includes in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.</p>	<p>Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies</p>
Article 10	<p>(Prohibition against Offer and Acceptance of Bribery)</p> <p>When conducting business, the Company and its directors, supervisors, managers, employees, <u>mandataries</u>, and substantial controllers, may not directly or indirectly offer, <u>promise to offer, request,</u> or accept any improper benefits <u>in whatever form</u> to or from clients, agents, contractors,</p>	<p>(Prohibition against Offer and Acceptance of Bribery)</p> <p>When conducting business, the Company and its directors, supervisors, managers, employees and substantial controllers, may not directly or indirectly offer, promise to offer, request or accept any improper benefits in whatever form, including kickback, commission, facilitation fee, or</p>	<p>Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies</p>

	suppliers, public servants, or other stakeholders.	offer or accept any improper benefits through any channel to or from clients, agents, contractors, suppliers, public servants, or other stakeholders, unless it is consistent with the local legislations of the place of operation.	
Article 11	(Prohibition against Provision of Illegal Political Donation) When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, supervisors, managers, employees, <u>mandataries</u> , and substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.	(Prohibition against Provision of Illegal Political Donation) When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, supervisors, managers, employees and substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.	Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies
Article 12	(Prohibition against Improper Charitable Donation or Sponsorship) When making or offering donations and sponsorship, the Company and its directors, supervisors, managers, employees, <u>mandataries</u> , and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.	(Prohibition against Improper Charitable Donation or Sponsorship) When making or offering donations and sponsorship, the Company and its directors, supervisors, managers, employees and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.	Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies
Article 13	(Prohibition against Unreasonable Present, Hospitality or Other Improper	(Prohibition against Unreasonable Present, Hospitality or Other Improper	Amendment in reference to the Ethical

	Benefit) The Company and its directors, supervisors, managers, employees, <u>mandataries</u> , and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.	Benefit) The Company and its directors, supervisors, managers, employees and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.	Corporate Management Best Practice principles for TWSE/GTSM Listed Companies
<u>Article 14</u>	<u>(Prohibition against Infringement of Intellectual Property Right)</u> <u>The Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.</u>		Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering
<u>Article 15</u>	<u>(Prohibition against Unfair Competition)</u> <u>The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers,</u>		Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause

	<u>territories, or lines of commerce.</u>		numbering
<u>Article 16</u>	<p><u>(Prevention against Damage to Stakeholders by Products or Services)</u></p> <p><u>In the course of research and development, procurement, manufacture, provision, or sale of products and services, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, their products and services. They shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.</u></p>		Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering
<u>Article 17</u>	<p>(Organization and Responsibility)</p> <p>The <u>directors, supervisors,</u></p>	<p>(Organization and Responsibility)</p> <p>The board of directors of the</p>	Amendment in reference to the Ethical

	<p><u>managers, employees, mandataries, and substantial controllers</u> of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, it is advisable that a dedicated unit be responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall report to the board of directors on a regular basis.</p>	<p>Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, it is advisable that a dedicated unit be responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall report to the board of directors on a regular basis.</p>	<p>Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering</p>
Article 18	<p>(Legal Compliance in Business Operation)</p> <p>The Company and its directors, supervisors, managers, employees, <u>mandataries</u>, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.</p>	<p>(Legal Compliance in Business Operation)</p> <p>The Company and its directors, supervisors, managers, employees and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.</p>	<p>Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering</p>
Article 19	<p>(Recusal for Interest)</p> <p>The Company shall adopt policies for preventing conflicts of interest <u>to identify, monitor, and manage risks possibly resulting from unethical</u></p>	<p>(Recusal for Interest by Directors, Supervisors and Managers)</p> <p>The Company shall adopt policies for preventing conflicts of interest and shall</p>	<p>Amendment in reference to the Ethical Corporate Management Best Practice</p>

	<p><u>conduct</u>, and shall also offer appropriate means for directors, supervisors, managers, <u>and other stakeholders attending or present at board meetings</u> to voluntarily explain whether their interests would potentially conflict with those of the company.</p> <p>When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, <u>supervisors, managers, and other stakeholders attending or present at board meetings</u> of the Company, the concerned person <u>shall state the important aspects of the relationship of interest at the given board meeting</u>. If his or her participation <u>is likely to</u> prejudice the interest of the company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director.</p> <p>The directors shall practice self-discipline and must not support one another in improper dealings.</p> <p>The Company's directors, supervisors, managers, <u>employees, mandataries, and substantial controllers</u> shall not take advantage of their positions <u>or influence</u> in the</p>	<p>also offer appropriate means for directors, supervisors and managers to voluntarily explain whether their interests would potentially conflict with those of the company.</p> <p>The directors of the Company shall exercise a high level of self-discipline. When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, of the Company, the concerned person and if his or her participation will prejudice the interest of the company, the concerned person may state his or her opinions and answer questions but may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.</p> <p>The Company's directors, supervisors and managers shall not take advantage of their positions in the companies to obtain improper benefits for themselves, their spouses, parents, children or any other person.</p>	<p>principles for TWSE/GTSM Listed Companies and change of clause numbering</p>
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	companies to obtain improper benefits for themselves, their spouses, parents, children or any other person.		
Article <u>20</u>	<p>(Accounting and Internal Control)</p> <p>The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.</p> <p>The internal audit <u>unit</u> of the Company shall periodically examine the company's compliance with the foregoing systems and prepare audit reports and submit the same to the board of directors. <u>The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.</u></p>	<p>(Accounting and Internal Control)</p> <p>The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.</p> <p>The internal audit staff of the Company shall periodically examine the company's compliance with the foregoing systems and prepare audit reports and submit the same to the board of directors.</p>	Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering
Article <u>21</u>	<p>(Procedure and Guidelines)</p> <p>The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, supervisors, managers, employees, <u>mandataries</u> and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:</p> <ol style="list-style-type: none"> Standards for determining 	<p>(Procedure and Guidelines)</p> <p>The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, supervisors, managers, employees, <u>mandataries</u> and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:</p> <ol style="list-style-type: none"> Standards for determining 	Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering

	<p>whether improper benefits have been offered or accepted.</p> <ol style="list-style-type: none"> 2. Rules for avoiding work-related conflicts of interests and how they should be reported and handled. 3. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business. 4. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct. 5. Handling procedures for violations of these Principles. 6. Disciplinary measures on offenders. 	<p>whether improper benefits have been offered or accepted.</p> <ol style="list-style-type: none"> 2. Rules for avoiding work-related conflicts of interests and how they should be reported and handled. 3. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business. 4. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct. 5. Handling procedures for violations of these Principles. 6. Disciplinary measures on offenders. 	
Article <u>22</u>	<p>(Educational Training and Evaluation)</p> <p><u>The chairperson, general manager, or senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis.</u></p> <p>The Company shall periodically organize training and awareness programs for directors, managers, employees, <u>mandataries</u>, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing</p>	<p>(Educational Training and Evaluation)</p> <p>The Company shall periodically organize training and awareness programs for directors, supervisors, managers, employees and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.</p> <p>The Company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a</p>	<p>Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering</p>

	<p>unethical conduct.</p> <p>The Company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.</p>	<p>clear and effective reward and discipline system.</p>	
Article <u>23</u>	<p>(Whistle-Blowing and Discipline)</p> <p>The Company shall provide a proper whistle-blowing channel and shall duly maintain the confidentiality of the whistle-blower's identity and the content of the reported case.</p> <p>The Company adopts and publishes a well-defined disciplinary and appeal system for handling violations of the ethical corporate management rules, and shall make immediate disclosure on the company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.</p> <p><u>When material misconduct or likelihood of material impairment to the Company comes to its awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors or supervisors in written form.</u></p>	<p>(Whistle-Blowing and Discipline)</p> <p>The Company shall provide a proper whistle-blowing channel and shall duly maintain the confidentiality of the whistle-blower's identity and the content of the reported case.</p> <p>The Company adopts and publishes a well-defined disciplinary and appeal system for handling violations of the ethical corporate management rules, and shall make immediate disclosure on the company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.</p>	<p>Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering</p>
Article <u>24</u>	<p>(Information Disclosure)</p> <p>The Company shall disclose the implementation of its ethical</p>	<p>(Information Disclosure)</p> <p>The Company shall disclose the implementation of its</p>	<p>Amendment in reference to the Ethical</p>

	<p>corporate management on its company website, annual report, and prospectus.</p>	<p>ethical corporate management on its company website, annual report, and prospectus.</p>	<p>Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering</p>
<p>Article <u>25</u></p>	<p>(Review and Amendment to Ethical Corporate Management <u>Policy and Measure</u>)</p> <p>The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage their directors, supervisors, managers, and employees to make suggestions, based on which the adopted ethical corporate management <u>policies and measures</u> taken will be reviewed and improved with a view to achieving better <u>implementation</u> of ethical management.</p>	<p>(Review and Amendment to ethical Corporate Management Guidelines)</p> <p>The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage their directors, supervisors, managers, and employees to make suggestions, based on which the adopted ethical corporate management taken will be reviewed and improved with a view to achieving better ethical management.</p>	<p>Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering</p>

<p>Article <u>26</u></p>	<p>(Implementation) The ethical corporate management best practice principles of the Company shall be implemented after the board of directors grants the approval, <u>and shall be sent to the supervisors and reported at a shareholders' meeting.</u> The same procedure shall be followed when the principles have been amended. <u>When the ethical corporate management best practice principles are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.</u> <u>If the Company has established an audit committee, the provisions regarding supervisors in these Principles shall apply mutatis mutandis to the audit committee.</u></p>	<p>(Implementation) The ethical corporate management best practice principles of the Company shall be implemented after the board of directors grants the approval. The same procedure shall be followed when the principles have been amended.</p>	<p>Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering</p>
<p>Article <u>27</u></p>	<p>(Date of Establishment <u>and Amendment</u>) These Principles were established on 17 March 2011. <u>The first amendment was made on 16 March 2015.</u></p>	<p>Article 24 (Date of Establishment) These Principles were established on 17 March 2011.</p>	<p>Add amendment and date</p>

Synnex Technology International Corp.**Code of Conduct****Article 1. Purpose and Scope of Application**

Synnex Technology International Corp. (hereinafter the “Company”) and its directors, managers and employees operate business activities throughout the world with the highest ethical standards. This Code of Conduct is established as guidelines for compliance and maintenance.

This Code of Conduct includes personal responsibilities and group responsibilities, as well as the guidelines for the responsibilities of the Company, the general public and other stakeholders. The purpose is to prevent the occurrence of improper conduct and to procure that the conduct will be consistent with the following requirements:

1. Honesty and ethics.
2. Avoidance of conflict of interest.
3. Prevention of seeking personal interest.
4. Caring for employees.
5. Maintenance of trade secrets.
6. Treatment of the Company’s clients and suppliers in a fair manner.
7. Protection of the Company’s assets and proper and effective use thereof.
8. Compliance with legal regulations.
9. Prohibition against insider trading.
10. No corruption and no bribery.
11. Implementation of environmental protection and establishment of a healthy and safe work environment.

Article 2. Honesty and Diligence

The directors, managers and all employees of the Company shall fulfill the duties of honesty and diligence. Honesty means no falsification or fraud. Diligence means compliance with commonly recognized rules of business practice, including the handling of actual or obvious conflict of interest between personal and professional domains in a fair manner.

Article 3. Avoidance of Seeking Personal Interest and Prevention of Conflict of Interest

Conflict of personal interest exists when a choice must be made between the personal interest (financial or otherwise) of a director, manager or employee and the interest of the Company. A conflict of interest may result in a challenge to the Company’s reputation. It is strictly prohibited to place personal gains and interests before the Company’s interest. Therefore, all directors, managers and employees have the responsibility to seek the best interest for the Company and to avoid the occurrence of any conflict of interest.

If a challenge is raised against any person’s fairness or objectivity due to specific interest or family relationship (including any position held by any lineal or other family member within any competitor of the Company), a report shall be filed with the direct supervisor or the Company’s audit department. Any one who is aware of any transaction or relationship that may cause a conflict of interest should immediately discuss it with the audit department of the Company.

If a potential conflict of interest involves a manager or director, a direct investigation will be conducted by the board of directors of the Company. If the event involves other employees, it will be handled in

accordance with the internal regulations of the Company.

Article 4. Company Opportunities

When opportunities arise, the directors, managers and employees have the obligation to promote the Company's legal interest. No one should seek any profit for oneself or any friend or family member by taking advantage of any opportunity discovered through the use of the Company's asset, information or position (except for opportunities learned in the course of ordinary business and with the Company's consent). Also, all persons are prohibited from competing with the Company, unless such competition has been disclosed to and approved in writing by the responsible department of the Company.

Article 5. Full, Fair, Precise, Timely and Understandable Disclosure

It is essential that the Company's accounts, financial statements and records reflect the corresponding transactions and asset dispositions in a full, fair, precise and timely manner. Any director, manager or employee who participates in the Company's disclosure procedure will be required to familiarize themselves with the disclosure regulations applicable to the scope of duties and shall make his/her best efforts to ensure that disclosure made to the Securities and Futures Bureau, Financial Supervisory Commission (hereinafter the "Securities and Futures Bureau") and other publicly disclosed documents are stated in a full, fair, precise, timely and understandable manner. Each person who participates in the preparation of the Company's financial statements must consistently prepare such statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and generally accepted accounting principles in order for such statements to reflect the Company's operational transactions and financial status in a correct, fair and full manner.

Article 6. Compliance with Laws and Charters

Everyone has the responsibility to know about and to understand the legislations applicable to his/her job duties (including insider-trading regulations) and to comply with the text and spirits of the law, as well as the highest standards of commercial conduct. In addition, everyone should avoid actual breach or even any conduct that is obviously inappropriate and shall consider that, if such act of breach is publicized, how the general public will view the Company. Any one who has any question about the law or ethics should consult his/her direct supervisor or the Company's legal counsel.

Article 7. Complaint and Anti-Reprisal Protection Measures

Any one who engages in or learns about any conduct or event in breach of the Code of Conduct or any relevant regulation has the responsibility to file an immediate report with his/her direct supervisor or the audit department of the Company. Whistleblowing may be made on anonymous basis, provided that relevant information should be provided in full in order to facilitate the Company's verification. The Company has established a procedure for submitting accounting, internal control and audit related reports (as well as other information of concern raised by non-executive directors) to the board of directors. No one will suffer any reprisal or threat due to reporting any suspicious event that may be in violation of the Code or securities exchange regulations or any other illegal event. Any person who suffers any reprisal, threat or warning should file an immediate report to the direct supervisor or the audit department of the Company.

Article 8. Imposition of Responsibility

Each director, manager and employee has the responsibility to read carefully, understand and comply with this Code of Conduct. Any question should be clarified. In case of any breach of this Code of Conduct (including any supervisor's failure to detect the breach) may be subject to disciplinary sanction. Serious cases may even lead to dismissal. It is important to understand these regulations in relation to the breach of the Company's policies, civil liabilities, compensation and even criminal offenses. Any question should be raised with the direct supervisor or the responsible department of the Company.

Article 9. Confidentiality

Directors, managers and employees should keep confidential any information of the Company or its client for product purchase (sale), other than authorized disclosure or disclosure in accordance with law. Information that should be kept confidential includes all non-public information that may be used by a competitor or that may cause damage to the Company or the clients after disclosure.

Article 10. Waiver and Amendment

In certain situations, the Company may waive the application of this Code of Conduct to any director, manager or employee. The waiver for any director, manager or employee must be approved by the board of directors in exceptional manners. The Company will disclose the scope and reasons for such waivers to its shareholders and in public information as soon as possible and in any event no later than when the following regularly filing obligation occurs.

This Code of Conduct is to govern the basic principles and policies for the performance of duties by the Company's directors, managers and employees and is not intended to provide any right to any employee, client, supplier, competitor, shareholder or any third party. This Code of Conduct is only for internal use within the Company and does not represent the Company's opinion about any fact or legal conduct. This Code of Conduct shall be implemented following the approval by the board of directors and submitted to each supervisor and the shareholders meeting. The same shall be applicable in case of any amendment.

Synnex Technology International Corporation
Comparison Table for Amendments to the Articles of Incorporation

Article No.	Article as Amended	Original Article	Reason for Amendment
<p>Chapter 4 Article 21</p>	<p>Directors The Company shall have <u>7-9</u> Directors, out of which at least <u>3</u> must be Independent Directors.</p> <p>Election of directors of the Company shall be conducted in accordance with the candidate nomination system and procedures stipulated in the Company Act. Shareholders shall choose from among the nominees listed in the roster of director candidates.</p> <p>Election of directors shall be held in accordance with Article 198 of the Company Act. Independent and non-independent director elections shall be held at the same time, with elected seats calculated separately. The candidates with the prevailing number of votes will be elected as independent and non-independent directors.</p>	<p>Director and Supervisor The Company shall have 5-7 Directors, 2 Supervisors, out of which at least 2-3 must be Independent Directors.</p> <p>Elections of directors and supervisors of the Company shall be conducted in accordance with the candidate nominated stipulated in the Company Act. Shareholders shall choose from among the nominees listed in the roster of director and supervisor candidates. The aforementioned election method shall be implemented in 2015 when the directors and supervisors' terms of office are completed.</p> <p>Election of directors shall be held in accordance with Article 198 of the Company Act. Independent and non-independent director elections shall be held at the same time, with elected seats calculated separately. The candidates with the prevailing number of votes will be elected as independent and non-independent directors.</p>	<p>Amended in response to the establishment of the audit committee, which replaces the function of supervisors, in accordance with relevant laws and regulations.</p>
<p><u>Article 21-1</u></p>	<p><u>The Company establishes an audit committee pursuant to Article 14-4 of the Securities and Exchange Act. The audit committee shall be made up of</u></p>		<p>Amended in response to the establishment of the audit</p>

	<p><u>all the independent directors.</u></p> <p><u>The audit committee or the committee members are responsible for exercising duties and power of a supervisor as stipulated under the Company Act, the Securities and Exchange Act and other laws and regulations.</u></p>		<p>committee and in accordance with relevant laws and regulations.</p>
Article 22	<p>The term of office of a director is three (3) years, but may be re-elected thereafter.</p>	<p>The term of office of a director and a supervisor is three (3) years, but both the director and the supervisor may be re-elected thereafter.</p>	<p>Amended in response to the removal of supervisors.</p>
Article 23	<p>The Company's directors shall be elected by the shareholders from candidates with capacity to undertake juridical acts. Once elected, the directors may pass a resolution to purchase liability insurance for the Company's directors. Directors' compensation shall be decided by the board of directors based on comparable industry standard; the total number of registered shares of the Company owned by all directors shall be governed by the standard stipulated in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios of Public Companies" enacted by the competent authority.</p>	<p>The Company's Directors and Supervisors shall be elected by the Shareholders from candidates with capacity to undertake juridical acts. Once elected, the directors may pass a resolution to purchase liability insurance for the Company's directors. Directors' and Supervisors' compensation shall be decided by the board of directors based on comparable industry standard; the total number of registered shares of the Company owned by all directors and supervisors shall be governed by the standard stipulated in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios of Public Companies" enacted by the competent authority.</p>	<p>Amended in response to the removal of supervisors.</p>
Article 26	<p>Except for the first meeting of each term of the newly elected board of directors which shall be convened by the director who has received the most votes at the election of directors, board</p>	<p>Except for the first meeting of each term of the newly elected board of directors which shall be convened by the director who has received the most votes at the election of directors, board</p>	<p>Amended in response to the removal of supervisors and to comply with</p>

	<p>of directors meetings shall be convened by the Chairman of the Board, <u>who shall preside over the meeting.</u> The convener shall provide notice of subjects to be discussed at the meeting at least 7 days prior to each meeting to all the directors. In case of emergency, a meeting may be convened anytime without regard to the notice requirements stated above. The aforementioned convening notice shall be made in writing or via e-mail or fax. Board of directors meeting may be held within or outside of Taiwan (ROC).</p>	<p>of directors meetings shall be convened by the Chairman of the Board. The convener shall provide notice of subjects to be discussed at the meeting at least 7 days prior to each meeting to all the directors and supervisors. Any director can give written statement prior or after the meeting to waive their right in regard to the notice; In case of emergency, a meeting may be convened anytime without regard to the notice requirements stated above. The aforementioned convening notice shall be made in writing or via e-mail or fax. Board of directors meeting may be held within or outside of Taiwan (ROC).</p>	<p>corporate governance.</p>
Article 32	<p><u>(Deleted).</u></p>	<p>The Supervisor, in addition to fulfilling duties according to law, may attend meetings of the board of directors to voice his opinions, but cannot participate in a vote.</p>	<p>Amended in response to the removal of supervisor.</p>
Article 37	<p>The Company's fiscal year shall be from January 1st to December 31st of each year. At the end of every fiscal year, the board of directors shall prepare and cause to be made, the following listed reports, and they shall be tabled for approval at the annual shareholders' meeting:</p> <ol style="list-style-type: none"> 1. Business Report; 2. Financial Statements; 3. Proposal for distribution of profits, or proposal for deficit compensation. 	<p>The Company's fiscal year shall be from January 1st to December 31st of each year. At the end of every fiscal year, the Board of Directors shall prepare and cause to be made, the following listed reports. The reports shall be delivered to the supervisor at least 30 days before the annual shareholders' meeting for examination, after which They shall be tabled for approval at the annual shareholders' meeting:</p> <ol style="list-style-type: none"> 1. Business Report; 	<p>Amended in response to the removal of supervisors.</p>

		<p>2. Financial Statements;</p> <p>3. Proposal for distribution of profits, or proposal for deficit compensation.</p>	
Article 41	<p>This Articles of Incorporation was established on September 1, 1988 by unanimous agreement of the Promoters. It became officially effective after submission and receiving approval from competent authority; the same shall apply to any amendments thereafter.</p> <p>1st amendment: September 27, 1990. 2nd amendment: June 18, 1991. 3rd amendment: April 6, 1992. 4th amendment: March 18, 1993. 5th amendment: October 22, 1993. 6th amendment: May 11, 1994. 7th amendment: May 20, 1995. 8th amendment: March 28, 1996. 9th amendment: April 18, 1997. 10th amendment: April 18, 1997. 11th amendment: May 13, 1998. 12th amendment: May 7, 1999. 13th amendment: May 2, 2000. 14th amendment: May 11, 2001. 15th amendment: May 21, 2002. 16th amendment: May 28, 2003. 17th amendment: June 10, 2005. 18th amendment: June, 13, 2007. 19th amendment: June 11, 2008. 20th amendment: June 17, 2010. 21st amendment: June 10, 2011. 22nd amendment: June 13, 2013. 23rd amendment: June 11, 2014. <u>24th amendment: June 12, 2015.</u></p>	<p>This Articles of Incorporation was established on September 1, 1988 by unanimous agreement of the Promoters. It became officially effective after submission and receiving approval from competent authority; the same shall apply to any amendments thereafter.</p> <p>1st amendment: September 27, 1990. 2nd amendment: June 18, 1991. 3rd amendment: April 6, 1992. 4th amendment: March 18, 1993. 5th amendment: October 22, 1993. 6th amendment: May 11, 1994. 7th amendment: May 20, 1995. 8th amendment: March 28, 1996. 9th amendment: April 18, 1997. 10th amendment: April 18, 1997. 11th amendment: May 13, 1998. 12th amendment: May 7, 1999. 13th amendment: May 2, 2000. 14th amendment: May 11, 2001. 15th amendment: May 21, 2002. 16th amendment: May 28, 2003. 17th amendment: June 10, 2005. 18th amendment: June, 13, 2007. 19th amendment: June 11, 2008. 20th amendment: June 17, 2010. 21st amendment: June 10, 2011. 22nd amendment: June 13, 2013. 23rd amendment: June 11, 2014.</p>	<p>To provide date and number of times of amendment.</p>

Synnex Technology International Corporation
Comparison Table for Amendments of the Procedures for
Acquisition or Disposal of Assets

Article No.	Article as Amended	Original Article	Description
Article 3	(Definition of terms) No amendments from 1 to 6. 7. The term “within one (1) year” as set forth in this Procedure refers to the year preceding the date of occurrence of the current transaction. Items that have been announced or for which an appraisal report provided by a professional appraiser or a CPA’s opinion have been obtained, or items which have been submitted to the <u>Audit Committee</u> and the board of directors for approval pursuant to the regulations need not be counted.	(Definition of terms) 7. The term “within one (1) year” as set forth in this Procedure refers to the year preceding the date of occurrence of the current transaction. Items that have been announced or for which an appraisal report provided by a professional appraiser or a CPA’s opinion have been obtained, or items which have been submitted to the board of directors for approval and recognized by the supervisors pursuant to the regulations need not be counted.	Amended in response to the establishment of the audit committee, which replaces the function of supervisors, pursuant to the laws and regulations.
Article 9	(Related Party Transactions) 2. When the Company intends to acquire or dispose of assets as set forth in Article 1 herein from a related party, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been <u>approved by the audit committee and submitted to the board of directors for approval</u> : (1) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. (2) The reason for choosing the related party as a trading counterparty.	(Related Party Transactions) 2. When the Company intends to acquire or dispose of assets set as set forth in Article 1 herein from a related party, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the supervisors : (1) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. (2) The reason for choosing the related party as a trading counterparty. (3) With respect to the	Same as above.

	<p>(3) With respect to the acquisition of real property from a related party, information regarding the reasonableness of the preliminary transaction terms in accordance with Subparagraphs 1 and 4 of Paragraph 3 of this Article.</p> <p>(4) The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship with the company and the related party.</p> <p>(5) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract; and evaluation on the necessity of the transaction and reasonableness of the funds utilization.</p> <p>(6) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding Article.</p> <p>(7) Restrictive covenants and other important stipulations associated with the transaction.</p> <p>3. Evaluation of the reasonableness of the transaction costs</p> <p>(1) When the Company acquires real property from a related party, the reasonableness of the transaction costs shall be evaluated by the following means:</p> <p>1. Based upon the related party's transaction price plus necessary interest on</p>	<p>acquisition of real property from a related party, information regarding the reasonableness of the preliminary transaction terms in accordance with Subparagraphs 1 and 4 of Paragraph 3 of this Article.</p> <p>(4) The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship with the company and the related party.</p> <p>(5) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract; and evaluation on the necessity of the transaction and reasonableness of the funds utilization.</p> <p>(6) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding Article.</p> <p>(7) Restrictive covenants and other important stipulations associated with the transaction.</p> <p>3. Evaluation of the reasonableness of the transaction costs</p> <p>(1) When the Company acquires real property from a related party, the reasonableness of the transaction costs shall be evaluated by the following means:</p> <p>1. Based upon the related party's transaction price plus necessary interest on</p>	
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funding and the costs that must be borne by the buyer by law. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.

2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been seventy percent (70%) or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one (1) year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties.

(2) Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with any of the means listed in the preceding

funding and the costs that must be borne by the buyer by law. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.

2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been seventy percent (70%) or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one (1) year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties.

(2) Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with any of the means listed in the preceding

	<p>paragraph.</p> <p>(3) The Company that acquires real property from a related party and appraises the cost of the real property in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article shall also engage a CPA to verify the appraisal and render a specific opinion.</p> <p>(4) When the results of the Company's appraisal conducted in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article are uniformly lower than the transaction price, the matter shall be processed in compliance with Subparagraph 5 of Paragraph 3 of this Article. However, under the following circumstances where an objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser as well as from a CPA, this restriction shall not apply:</p> <ol style="list-style-type: none">1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:<ol style="list-style-type: none">(1) Where undeveloped land is appraised in accordance with the means set forth in Subparagraphs 1 and 2 of Paragraph 3 of this Article, and where the housing structures are valued in excess of the actual transaction price according	<p>paragraph.</p> <p>(3) The Company that acquires real property from a related party and appraises the cost of the real property in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article shall also engage a CPA to verify the appraisal and render a specific opinion.</p> <p>(4) When the results of the Company's appraisal conducted in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article are uniformly lower than the transaction price, the matter shall be processed in compliance with Subparagraph 5 of Paragraph 3 of this Article. However, under the following circumstances where an objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser as well as from a CPA, this restriction shall not apply:</p> <ol style="list-style-type: none">1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:<ol style="list-style-type: none">(1) Where undeveloped land is appraised in accordance with the means set forth in Subparagraphs 1 and 2 of Paragraph 3 of this Article, and where the housing structures are valued in excess of the actual transaction price according	
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to the sum of the related party's construction cost and reasonable construction profit. The reasonable construction profit referred herein shall mean the average gross operating profit margin of the related party's construction division over the most recent three (3) years or the most recent gross profit margin for the construction industry as announced by the Ministry of Finance, whichever is lower.

(2) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.

(3) Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.

2. Where the Company acquiring real property from a related party provides evidence that the

to the sum of the related party's construction cost and reasonable construction profit. The reasonable construction profit referred herein shall mean the average gross operating profit margin of the related party's construction division over the most recent three (3) years or the most recent gross profit margin for the construction industry as announced by the Ministry of Finance, whichever is lower.

(2) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.

(3) Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.

2. Where the Company acquiring real property from a related party provides evidence that the terms of the transaction

terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions for neighboring parcels of land mentioned above in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters, or parcels that are close in value based on publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than fifty percent (50%) of the property in the planned transaction. The term, "within the preceding year" mentioned above, refers to the year preceding the date of occurrence of the acquisition of the real property.

(5) Where the Company acquires real property from a related party and the results of appraisals conducted in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article are uniformly lower than the transaction price, the following steps shall be taken.

1. A special reserve shall be set aside in accordance with Paragraph 1 of Article 41 of the Securities and Exchange Act against the

are similar to the terms of transactions completed for the acquisition of neighboring parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions for neighboring parcels of land mentioned above in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels that are close in value based on publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than fifty percent (50%) of the property in the planned transaction. The term, "within the preceding year" mentioned above, refers to the year preceding the date of occurrence of the acquisition of the real property.

(5) Where the Company acquires real property from a related party and the results of appraisals conducted in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article are uniformly lower than the transaction price, the following steps shall be taken.

1. A special reserve shall be set aside in accordance with Paragraph 1 of Article 41 of the Securities and Exchange Act against the difference between the

	<p>difference between the real property transaction price and the appraised cost, which may not be distributed or used for capital increase or issuance of bonus shares.</p> <p>2. The <u>audit committee</u> shall comply with Article 218 of the Company Act.</p> <p>3. Actions taken pursuant to Point 1 and Point 2 above shall be reported to the shareholders meeting, and the details of the transaction shall be disclosed in the annual report and the investment prospectus.</p> <p>Where the Company has set aside a special reserve as set forth above, the Company may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and with consent of the competent authority.</p>	<p>real property transaction price and the appraised cost, which may not be distributed or used for capital increase or issuance of bonus shares.</p> <p>2. The supervisors shall comply with Article 218 of the Company Act.</p> <p>3. Actions taken pursuant to Point 1 and Point 2 above shall be reported to the shareholders meeting, and the details of the transaction shall be disclosed in the annual report and the investment prospectus.</p> <p>Where the Company has set aside a special reserve as set forth above, the Company may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and with consent of the competent authority.</p>	
Article 15	<p>(Objection of directors)</p> <p>Where the Company's acquisition or disposal of assets pursuant to this Procedure or other laws and regulations requires the approval of the board of directors, in the event of any objections from any director which is recorded or is expressed in writing, the Company shall submit such objection to the <u>audit committee</u>.</p>	<p>(Objection of directors)</p> <p>Where the Company's acquisition or disposal of assets pursuant to this Procedure or other laws and regulations requires the approval of the board of directors, in the event of any objections from any director which is recorded or is expressed in writing, the Company shall submit such objection to each supervisor.</p>	Same as above.

Article 18	<p>(Implementation and Amendment)</p> <p>With consent of the audit committee and upon approval by the board of directors, this Procedures, and any amendments hereto, shall be submitted to the shareholders' meeting for approval. In the event of any objections from any director which is recorded or expressed in writing, the Company shall submit such objection to the <u>audit committee</u>.</p>	<p>(Implementation and Amendment)</p> <p>Upon approval by the board of directors, this Procedures, and any amendments hereto, shall be notified to each supervisor and submitted to shareholders' meeting for approval. In the event of any objections from any director which is recorded or expressed in writing, the Company shall submit such objection to each supervisor.</p>	Same as above.
Article 19	<p>(Date of Amendment)</p> <p>The Procedure is amended on <u>June 12, 2015</u>.</p>	<p>(Date of Amendment)</p> <p>The Procedure is amended on June 11, 2014.</p>	To specify the date of amendment

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION
Comparison Table for Amendments of the Operational Procedures for
Loaning Funds to Others

Article No.	Article as Amended	Original Article	Reason for Amendment
Article 5	(Duration of loans and calculation of interest) 1. The duration of each loan shall be <u>limited to one (1) year</u> .	(Duration of loans and calculation of interest) 1. The duration of each loan shall be in principle no more than one (1) year. In the event of any business need or special circumstance, the duration of the loan shall be extended based on actual conditions upon approval by the board of directors.	Amended in accordance with relevant laws and regulations.
Article 8	(Directions for making loans to others) 1. The Company shall prepare a record for its loan activities and truthfully record the following information: borrower, amount, date of approval by the board of directors, lending/borrowing date, and matters to be carefully evaluated. 2. The internal auditors of the Company shall audit the Operational Procedures for Loan Extension to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify the <u>audit committee</u> in writing of any material violation found. 3. If, as a result of a change in circumstances, an entity for which an endorsement/guarantee is made does not meet the requirements of the Procedures or the loan balance exceeds the limit, a rectification plan shall be prepared and submitted to the <u>audit committee</u> , and such rectification shall be completed	(Directions for making loans to others) 1. The Company shall prepare a record for its loan activities and truthfully record the following information: borrower, amount, date of approval by the board of directors, lending/borrowing date, and matters to be carefully evaluated. 2. The internal auditors of the Company shall audit the Operational Procedures for Loan Extension to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify all the supervisors in writing of any material violation found. 3. If, as a result of a change in circumstances, an entity for which an endorsement/guarantee is made does not meet the requirements of the Procedures or the loan balance exceeds the limit, a rectification plan shall be prepared and submitted to all the supervisors , and such rectification shall be completed	In response to the establishment of the audit committee, amended by relevant laws and regulations.

	<p>according to the timeframe set out in the plan.</p> <p>4. The Company shall evaluate the status of its loans of funds and reserve sufficient allowance for bad debts. The Company shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.</p>	<p>according to the timeframe set out in the plan.</p> <p>4. The Company shall evaluate the status of its loans of funds and reserve sufficient allowance for bad debts. The Company shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.</p>	
Article 13	<p>(Implementation and amendment) <u>With consent of the audit committee and approval by the board of directors</u>, the Procedures shall be implemented upon approval by the shareholders' meeting. In the event of any objections from any directors which is recorded or expressed in writing, the Company shall submit such objections to the <u>audit committee</u> as well as the shareholders' meeting for discussion. The same shall apply to any amendments to the Procedures.</p> <p>When submitting to the board of directors the Operational Procedures for Loaning Funds to Others for deliberation pursuant to the preceding paragraph, the opinions of each independent director shall be taken into full consideration. Any assenting opinion or specific objections and reasons for objections from independent directors shall be included in the minutes of the board of directors' meeting.</p>	<p>(Implementation and amendment) Upon approval by the board of directors and notification to each supervisor, the Procedures shall be implemented upon approval by the shareholders' meeting. In the event of any objections from any directors which is recorded or expressed in writing, the Company shall submit such objections to each supervisor as well as to the shareholders' meeting for discussion. The same shall apply to any amendments to the Procedures.</p> <p>Where a public company has established the position of independent director, when it loans funds to others, the opinions of each independent director shall be taken into full consideration. Any assenting opinion or specific objections and reasons for objections from independent directors shall be included in the minutes of the board of directors' meeting.</p>	<p>In response to the establishment of the audit committee, amended by relevant laws and regulations.</p>
Article 14	<p>(Date of Amendment) This Procedure is amended on <u>June 12, 2015</u>.</p>	<p>(Date of Amendment) This Procedure is amended on June 11, 2014.</p>	<p>To specify the date of amendment.</p>

Synnex Technology International Corporation
Comparison Table for the Amendments of the Procedures for Endorsement
and Guarantee

Article No.	Article as Amended	Original Article	Reason for Amendment
Article 8	<p>(Directions for making endorsement and guarantee)</p> <p>1. The internal auditors of the Company shall audit the Procedures and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify the <u>audit committee</u> in writing of any material violation found.</p> <p>2. In the event that, due to changes of circumstances, the party to whom the Company has provided endorsement and guarantee no longer satisfies the requirements set forth in Article 3 herein, or the endorsement and guarantee amount granted has exceeded the limits set forth in Article 4 herein due to the change of basis on which the amounts of limits are calculated, a rectification plan shall be prepared and submitted to the <u>audit committee</u>, and the rectification shall be completed according to the timeframe set out in the plan.</p>	<p>(Directions for making endorsement and guarantee)</p> <p>1. The internal auditors of the Company shall audit the Procedures and the implementation thereof no less frequently than quarterly, prepare written records accordingly. They shall promptly notify <u>each supervisor</u> in writing of any material violation found.</p> <p>2. In the event that, due to change of circumstances, the party to whom the Company has provided endorsement and guarantee no longer satisfies the requirements set forth in Article 3 herein, or the endorsement and guarantee amount granted has exceeded the limits set forth in Article 4 herein due to the changes of basis on which the amounts of limits are calculated, a rectification plan shall be prepared and submitted to each supervisor, and the rectification shall be completed according to the timeframe set out in the plan.</p>	Amended in response to the establishment of the Audit Committee pursuant to the laws and regulations.
Article 13	<p>(Implementation and Amendment)</p> <p><u>With consent of the audit committee and approval by the board of directors</u>, the Procedures shall be implemented upon approval by the</p>	<p>(Implementation and Amendment)</p> <p>Upon approval by the board of directors and notification to each supervisor, the Procedures shall be implemented upon approval by the shareholders' meeting. In the</p>	Amended in response to the establishment of the Audit Committee pursuant to

	<p>shareholders' meeting. The same shall apply to any amendments to the Procedures.</p> <p>When submitting the Procedures for Endorsement and Guarantee to the board of directors for deliberation pursuant to the preceding paragraph, the opinions from each independent director shall be taken into full consideration. Any assenting opinion or specific objections and reasons for objections from independent directors shall be included in the minutes of the board of directors' meeting.</p>	<p>event of any objections from any directors which is recorded or expressed in writing, the Company shall submit such objections to each supervisor as well as to the shareholders' meeting for discussion. The same shall apply to any amendments to the Procedures.</p> <p>Where a public company has established the position of independent director, When submitting the Procedures for Endorsement and Guarantee to the board of directors for deliberation pursuant to the preceding paragraph, the opinions from each independent director shall be taken into full consideration. Any assenting opinion or specific objections and reasons for objections from independent directors shall be included in the minutes of the board of directors' meeting.</p>	<p>the laws and regulations.</p>
<p>Article 14</p>	<p>(Date of Amendment) The Procedure was amended on <u>June 12, 2015</u>.</p>	<p>(Date of Amendment) The Procedure was amended on <u>June 11, 2014</u>.</p>	<p>To specify the date of amendment.</p>

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION

**Comparison Table for Amendments of the Procedures for Engaging in
Derivatives Trading**

Article No.	Article as Amended	Original Article	Reason for Amendment
Article 11	<p>Article 11 (Internal audit system)</p> <p>The internal auditors shall regularly make a determination of the suitability of internal controls and conduct a monthly audit on the compliance of the trading departments with the Procedures, as well as prepare an audit report. If any material violation is discovered, the <u>audit committee</u> shall be notified in writing.</p>	<p>Article 11 (Internal audit system)</p> <p>The internal auditors shall regularly make a determination of the suitability of internal controls and conduct a monthly audit on the compliance of the trading departments with the Procedures, as well as prepare an audit report. If any material violation is discovered, notification in writing is required.</p>	<p>In response to the establishment of the audit committee, the amendment is made pursuant to relevant laws and regulations.</p>
Article 16	<p>(Implementation and amendment)</p> <p><u>With consent of the audit committee</u> and upon approval by the board of directors, this Procedures, and any amendments hereto, shall be submitted to the shareholders' meeting for approval. In the event of any objections from any director which is recorded or expressed in writing, the Company shall submit such objection to the <u>audit committee</u>.</p> <p><u>When submitting the Procedures for Engaging in Derivatives Trading to the board of directors for deliberation pursuant to the preceding paragraph, the</u></p>	<p>(Implementation and amendment)</p> <p>Upon approval by the board of directors, this Procedures, and any amendments hereto, shall be notified to each supervisor and submitted to shareholders' meeting for approval. In the event of any objections from any director which is recorded or expressed in writing, the Company shall submit such objection to each supervisor.</p>	<p>In response to the establishment of the audit committee, the amendment is made pursuant to relevant laws and regulations.</p>

	<u>opinions from each independent director shall be taken into full consideration.</u> <u>Any objections or reservations raised by independent directors shall be included in the minutes of the board of directors' meeting.</u>		
Article 14	(Date of Amendment) The Procedure is amended on June 12, 2015.	(Date of Amendment) The Procedure is amended on June 11, 2014.	To specify the date of amendment.

Synnex Technology International Corporation
Comparison Table for Amendments of the Rules of Procedure for
Shareholders' Meetings

Article No.	Article as Amended	Original Article	Reason for Amendment
Article 2	The Company shall provide an attendance list for shareholders present at the meeting to sign in. In the alternative, shareholders in attendance can give sign-in cards to the Company instead. The number of shares present <u>shall</u> be calculated based on the attendance list and/or sign-in cards received, plus the number of shares where the voting rights thereto are exercised in writing <u>or electronically.</u>	The Company shall provide an attendance list for shareholders present at the meeting to sign in. In the alternative, shareholders in attendance can give sign-in cards to the Company instead. The number of shares present will be calculated based on the attendance list and/or sign-in cards received.	Amended in response to the adoption of electronic voting platform.
Article 17	<u>When the Company calls a shareholders' meeting, the shareholders may exercise their voting right through written notice or via electronic means. Such exercise of voting rights shall be in accordance with the requirements set forth in the Company Act and other relevant laws and regulations.</u> Unless as otherwise stipulated in the Company Act or the Company's articles of incorporation, the approval of a proposal shall be based on agreement by simple majority of shareholders present at the meeting. The proposal shall be considered as approved if no objection is raised by other shareholders present when inquired by the chair. Approval shall be of the same effect as if the proposal was passed through a vote.	Unless as otherwise stipulated in the Company Act or the Company's Article of Incorporation, the approval of a proposal shall be based on agreement by simple majority of shareholders present at the meeting. The proposal shall be considered as approved if no objection is raised by other shareholders present when inquired by the chair. Approval shall be of same effect as if the proposal was passed through a vote.	Amended in response to the adoption of electronic voting platform.
Article 20	The Rules, and every amendment thereafter, shall come into effect after approval	The Rules, and every amendment thereafter, shall come into effect after	To provide date and

	through shareholders' meeting. <u>The first amendment was approved during the regular shareholders' meeting held on June 12, 2015.</u>	approval through shareholders' meeting.	number of times of amendment.
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SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION

Comparison Table for Amendments of the Rules for Election of Directors

Article No.	Article as Amended	Original Article	Reason for Amendment
Name of Rules	Rules for Election of Directors	Rules for Election of Directors and Supervisors	Amended in response to the establishment of the audit committee, which replaces the function of supervisors, pursuant to the laws and regulations.
Article 1	Except as otherwise provided by <u>laws and regulations</u> or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with this Rules.	Except as otherwise provided by law and the Company Act or by the Company's articles of incorporation, elections of directors and supervisors shall be conducted in accordance with this Rules.	Amended as actually required.
Article 2	Elections of directors of the Company <u>shall be conducted in accordance with the candidate nomination system and procedures as provided by the Company Act. Shareholders shall elect directors from among the nominees listed in the roster of director candidates. The single-candidate cumulative voting method shall be adopted.</u> Each share will have voting rights in number equal to the number of people to be elected, and may be cast for a single candidate or split among multiple candidates.	For the elections of directors and supervisors of the Company, each share will have voting rights in number equal to the number of people to be elected and may be cast for a single candidate or divided among multiple candidates.	Amended to reflect the actual nomination system and voting method, as required by the laws and regulations
Article 3	Directors of the Company <u>shall be elected by shareholders' meeting from</u>	Directors and supervisors of the Company shall be elected with those receiving	Amended to refine the wording and to

	<p><u>persons with capacity to undertake juridical acts.</u> In accordance with the number of directors as specified in the Company's articles of incorporation and <u>based on the voting results provided by the electronic voting platform as well as the voting results from the shareholders' meeting,</u> those receiving ballots representing the highest numbers of voting rights will be elected sequentially as <u>non-independent directors and independent directors respectively.</u> If two or more persons receive the same number of votes, thus exceeding the specified number of positions, <u>they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.</u></p>	<p>ballots representing the highest numbers of voting rights being elected sequentially according to their respective numbers of votes. If two or more persons receive the same number of votes, thus exceeding the specified number of positions, they should be put to the vote again on site to determine who will be elected. Those being elected as director and supervisor at the same time in accordance with the preceding paragraph shall determine for himself whether to serve as director or supervisor.</p>	<p>make the election process clearer and more comprehensive.</p>
Article 4	<p>The ballots shall be printed and distributed by the Company and numbered according to attendance card number, with the number of entitled <u>votes</u> filled in. <u>No ballots will be printed and distributed to those exercising their voting rights electronically.</u></p>	<p>The ballots shall be printed and distributed by the Company and numbered according to the attendance card number, with the number of entitled shares filled in.</p>	<p>Amended to make the election process clearer and more comprehensive.</p>
Article 7	<p>If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number/unified business number. However, when the candidate is an institutional shareholder, the</p>	<p>If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and personal identification number/unified business number. However, when the</p>	<p>Amended pursuant to the laws and regulations and to make the election process clearer and more comprehensive.</p>

	<p>name of the institutional shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the institutional shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.</p> <p><u>For the election of directors, independent and non-independent directors shall be voted at the same time with the numbers elected calculated separately.</u></p>	<p>candidate is an institutional shareholder, the name of the institutional shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the institutional shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.</p>	
Article 8	<p>A ballot is invalid under any one of the following circumstances:</p> <ol style="list-style-type: none"> 1. The ballot was not cast into the ballot box. 2. The ballot was not made in accordance with the provisions of the Rules. 3. The ballot was left blank by the voter. 4. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name does not conform with that given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and the candidate's name and identity card number/unified business number do not match upon verification. 5. Ballot contains other words or marks or other unknown markings along with the candidate's account name or shareholder account number (or identity 	<p>A ballot is invalid under any one of the following circumstances:</p> <ol style="list-style-type: none"> 1. The ballot was not cast into the ballot box. 2. The ballot was not made in accordance with the provisions of the Rules. 3. The ballot was left blank by the voter. 4. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name does not conform with that given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and the candidate's name and identity card number/unified business number do not match upon verification. 5. Ballot contains other words or marks or other unknown markings along with the candidate's account name or shareholder account 	Amended to make it more comprehensive.

	<p>card number).</p> <p>6. Ballot with unclear writings that cannot be deciphered.</p> <p>7. Any of the candidate's account name (name), account number (identity card number/unified business number) that has been entered in the ballot has been erased and altered.</p> <p><u>8. Ballot without the candidate's account name (name) or shareholder account number (unified business number) filled in.</u></p> <p><u>9. Two or more candidates are entered on the same ballot.</u></p>	<p>number (or identity card number/unified business number).</p> <p>6. Ballot with unclear writings that cannot be deciphered.</p> <p>7. Any of the candidate's account name (name), account number (identity card number/unified business number) that has been entered in the ballot has been erased and altered.</p> <p>8. The name of the candidate entered in the ballot is identical to that given in the shareholder register, but no shareholder account number is provided in the ballot for identification.</p>	
Article 10	<u>Deleted</u>	The Company shall issue notification to the directors and supervisors who have been elected.	Amended as actually required.
Article 11	The Rules, and any amendments hereto, shall be implemented after approval by shareholders' meeting. <u>The first amendment was approved by shareholders' meeting on May 2, 2000. The second amendment was approved by shareholders' meeting on May 21, 2002. The third amendment was approved by shareholders' meeting on June 12, 2015.</u>	The Rules, and any amendments hereto, shall be implemented after approval by a shareholders meeting.	To provide date and number of times of amendment.

Attachment 13

Director candidates			
Director	Current shareholding (Unit : share)	Major experience and education	Services concurrently with the company and other company
Miau Feng-Chiang	30,417,147	Chairman of Mitac Inc. Chairman of Mitac International Corp. Chairman of Lien Hwa Industrial Corp. President of Union petrochemical Corp. Santa Clara University MBA UC Berkeley, EECS, BSA	Chairman of Synnex Technology International Corp. Chairman of Matic Inc. Chairman of Matic International Corp. Chairman of Lien Hwa Industrial Corp. Director of MiTAC Computing Technology Corp. Chairman of Lien Hwa Industrial Corp. Chairman of UPC Technology Corporation. Director of Getac Technology Corp. Director of Winbond Electronics Corp. Director of Taitac Chemical Co., Ltd. Director of BOC Lienhwa Industrial Gases Co., Ltd. Director of MiTAC Information Technology Corp. Chairman of Mitac Holdings Corp. Director of SYNEX Corp.
Tu Shu-Wu	34,434,649	President of Micro Electronics Corp. Vice-president of Mitac Inc. Electrical and control engineering degree, National Chiao Tung University	President of Synnex Technology International Corp. Chairman of Seper Marketing Corp. Director of Digitimes Inc. Director of Harbinger Venture Capital Corp. Director of Bestcom Infotech Corp. Supervisor of Mitac Inc. Supervisor of Mitac Information Technology Corp.
Mitac Inc. Representative Chou The-Chien	216,381,957	Investment special assistant of chairman, Mitac Inc. Rutgers, The State University of New Jersey, PHD in engineering	Supervisor of Synnex Technology International Corp. Supervisor of Waffer Technology Corp. Supervisor of Innopharmax, Inc. Director of MiTAC Inc. Director of National Aerospace Fasteners Corp. Supervisor of Getac Technology Corp. Chairman of Tong Da Investment Corp.
Mitac Inc. Representative Yang Hsiang-Yun	216,381,957	Special assistant of chairman in Mitac Inc. CFO of MiTAC International Corp.	Supervisor of Synnex Technology International Corp. Supervisor of Harbinger Venture Capital Corp.

		National Taiwan University ,MBA	Supervisor of Mitac Information Technology Corp. Director of Tai Lian Investment Corp. Director of Tong Da Investment Corp. Supervisor of Claridy Solutions, Inc. Supervisor of Mitac Inc. Chairman of Lien Yuan Investment Corp. Director of Color food Corp.
Way, Yung-Do	0	MBA, University of Georgia, GA, USA CEO Emeritus, Deloitte & Touche, Taiwan Certified Public Account R.O.C Certified Public Account Georgia USA	Independent Director of Synnex Technology International Corp. Chairman of Yong Qin Xing ye Co., Ltd. Independent Director of Apex Biotechnology Corp. Director of Vanguard International Semiconductor Corp. Independent Director of Taiwan Cement Co., Ltd. Director of Wangsteak Corp. Independent Director of Far Eastern Department stores Corp. Director of Mitac holdings Corp.
Chang, An-Ping	0	Master's Degree in business Administration from New York University, U.S.A. Advanced Professional Certificate in Institute of Business Administration of New York University	Independent Director of Synnex Technology International Corp. Vice Chairman of Chia Hsin Cement Corp. Director of Taiwan Cement Co., Ltd Director of China Synthetic Rubber Co., Ltd. Director of Taiwan Prosperity Chemical Corp. Chairman of Chia Hsin Foundation Director of Taiwan Stock Exchange Corp. Director of Cheng Hsin General Hospital Director of cement manufacturing Co. Ltd. Hongkong CEO of L' Hotel de Chine Group
Chiao, Yu-Cheng	0	Chairman of Walsin Lihwa Corp. Master of Electrical Engineering, University of Washington	Independent Director of Synnex Technology International Corp. CEO & Chairman of Winbond Electronics Corp. Chairman of NUVOTON Co., Ltd. Independent Director of Taiwan Cement Co., Ltd. Supervisor of Mitac Investment Holdings Co., Ltd. Director of Walsin Technology Corp. Director of Song Yong Investment Corp. Director of Techdesign Corp.