

Synnex Technology International Corp.

2016 General Shareholders' Meeting

Minute

Agenda for 2016 General Shareholders' Meeting of Synnex Technology International Corp.

- I. Time: 9 a.m., 8 June 2016(Wednesday)
- 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 : 1,187,929,571 shares Percentage of shares held by shareholders present in person or by proxy : 74.78%
- V. Chairman : Miao Feng-Chiang, the Chairman of the Board of Directors
- VI. Recorder : Lin Shu-Chen
- VII. Directors present : Director Tu Shu-Wu, Independent Director Way Yung-Do , Mitac Inc. Representative Director Chou The-Chien and Mitac Inc. Representative Director Yang Hsiang-Yun
- VIII. Announcement to start meeting
- IX. Chairman's Statements (omitted)
- X. Discussions

No. 1(Proposed Board of Directors)

- (1) Discussion about amendment to certain provisions of the Articles of Incorporation
- (2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,187,309,614

Voting Results*	% of the total represented share present
Votes in favor : 943,253,224 votes	79.44%

(563,407,883 votes)	
Votes against : 149,615votes (149,615 votes)	0.01%
Votes invalid : none	0.00%
Votes abstained : 243,906,775 votes (243,792,500 votes)	20.54%

*including votes casted electronically (numbers in brackets)

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

XI Reports

No. 1

Subject: The Company's 2015 business report is submitted for review.

Explanation: Please refer to Attachment 2.

No. 2

Subject: The audit committee's report on the audit on the Company's 2015 closing statements is submitted for review.

Explanation: Please refer to Attachments 3 and 4.

No. 3

Subject: The Report on 2015 profit distributable as employee's compensation and director's compensation is submitted for review.

Explanation:

- (1) In accordance with the letters from the Ministry of Economic Affairs Jing-Shang-Zhi No. 10402413890 dated 11 June 2015 and Jing-Shang-Zhi No. 10402427800 dated 15 October 2015.
- (2) In accordance with Article 38 of the Articles of Incorporation following the proposed amendment subject to resolution by this 2016 shareholder meeting, the Company shall provide the balance, no more than 10% and no less than 0.001% as employee's compensation and no more than 1% as director's compensation, after its losses have been covered by Income before tax without employee's compensation and director's compensation being taken off in the current year.
- (3) It is proposed to issue 0.002% employee's compensation totaling NT\$600,000 and 0.2% director's compensation totaling NT\$6,000,000 in 2015, all of which to be issued in cash.
- (4) The issuance shall only take place after the amendment to the Articles of Incorporation is approved by this 2016 shareholder meeting.

XII Approvals

No. 1 (Proposed by Board of Directors)

Subject: The Company's 2015 closing statements are submitted for approval.

Explanation:

(1)The Company's 2015 business report and financial statements have been approved by board resolution and submitted to the audit committee for audit. Please refer to Attachments 2 and 4 for relevant information.

(2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,187,927,373

Voting Results*	% of the total represented share present
Votes in favor : 940,843,952votes (560,998,611 votes)	79.20%
Votes against : 44,610 votes (44,610 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 247,038,811 votes (246,306,777 votes)	20.80%

*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 2015 profit distribution proposal is submitted for approval.

Explanation:

(1)The Company realized after-tax profit of NT\$3,185,995,048 in 2015. 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 2015 will first be distributed. Any shortfall will then be distributed out of the undistributed profit after 1998.

2015 Profit Distribution Table

Unit: NT\$

Item	
(I) Carry-forward of undistributed profit from previous period	3,646,949,652
Plus: Adjustment for 2015 reserved earnings	(9,863,062)
Undistributed profit after adjustment	3,637,086,590
(II) Plus: Net profit after tax in current period	3,185,995,048
Minus: Provision of legal reserve	(318,599,505)
Plus: Special reserve	(126,513,238)
Balance distributable for current year	2,740,882,305
Distributable profit in this period	6,377,968,895
(III) Distribution in this period	

Shareholder dividend in cash (\$1.5 per share)	2,382,781,383
Shareholder stock dividend (\$0.5 per share)	794,260,461
Total amount of distribution	3,177,041,844
(IV) Undistributed profit carried over to following year	3,200,927,051

(2) Before the record date for cash dividend distribution and capital increase, if the Company's number of outstanding shares is affected by any capital increase, any share buy-back or any transfer, conversion or cancellation of treasury shares, employee stock options, corporate bonds or shareholding waiver by any shareholder, 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 : 1,187,927,373

Voting Results*	% of the total represented share present
Votes in favor : 943,359,952 votes (563,514,611 votes)	79.41%
Votes against : 56,856 votes (56,856 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 224,510,565 votes (243,778,531 votes)	20.58%

*including votes casted electronically (numbers in brackets)

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

XIII. Discussions

No. 2 (Proposed Board of Directors)

Subject: Proposal for a new shares issue through capitalization of earnings.

Explanation:

- (1) In order to enrich working funding and improve operational capacity, the anagement plans to withdraw NTD\$794,260,461 from distributable earnings to issue dividends stocks of NTD\$794,260,461 (79,426,046 shares). Dividends stocks will be distributed based on shareholding ratios recorded in the shareholders register as of the record date for capital increase, i.e., 50 shares to be distributed without consideration for each 1,000 shares held.
- (2) In accordance with Article 240 of the Company Act, any amount less than one share following distribution will be distributed in cash with minimum calculation unit of 1 dollar (rounded down after 1 dollar). The chairman is authorized to procure purchased of these shares based on face value by specific persons.

- (3) The rights and obligations of the new shares issued under this issuance shall be the same as the existing shares.
- (4) Before the record date for capital increase, if the Company's number of outstanding shares is affected by any capital increase, any share buy-back or any transfer, conversion or cancellation of treasury shares, employee stock options, corporate bonds or shareholding waiver by any shareholder, 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.
- (5) After this proposal is submitted to and approved by the competent authority, the board of directors is authorized to determine a record date for capital increase.
- (6) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,187,927,373

Voting Results*	% of the total represented share present
Votes in favor : 943,326,938 votes (563,481,597 votes)	79.41%
Votes against : 77,310 votes (77,310 votes)	0.00%
Votes invalid : none	0.00%
Votes abstained : 244,523,125 votes (243,791,091votes)	20.58%

*including votes casted electronically (numbers in brackets)

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

XIV. Motion : None

XV. Adjournment

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

No.	Amended Clause	Original Clause	Reason for Amendment
Article 2`	<p>The Company operates the following businesses:</p> <ol style="list-style-type: none"> 1. F113050 Computer and business machine and equipment wholesale business. 2. F118010 Information software wholesale business. 3. F113070 Telecommunications equipment wholesale business. 4. F119010 Electronic materials wholesale business. 5. F113110 Battery wholesale business. 6. F116010 Photographic equipment wholesale business. 7. IE01010 Telecommunications account agency business. 8. CC011110 Computer and peripheral equipment manufacturing business. 9. JA02010 Electric appliance and electronic product repair business. 10. F401021 Telecommunications control emission equipment importation business. 11. G801010 Warehousing business. 12. F401010 International trade business. 13. I301010 Information software service business. 14. ZZ999999 Any business that is not prohibited or restricted by law, except business requiring approval. 15. F108031 Medical equipment wholesale business. 16. F208031 Medical equipment retail business. 17. G101061 Truck Freight Transportation. 	<p>The Company operates the following businesses:</p> <ol style="list-style-type: none"> 1. F113050 Computer and business machine and equipment wholesale business. 2. F118010 Information software wholesale business. 3. F113070 Telecommunications equipment wholesale business. 4. F119010 Electronic materials wholesale business. 5. F113110 Battery wholesale business. 6. F116010 Photographic equipment wholesale business. 7. IE01010 Telecommunications account agency business. 8. CC011110 Computer and peripheral equipment manufacturing business. 9. JA02010 Electric appliance and electronic product repair business. 10. F401021 Telecommunications control emission equipment importation business. 11. G801010 Warehousing business. 12. F401010 International trade business. 13. I301010 Information software service business. 14. ZZ999999 Any business that is not prohibited or restricted by law, except business requiring approval. 15. F108031 Medical equipment wholesale business. 16. F208031 Medical equipment retail business. 	Amendment pursuant to actual requirement.
Article 38	<p><u>In order to motivate the employees and management team, the Company shall provide the balance, no more than 10% and no less than 0.001% as employee's compensation and no more than 1% as director's compensation, after its losses have been covered by Income before tax without employee's compensation and director's compensation being taken off in the current year.</u></p>	<p>The Company is in an industry of frequent environmental changes and the enterprise is in the growth phase of its life cycle. Considering the business environment, long-term financial planning and future funding requirements of the Company and to seek protection of shareholders' and investors' interest, if the Company has profit at year-end closing, after compensating past losses and paying</p>	Amendment in accordance with the law

	<p><u>Employee's compensation shall be paid in stock or cash. Director's compensation shall be paid in cash. Such compensation shall be issued after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors.</u></p> <p><u>If employee's compensation is issued in stock, the distribution may also be issued to employees of the Company's subsidiaries that meet certain conditions. The chairman is authorized to determine such conditions.</u></p>	<p>taxes, 10% shall be provided as legal profit reserve and special profit reserve shall be provided for the debit amount of shareholders' equity incurrent in the current year. No more than 10% and no less than 0.001% shall be provided as employee bonus. 30-100% of the remaining amount, together with the accumulated undistributed profit from the previous year, shall be subject to a distribution proposal to be prepare by the board of directors, which shall be submitted to the shareholders meeting for approval.</p> <p>The above ratios of profit provision and distribution and the percentage of shareholder cash dividend may be adjusted by the board of directors in consideration of capital reserve, retained earnings and future profitability, as well as the future development of the Company. In case of necessary investment plans and the possibility to increase profitability, or in case of funding requirements, capitalization of profit or capital reserve may be carried out. If the capital expansion has an impact on the level of dividend, cash distribution may be carried out accordingly. However, the percentage of shareholder cash dividend in any distribution shall not be less than 15% of the shareholder dividend in the same distribution.</p> <p>If employee remuneration is issued in stock, the distribution may also be issued to employees of the Company's subsidiaries that meet certain conditions. The chairman is authorized to determine such</p>	
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		conditions.	
<u>Article 38-1</u>	<p><u>The Company is in an industry of frequent environmental changes and the enterprise is in the growth phase of its life cycle. Considering the business environment, long-term financial planning and future funding requirements of the Company and to seek protection of shareholders' and investors' interest, if the Company has profit at year-end closing, after compensating past losses and paying taxes, 10% shall be provided as legal profit reserve and special profit reserve shall be provided for the debit amount of shareholders' equity incurrent in the current year. The remaining amount, together with the accumulated undistributed profit in the beginning of the period, shall be subject to a distribution proposal to be prepare by the board of directors, which shall be submitted to the shareholders meeting for approval.</u></p> <p><u>The above ratios of profit provision and distribution and the percentage of shareholder cash dividend may be adjusted by the board of directors in consideration of capital reserve, retained earnings and future profitability, as well as the future development of the Company. In case of necessary investment plans and the possibility to increase profitability, or in case of funding requirements, capitalization of profit or capital reserve may be carried out.</u></p> <p><u>If the capital expansion has an impact on the level of dividend, cash distribution may be carried out accordingly. However, the percentage of shareholder cash dividend in any</u></p>		Amendment in accordance with the law.

	<u>distribution shall not be less than 15% of the shareholder dividend in the same distribution.</u>		
Article 41	<p>These articles of association were established through unanimous approval by all founders on 1 September 1988 and took official effect after approval by the competent authority. The same shall be applicable in case of any amendment. The first amendment was made on 27 September 1990. The second amendment was made on 18 June 1991. The third amendment was made on 6 April 1992. The fourth amendment was made on 18 March 1993. The fifth amendment was made on 22 October 1993. The sixth amendment was made on 11 May 1994. The seventh amendment was made on 20 May 1995. The eighth amendment was made on 28 March 1996. The ninth amendment was made on 18 April 1997. The tenth amendment was made on 18 April 1997. The eleventh amendment was made on 13 May 1998. The twelfth amendment was made on 7 May 2000. The thirteenth amendment was made on 2 May 2000. The fourteenth amendment was made on 11 May 2001. The fifteenth amendment was made on 21 May 2002. The sixteenth amendment was made on 28 May 2003. The seventeenth amendment was made on 10 June 2005. The eighteenth amendment was made on 13 June 2007. The nineteenth amendment was made on 11 June 2008. The twentieth amendment was made on 17 June</p>	<p>These articles of association were established through unanimous approval by all founders on 1 September 1988 and took official effect after approval by the competent authority. The same shall be applicable in case of any amendment. The first amendment was made on 27 September 1990. The second amendment was made on 18 June 1991. The third amendment was made on 6 April 1992. The fourth amendment was made on 18 March 1993. The fifth amendment was made on 22 October 1993. The sixth amendment was made on 11 May 1994. The seventh amendment was made on 20 May 1995. The eighth amendment was made on 28 March 1996. The ninth amendment was made on 18 April 1997. The tenth amendment was made on 18 April 1997. The eleventh amendment was made on 13 May 1998. The twelfth amendment was made on 7 May 2000. The thirteenth amendment was made on 2 May 2000. The fourteenth amendment was made on 11 May 2001. The fifteenth amendment was made on 21 May 2002. The sixteenth amendment was made on 28 May 2003. The seventeenth amendment was made on 10 June 2005. The eighteenth amendment was made on 13 June 2007. The nineteenth amendment was made on 11 June 2008. The twentieth amendment was made on 17 June</p>	<p>The number of date of the current amendment are added.</p>

	<p>2010. The twenty-first amendment was made on 10 June 2011. The twenty-second amendment was made on 13 June 2012. The twenty-third amendment was made on 11 June 2014. The twenty-fourth amendment was made on 12 June 2015. <u>The twenty-fifth amendment was made on 8 June 2016.</u></p>	<p>2010. The twenty-first amendment was made on 10 June 2011. The twenty-second amendment was made on 13 June 2012. The twenty-third amendment was made on 11 June 2014. The twenty-fourth amendment was made on 12 June 2015.</p>	
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