

Synnex Technology International Corp.

2017 General Shareholders' Meeting

Minute

Agenda for 2017 General Shareholders' Meeting of Synnex Technology International Corp.

- I. Time: 9 a.m., 7 June 2017(Wednesday)
- II. Location: Auditorium, 3F, Central Pictures Ba-De Building, No. 260, Section 2, Ba-De Road, Taipei City
- III. Total outstanding Synnex shares : 1,667,946,968shares
- IV. Total shares represented by shareholders present in person or by proxy : 1,177,807,229 shares Percentage of shares held by shareholders present in person or by proxy : 70.61%
- 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 and Mitac Inc. Representative Director Yang Hsiang-Yun
- VIII. Announcement to start meeting
- IX. Chairman's Statements (omitted)
- X. Reports

No. 1

Subject: The Company's 2016 business report is submitted for review.

Explanation: Please refer to Attachment 1.

No. 2

Subject: The Audit Committee's report on the audit on the Company's 2016 closing statements is submitted for review.

Explanation: Please refer to Attachments 2 and 3.

No. 3

Subject: The Report on 2016 profit distributable as employee's compensation and director's compensation is submitted for review.

Explanation:

- (1) In accordance with Article 38 of the Articles of Incorporation, the Company shall provide the balance, no more than 10% and no less than 0.01% 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.
- (2) It is proposed to issue 0.012% employee's compensation totaling NT\$600,000 and 0.12% director's compensation totaling NT\$6,000,000 in 2016, all of which to be issued in cash.

No. 4

Subject: The report on merger and acquisition of BestCom Infotech Corp. in 2016 is submitted for review.

Explanation:

- (1) In response to the consideration of future management strategy and integration of group resources, as approved by Audit Committee/Special Committee and Board of Directors of both parties on April 27, 2016, the Company and the subsidiary BestCom Infotech Corp., in which the Company holds 96.27% of stocks, carried out conversion of stock in accordance with Article 30 of Enterprises Mergers and Acquisitions Act, the record date of conversion of stock was July 18, 2016, after conversion, BestCom Infotech Corp. became the subsidiary 100% held by the Company.
- (2) This conversion of stock case has been completed and the change registration has been approved by Ministry of Economic Affairs on August 29, 2016 for the record.
- (3) This Subject is reported at this General Shareholders' Meeting in accordance with Article 7(2) of Enterprises Mergers and Acquisitions Act.

The shareholder (Account No. 90070014) has raised the following questions: (i) the company's structure (ii) the market strategy of china, the performance within three years and its benefits in the future and (iii) the compliance of the corporate governance. After replying by the chairman and his appointee, the shareholder didn't have other comments further.

XI. Approvals

No. 1 (Proposed by Board of Directors)

Subject: The Company's 2016 closing statements are submitted for approval.

Explanation:

- (1) The Company's 2016 business report and financial statements have been approved by board resolution and submitted to the Audit Committee for audit. Please refer to

Attachments 1 and 3 for relevant information.

(2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,177,807,229

Voting Results*	% of the total represented share present
Votes in favor : 993,672,760votes (578,666,948 votes)	84.36%
Votes against : 158,574 votes (158,574 votes)	0.01%
Votes invalid : none	0.00%
Votes abstained : 183,975,895votes (181,948,746 votes)	15.62%

*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 2016 profit distribution proposal is submitted for approval.

Explanation:

(1)The Company realized after-tax profit of NT\$4,876,678,550 in 2016. 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 2016 will first be distributed. Any shortfall will then be distributed out of the undistributed profit after 1998.

2016 Profit Distribution Table

	Unit: NT\$
(I) Carry-forward of undistributed profit from previous period	3,200,927,051
Minus: Adjustment for 2016 reserved earnings	(85,541,845)
Undistributed profit after adjustment	3,115,385,206
(II) Plus: Net profit after tax in current period	4,876,678,550
Minus: Provision of legal reserve	(487,667,855)
Minus: Special reserve	(2,710,804,399)
Balance distributable for current year	1,678,206,296
Distributable profit in this period	4,793,591,502
(III) Distribution in this period	
Shareholder dividend in cash (\$1 per share)	(1,667,947,000)
Total amount of distribution	(1,667,947,000)
(IV) Undistributed profit carried over to	3,125,644,502

following year	
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(2) Before the record date for cash dividend distribution, 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.

The shareholder (Account No. 90070014) has raised the following questions: (i) the debt ratio (ii) cash flow gap analysis and (iii) the policy of account receivable between its affiliates. After replying by the chairman and his appointee, the shareholder didn't have other comments further.

Resolution: Voting Results : Shares represented at the time of voting : 1,177,807,229

Voting Results*	% of the total represented share present
Votes in favor : 996,935,187 votes (563,514,611 votes)	84.64%
Votes against : 859,909 votes (859,909 votes)	0.07%
Votes invalid : none	0.00%
Votes abstained : 180,012,133 votes (177,984,984 votes)	15.28%

*including votes casted electronically (numbers in brackets)

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

XII. Discussions

No. 1(Proposed 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 actual requirements of the Company. Please refer to Attachment 4 for the Comparison Table for Amendments to the Articles of Incorporation.

(2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,177,807,229

Voting Results*	% of the total represented share present
Votes in favor : 997,517,341 votes	84.69%

(582,511,529 votes)	
Votes against : 170,933 votes (170,933 votes)	0.01%
Votes invalid : none	0.00%
Votes abstained : 180,118,955 votes (178,091,806 votes)	15.29%

*including votes casted electronically (numbers in brackets)

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

No. 2 (Proposed 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 in accordance with the law. Please refer to Attachment 5 for the Comparison Table for Amendments to the Procedures for Acquisition or Disposal of Assets.

(2) Please approve.

Resolution: Voting Results : Shares represented at the time of voting : 1,177,807,229

Voting Results*	% of the total represented share present
Votes in favor : 997,550,544 votes (582,544,732 votes)	84.69%
Votes against : 174,830 votes (174,830 votes)	0.01%
Votes invalid : none	0.00%
Votes abstained : 180,081,855 votes (178,054,706 votes)	15.28%

*including votes casted electronically (numbers in brackets)

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

XIII. Motion : None

XIV. Adjournment

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2016 AND 2015

(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Assets	Notes	December 31, 2016		December 31, 2015	
			Amount	%	Amount	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 7,474,322	6	\$ 13,898,657	11
1110	Financial assets at fair value through profit or loss-current	6(2)	534,178	1	424,108	-
1125	Available-for-sale financial assets-current	6(3)	1,506,147	1	1,415,009	1
1150	Notes receivable-net	6(5)	7,685,827	6	8,187,190	6
1160	Notes receivable-related parties-net	7	240	-	-	-
1170	Accounts receivable-net	6(6)	40,830,646	32	38,147,636	28
1180	Accounts receivable-related parties-net	7	384,225	-	104,175	-
1200	Other receivables	6(8)	7,344,037	6	7,723,546	6
1210	Other receivables-related parties	7	590	-	62,718	-
1220	Current tax assets	6(29)	222,828	-	172,509	-
130X	Inventories, net	6(9)	33,648,105	26	35,258,681	26
1410	Prepayments		2,394,068	2	2,769,713	2
1470	Other current assets	8	<u>158,110</u>	-	<u>466,222</u>	<u>1</u>
11XX	Total current assets		<u>102,183,323</u>	<u>80</u>	<u>108,630,164</u>	<u>81</u>
Non-current assets						
1523	Available-for-sale financial assets-noncurrent	6(3)	51,269	-	18,290	-
1543	Financial assets measured at cost-noncurrent	6(4)	1,723,497	1	1,805,312	2
1550	Investments accounted for under the equity method	6(10)	11,132,423	9	11,161,302	8
1600	Property, plant and equipment, net	6(11)	6,835,286	5	7,060,838	5
1760	Investment property, net	6(12)	1,331,010	1	1,511,552	1
1780	Intangible assets	6(13)	702,559	1	449,841	-
1840	Deferred income tax assets	6(29)	1,307,316	1	1,188,197	1
1900	Other non-current assets	6(6)(14) and 8	<u>2,564,487</u>	<u>2</u>	<u>2,962,022</u>	<u>2</u>
15XX	Total non-current assets		<u>25,647,847</u>	<u>20</u>	<u>26,157,354</u>	<u>19</u>
1XXX	Total assets		<u>\$ 127,831,170</u>	<u>100</u>	<u>\$ 134,787,518</u>	<u>100</u>

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SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2016 AND 2015

(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Liabilities and Equity		Notes	December 31, 2016		December 31, 2015	
			Amount	%	Amount	%
Current liabilities						
2100	Short-term borrowings	6(15)	\$ 38,687,813	30	\$ 47,654,101	36
2110	Short-term notes and bills payable	6(16)	5,420,000	4	5,300,000	4
Financial liabilities at fair value through profit or loss						
2120	-current	6(2)	-	-	7,684	-
2150	Notes payable	7	1,564,010	1	1,252,099	1
2170	Accounts payable		29,540,632	23	28,783,381	21
2180	Accounts payable-related parties	7	-	-	12,196	-
2200	Other payables	6(17)	6,749,042	6	5,842,171	4
2220	Other payables-related parties	7	3,953	-	8,809	-
2230	Current income tax liabilities	6(29)	1,043,353	1	1,229,110	1
2300	Other current liabilities		314,517	-	255,156	-
21XX	Total current liabilities		<u>83,323,320</u>	<u>65</u>	<u>90,344,707</u>	<u>67</u>
Non-current liabilities						
2570	Deferred income tax liabilities	6(29)	144,304	-	111,979	-
2600	Other non-current liabilities	6(18)	481,050	1	455,540	-
25XX	Total non-current liabilities		<u>625,354</u>	<u>1</u>	<u>567,519</u>	<u>-</u>
2XXX	Total liabilities		<u>83,948,674</u>	<u>66</u>	<u>90,912,226</u>	<u>67</u>
Equity attributable to owners of parent						
Share capital						
3110	Share capital-common stock	6(19)	16,679,470	13	15,885,209	12
Capital surplus						
3200	Capital surplus	6(20)	14,196,063	11	14,139,722	10
Retained earnings						
3310	Legal reserve	6(21)	6,415,402	5	6,096,802	5
3320	Special reserve		126,513	-	-	-
3350	Unappropriated retained earnings		7,992,064	6	6,823,082	5
Other equity interest						
3400	Other equity interest	6(22)	(2,837,318)	(2)	(126,513)	-
31XX	Equity attributable to owners of the parent		<u>42,572,194</u>	<u>33</u>	<u>42,818,302</u>	<u>32</u>
36XX	Non-controlling interest		<u>1,310,302</u>	<u>1</u>	<u>1,056,990</u>	<u>1</u>
3XXX	Total equity		<u>43,882,496</u>	<u>34</u>	<u>43,875,292</u>	<u>33</u>
Significant contingent liabilities and unrecognized contract commitments						
		9				
3X2X	Significant events after the balance sheet date	11				
Total liabilities and equity			<u>\$ 127,831,170</u>	<u>100</u>	<u>\$ 134,787,518</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

See report of independent accountants dated March 17, 2017.

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

YEARS ENDED DECEMBER 31, 2016 AND 2015

(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Notes	Share capital- common stock	Capital surplus	Retained earnings			Other equity interest			Total	Non-controlling interest	Total equity										
			Legal reserve	Special reserve	Unappropriated retained earnings	Cumulative translation differences of foreign operations	Unrealized gain or loss on available -for-sale financial assets														
<u>2015</u>																					
	\$	15,885,209	\$	14,331,857	\$	5,594,393	\$	1,965,774	\$	7,425,704	\$	65,918	\$	57,971	\$	45,326,826	\$	881,835	\$	46,208,661	
Appropriations of 2014 earnings	6(21)																				
Provision for legal reserve		-	-	502,409	-	(502,409)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Provision for special reserve		-	-	-	(1,965,774)	1,965,774	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Distribution of cash dividend		-	-	-	-	(5,242,119)	-	-	-	(5,242,119)	-	-	-	(5,242,119)	-	-	-	-	(5,242,119)	-	
Change in net assets of the associate and joint ventures accounted for under the equity method		-	(192,135)	-	-	-	-	-	-	-	(192,135)	-	-	(192,135)	-	-	-	-	(192,135)	-	
Other comprehensive loss for 2015	6(22)	-	-	-	-	(9,863)	(132,916)	(117,486)	(260,265)	(57,527)	(317,792)	-	-	-	-	-	-	-	-	-	
Net income for 2015		-	-	-	-	3,185,995	-	-	3,185,995	232,682	3,418,677	-	-	-	-	-	-	-	-	-	
Balance at December 31, 2015		\$	15,885,209	\$	14,139,722	\$	6,096,802	\$	-	\$	6,823,082	(\$	66,998)	(\$	59,515)	\$	42,818,302	\$	1,056,990	\$	43,875,292
<u>2016</u>																					
Balance at January 1, 2016		\$	15,885,209	\$	14,139,722	\$	6,096,802	\$	-	\$	6,823,082	(\$	66,998)	(\$	59,515)	\$	42,818,302	\$	1,056,990	\$	43,875,292
Appropriations of 2015 earnings	6(21)																				
Provision for legal reserve		-	-	318,600	-	(318,600)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Provision for special reserve		-	-	-	126,513	(126,513)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Distribution of cash dividend		-	-	-	-	(2,382,781)	-	-	-	(2,382,781)	-	-	-	(2,382,781)	-	-	-	-	(2,382,781)	-	
Distribution of stock dividend		794,261	-	-	-	(794,261)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Change in net assets of the associate and joint ventures accounted for under the equity method		-	56,341	-	-	(66,825)	-	-	(10,484)	-	(10,484)	-	-	-	-	-	-	-	-	-	-
Other comprehensive loss for 2016	6(22)	-	-	-	-	(18,717)	(2,977,178)	266,373	(2,729,522)	5,255	(2,724,267)	-	-	-	-	-	-	-	-	-	-
Net income for 2016		-	-	-	-	4,876,679	-	-	4,876,679	248,057	5,124,736	-	-	-	-	-	-	-	-	-	-
Balance at December 31, 2016		\$	16,679,470	\$	14,196,063	\$	6,415,402	\$	126,513	\$	7,992,064	(\$	3,044,176)		206,858	\$	42,572,194	\$	1,310,302	\$	43,882,496

The accompanying notes are an integral part of these consolidated financial statements.

See report of independent accountants dated March 17, 2017.

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2016 AND 2015

(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		Years ended December 31,	
	Notes	2016	2015
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before income tax for the year		\$ 5,725,477	\$ 3,737,552
Adjustments to reconcile profit before income tax to net cash (used in) provided by operating activities			
Income and expenses having no effect on cash flows			
Depreciation	6(11)(27)	347,261	310,258
Amortization	6(13)(27)	57,596	31,981
Amortization of land use rights	6(14)	21,610	-
Provision for bad debts expense	6(5)(6)	379,780	1,050,386
Net loss (gain) on financial assets/liabilities at fair value through profit or loss	6(2)(25)	(103,820)	(18,437)
Decline in (gain from reversal of) market value and loss for obsolete and slow-moving inventories	6(9)	13,408	(40,569)
Loss on obsolescence	6(9)	5,941	5,449
Interest expense	6(26)	656,692	831,145
Interest income	6(24)	(429,641)	(1,027,500)
Dividend income	6(24)	(143,936)	(124,749)
Loss (gain) on disposal of financial assets	6(25)	(135,699)	-
Impairment loss on financial assets	6(25)	40,000	85,000
Share of profit of associates and joint ventures accounted for under the equity method	6(10)	(1,462,960)	(1,404,223)
Cash dividends on investments accounted for under the equity method		302,920	282,889
Loss (gain) on disposal of investments accounted for under the equity method		(127,709)	-
Loss on remeasurement recognition of investments accounted for under the equity method at fair value	6(25)(31)	42,359	-
Loss (gain) on disposal of property, plant and equipment and investment property	6(25)	303	12,739
Depreciation of investment property	6(12)	62,411	63,942
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		(13,934)	(391,320)
Notes and accounts receivable		(545,345)	(1,181,364)
Inventories		2,210,520	(4,041,646)
Other receivables		483,004	(314,521)
Prepayments		393,035	4,582
Other current assets		334,430	251,729
Overdue receivables		(71,577)	(883,799)
Long-term lease and installment receivables		22,988	-
Net changes in liabilities relating to operating activities			
Notes and accounts payable		438,042	(651,601)
Other payables		730,522	(722,012)
Other current liabilities		52,330	(69,505)
Other non-current liabilities		36,557	12,049
Cash inflow (outflow) generated from operations		9,322,565	(4,191,545)
Interest paid		(667,896)	(834,406)
Interest received		429,641	1,027,500
Dividend received		143,936	124,749
Income tax paid		(972,001)	(926,725)
Net cash provided by (used in) operating activities		<u>8,256,245</u>	<u>(4,800,427)</u>

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SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2016 AND 2015

(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	Years ended December 31,	
		2016	2015
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from disposal of available-for-sale financial assets		\$ 232,517	\$ -
Proceeds from capital reduction of financial assets carried at cost		114,827	800
Proceeds from disposal of investments accounted for using equity method		250,357	-
Net cash flow from acquisition of subsidiaries (net of cash acquired)	6(31)	(945,088)	-
Acquisition of property, plant and equipment		(513,982)	(970,911)
Proceeds from disposal of property, plant and equipment and investment property		7,780	34,353
Increase in investment property		(438)	(3,969)
Acquisition of intangible assets	6(33)	(86,271)	(31,287)
(Increase) decrease in refundable deposits		(465,345)	19,621
Decrease (increase) in restricted time deposits		799,858	(202,397)
(Increase) decrease in other non-current assets		(132,281)	4,535
Net cash used in investing activities		(738,066)	(1,149,255)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
(Decrease) increase in short-term loans		(9,216,677)	7,687,743
Decrease in short-term notes and bills payable		(180,000)	(1,130,000)
Decrease in guarantee deposits received		(31,642)	(68,873)
Decrease in long-term loans		-	(4,041,750)
Payment of cash dividends	6(21)	(2,382,781)	(5,242,119)
Net cash (used in) provided by financing activities		(11,811,100)	(2,794,999)
Effects of changes in foreign exchange rates		(2,131,414)	11,150
Decrease in cash and cash equivalents		(6,424,335)	(8,733,531)
Cash and cash equivalents at beginning of the year		13,898,657	22,632,188
Cash and cash equivalents at end of the year		\$ 7,474,322	\$ 13,898,657

The accompanying notes are an integral part of these consolidated financial statements.

See report of independent accountants dated March 17, 2017.

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. 	<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. 	Amendment pursuant to actual requirement.
Article 41	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	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	The number of date of the current amendment are added.

	<p>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 2010. The twenty-first amendment was made on 10 June 2011. The twenty-second amendment was made on 13 June 2012. The twenty-third</p>	<p>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 2010. The twenty-first amendment was made on 10 June 2011. The twenty-second amendment was made on 13 June 2012. The twenty-third</p>	
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	amendment was made on 11 June 2014. The twenty-fourth amendment was made on 12 June 2015. The twenty-fifth amendment was made on 8 June 2016. <u>The twenty-sixth amendment was made on 7 June 2017.</u>	amendment was made on 11 June 2014. The twenty-fourth amendment was made on 12 June 2015. The twenty-fifth amendment was made on 8 June 2016.	
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Synnex Technology International Corporation Comparison Table on Amendments to the Procedures for Acquisition or Disposal of Assets

No.	Amended clause	Original clause	Reason for amendment
Article 2	<p>(Scope of application)</p> <p>The scope of assets so-called in these Regulations includes:</p> <p>I. Stock, government bonds, corporate bonds, financial bonds; negotiable securities, depository receipt, call (put) <u>warrant</u>, beneficial securities and asset-backed securities etc. in recognition of funds.</p> <p>II. Real estate (including land, house and building, investment property and land use right) and equipment.</p> <p>III. Membership certificate.</p> <p>IV. Intangible assets such as patent right, copyright, trademark right and chartered right etc.</p> <p>V. Derivatives.</p> <p>VI. Assets acquired or disposed through merger, division, acquisition or assignment of share pursuant to law.</p> <p>VII. Advances of long-term investment nature provided to subsidiary.</p> <p>VIII. Other important assets.</p> <p>Matters related to the acquisition and disposal of assets mentioned above shall be handled in accordance with these Regulations.</p>	<p>(Scope of application)</p> <p>The scope of assets so-called in these Regulations includes:</p> <p>I. Stock, government bonds, corporate bonds, financial bonds; negotiable securities, depository receipt, call (put) certificate, beneficial securities and asset-backed securities etc. in recognition of funds.</p> <p>II. Real estate (including land, house and building, investment property and land use right) and equipment.</p> <p>III. Membership certificate.</p> <p>IV. Intangible assets such as patent right, copyright, trademark right and chartered right etc.</p> <p>V. Derivatives.</p> <p>VI. Assets acquired or disposed through merger, division, acquisition or assignment of share pursuant to law.</p> <p>VII. Advances of long-term investment nature provided to subsidiary.</p> <p>VIII. Other important assets.</p> <p>Matters related to the acquisition and disposal of assets mentioned above shall be handled in accordance with these Regulations.</p>	Amendment in accordance with the law.
Article 6	<p>(Procedures for acquisition and disposal of real estate and equipment)</p> <p>Clause I~III (not amended, omitted)</p> <p>IV. Real estate or equipment valuation report</p> <p>For the real estate or equipment acquired or disposed by the Company, apart from those transacted with government agency, built on private land or leased land, or acquired or</p>	<p>(Procedures for acquisition and disposal of real estate and equipment)</p> <p>IV. Real estate or equipment valuation report</p> <p>For the real estate or equipment acquired or disposed by the Company, apart from those transacted with government agency, built on private land or leased land, or acquired or</p>	Amendment in accordance with the law.

<p>disposed for business use, if the transaction amount thereof reaches to twenty percent of paid-up capital of the Company or NT\$300 Million, the valuation report issued by professional valuator shall be acquired before the occurrence date, and shall comply with the following rules:</p> <p>(I) When the limited price, specified price or special price is taken as reference for the transaction price due to special reasons, such transaction shall first be proposed to and passed by board resolution, in case of change of transaction conditions in the future, the foregoing procedures shall also apply accordingly.</p> <p>(II) If the transaction amount reaches to over NT\$1 Billion, two or more professional valutors shall be appointed for valuation.</p> <p>(III) If the valuation results of professional valuator have any one of the following circumstances, except that all valuation results of acquired assets are higher than the transaction amount, or all valuation results of disposed assets are lower than the transaction amount, accountants shall be appointed to handle according to No. 20 regulations of Statement of Auditing Standards issued by Accounting Research and Development Foundation, and express specific opinions on the reasons for difference and the appropriateness of transaction price.</p> <ol style="list-style-type: none"> 1. The difference between valuation result and transaction amount reaches to over twenty percent of the transaction amount. 2. The difference between the 	<p>disposed for business use, if the transaction amount thereof reaches to twenty percent of paid-up capital of the Company, ten percent of total assets, or NT\$300 Million, the valuation report issued by professional valuator shall be acquired before the occurrence date, and shall comply with the following rules:</p> <p>(I) When the limited price, specified price or special price is taken as reference for the transaction price due to special reasons, such transaction shall first be proposed to and passed by board resolution, in case of change of transaction conditions in the future, the foregoing procedures shall also apply accordingly.</p> <p>(II) If the transaction amount reaches to over NT\$1 Billion, two or more professional valutors shall be appointed for valuation.</p> <p>(III) If the valuation results of professional valuator have any one of the following circumstances, except that all valuation results of acquired assets are higher than the transaction amount, or all valuation results of disposed assets are lower than the transaction amount, accountants shall be appointed to handle according to No. 20 regulations of Statement of Auditing Standards issued by Accounting Research and Development Foundation, and express specific opinions on the reasons for difference and the appropriateness of transaction price.</p> <ol style="list-style-type: none"> 1. The difference between valuation result and transaction amount reaches to over twenty percent of the transaction amount. 2. The difference between the valuation results of two or more professional valutors reaches to over ten percent of the transaction amount. <p>(IV) The date of report issuing by professional</p>	
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	<p>valuation results of two or more professional valuers reaches to over ten percent of the transaction amount.</p> <p>(IV) The date of report issuing by professional valuator shall not be over three months later than the contract date. But if the report applies the assessed present value of the same period and not exceeds six months, submissions may be issued by the original professional valuator.</p>	<p>valuator shall not be over three months later than the contract date. But if the report applies the assessed present value of the same period and not exceeds six months, submissions may be issued by the original professional valuator.</p>	
Article 8	<p>(Procedures for acquisition and disposal of membership certificate, intangible assets and other important assets)</p> <p>Clause I~III not amended, omitted</p> <p>IV. Obtain expert's opinion</p> <p>If the transaction amount of the Company in acquisition or disposal of membership certificate or intangible assets reaches to twenty percent of paid-up capital of the company or over NT\$300 Million, except for the transaction with government agency, accountants shall be appointed to give opinions on the reasonableness of transaction price before the occurrence date, and the said accountants shall handle according to No. 20 regulations of Statement of Auditing Standards issued by Accounting Research and Development Foundation,</p>	<p>(Procedures for acquisition and disposal of membership certificate, intangible assets and other important assets)</p> <p>IV. Obtain expert's opinion</p> <p>If the transaction amount of the Company in acquisition or disposal of membership certificate or intangible assets reaches to twenty percent of paid-up capital of the company or over NT\$300 Million, except for the transaction with government authority, accountants shall be appointed to give opinions on the reasonableness of transaction price before the occurrence date, and the said accountants shall handle according to No. 20 regulations of Statement of Auditing Standards issued by Accounting Research and Development Foundation,</p>	Amendment in accordance with the law.
Article 9	<p>(Procedures for handling interested party transaction)</p> <p>I. Not amended, omitted.</p> <p>II. For the assets of interested party as mentioned in Paragraph 1 of this article that are acquired or disposed by the Company, except for the sales of bonds, bonds with request for purchase or sale, and subscription or <u>buyback</u> of money market fund <u>issued by domestic securities investment trust enterprise</u>, the transaction</p>	<p>(Procedures for handling interested party transaction)</p> <p>I. Not amended, omitted.</p> <p>II. For the assets of interested party as mentioned in Paragraph 1 of this article that are acquired or disposed by the Company, except for the sales of bonds, bonds with request for purchase or sale, and subscription or redemption of domestic money market fund, the transaction contract thereof may be signed and the payment thereof may be</p>	Amendment in accordance with the law.

	<p>contract thereof may be signed and the payment thereof may be made only after the following materials are consented by the Audit Committee and submitted to Board of Directors for approval:</p> <p>(I) The purpose, necessity and expected benefits of assets acquisition or disposal.</p> <p>(II) The reason of selecting the interested party as transaction object.</p> <p>(III) For the acquisition of real estate from interested party, assess relevant materials on the reasonableness of expected transaction conditions pursuant to the provisions of Subparagraph (I) and (IV), Paragraph III of this article.</p> <p>(IV) Interested party's original acquisition date and price, transaction object, and relations between the company and interested party etc.</p> <p>(V) Anticipate the cash payment and receipts in each month in the coming one year starting from the month of contract conclusion, and assess transaction necessity and the reasonableness of application of funds.</p> <p>(VI) The valuation report or accountant's opinion issued by professional valuator and acquired pursuant to the provisions of preceding article.</p> <p>(VII) Limiting conditions of this transaction and other important matters agreed.</p>	<p>made only after the following materials are consented by the Audit Committee and submitted to Board of Directors for approval:</p> <p>(I) The purpose, necessity and expected benefits of assets acquisition or disposal.</p> <p>(II) The reason of selecting the interested party as transaction object.</p> <p>(III) For the acquisition of real estate from interested party, assess relevant materials on the reasonableness of expected transaction conditions pursuant to the provisions of Subparagraph (I) and (IV), Paragraph III of this article.</p> <p>(IV) Interested party's original acquisition date and price, transaction object, and relations between the company and interested party etc.</p> <p>(V) Anticipate the cash payment and receipts in each month in the coming one year starting from the month of contract conclusion, and assess transaction necessity and the reasonableness of application of funds.</p> <p>(VI) The valuation report or accountant's opinion issued by professional valuator and acquired pursuant to the provisions of preceding article.</p> <p>(VII) Limiting conditions of this transaction and other important matters agreed.</p>	
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<p>Article 11</p>	<p>(Procedures for handling merger, division, acquisition or assignment of share)</p> <p>I. Assessment and operation procedure</p> <p>(I) For handling of merger, division, acquisition or assignment of share, before convening the Board of Directors Meeting for resolution, the Company shall appoint accountant, lawyer or securities underwriter to give opinions on the reasonableness of exchange ratio, acquisition price or the cash or other properties of shareholders distributed to, and propose it to the Board of Directors for discussion and approval. <u>But for the Company's merger of subsidiary in which it directly or indirectly holds one hundred percent of outstanding shares or capital sum, or the merger between the subsidiaries in which it directly or indirectly holds one hundred percent of outstanding shares or capital sum, the reasonableness opinions issued by the foregoing experts may be exempted.</u></p>	<p>(Procedures for handling merger, division, acquisition or assignment of share)</p> <p>I. Assessment and operation procedure</p> <p>(I) For handling of merger, division, acquisition or assignment of share, before convening the Board of Directors Meeting for resolution, the Company shall appoint accountant, lawyer or securities underwriter to give opinions on the reasonableness of exchange ratio, acquisition price or the cash or other properties of shareholders distributed to, and propose it to the Board of Directors for discussion and approval.</p>	<p>Amendment in accordance with the law.</p>
<p>Article 13</p>	<p>(Time limits and contents should be announced and reported)</p> <p>I. In case of any one of the circumstances in assets acquisition or disposal, the Company shall input relevant information into the information reporting website designated by competent authority in specified format and content and according to the nature thereof within two days as of the occurrence date, and attach with relevant contract, minute book, memorandum book, valuation report, and submissions of accountant, lawyer or securities underwriter to the</p>	<p>(Time limits and contents should be announced and reported)</p> <p>I. In case of any one of the circumstances in assets acquisition or disposal, the Company shall input relevant information into the information reporting website designated by competent authority in specified format and content and according to the nature thereof within two days as of the occurrence date, and attach with relevant contract, minute book, memorandum book, valuation report, and submissions of accountant, lawyer or securities underwriter to the Company, except for otherwise prescribed by other</p>	<p>Amendment in accordance with the law.</p>

	<p>Company, except for otherwise prescribed by other laws, such attachments shall be kept for at least five years:</p> <p>(I) Acquire or dispose real estate from interested party, or acquire or dispose other assets other than real estate from interested party and the transaction amount thereof reaches to twenty percent of company paid-up capital, ten percent of total assets, or over NT\$300 Million. But the sales of bonds, bonds with request for purchase or sale, subscription or <u>buyback</u> of money market fund <u>issued by domestic securities investment trust enterprise</u> are not subject to this restriction.</p> <p>(II) Carry out merger, division, acquisition or assignment of share.</p> <p>(III) The loss in derivatives transactions reaches to the total amount stipulated in handling procedures or the upper loss limit in individual contract.</p> <p>(IV) The type of assets acquired or disposed is the equipment for business use, and the transaction object thereof is not the interested party, and the transaction amount reaches to over NT\$1 Billion.</p> <p>(V) For the real estate acquired by means of construction on private or leased, house distribution, sharing or sales in joint construction, the transaction amount expected to be input by the Company reaches to over NT\$500 Million.</p> <p>(VI) For the transaction of assets other than those mentioned in foregoing five subparagraphs, or the</p>	<p>laws, such attachments shall be kept for at least five years:</p> <p>(I) Acquire or dispose real estate from interested party, or acquire or dispose other assets other than real estate from interested party and the transaction amount thereof reaches to twenty percent of company paid-up capital, ten percent of total assets, or over NT\$300 Million. But the sales of bonds, bonds with request for purchase or sale, subscription or redemption of domestic money market fund are not subject to this restriction.</p> <p>(II) Carry out merger, division, acquisition or assignment of share.</p> <p>(III) The loss in derivatives transactions reaches to the total amount stipulated in handling procedures or the upper loss limit in individual contract.</p> <p>(IV) For the transaction of assets other than those mentioned in foregoing three subparagraphs, or the investment in China Mainland, the transaction amount thereof reaches to twenty percent of paid-up capital of the Company or over NT\$300 Million. Except for under the following circumstances:</p> <ol style="list-style-type: none"> 1. Sales of bonds. 2. For professional investors, the transaction of negotiable securities in stock exchange at home and abroad or business place of securities dealer; or the negotiable securities subscribed 	
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	<p>investment in China Mainland, the transaction amount thereof reaches to twenty percent of paid-up capital of the Company or over NT\$300 Million. Except for under the following circumstances:</p> <ol style="list-style-type: none"> 1. Sales of bonds. 2. For professional investors, the transaction of negotiable securities in stock exchange at home and abroad or business place of securities dealer; or the ordinary corporate bonds subscribed, <u>raised or issued in domestic primary market and the general financial bonds not involved in stock right</u>; or the negotiable securities subscribed according to the regulations <u>of Taipei Exchange as recommended by a securities dealer acting as the adviser of public company due to underwriting business needs.</u> 3. The sales of bonds with request for purchase or sale, subscription or <u>buyback</u> of money market fund issued by domestic <u>securities investment trust enterprise.</u> <p>(VII)The calculation methods of transaction amounts mentioned in preceding <u>six subparagraphs</u> are as follows:</p>	<p>by securities dealer in the primary market according to the regulations.</p> <ol style="list-style-type: none"> 3. Sales of bonds with request for purchase or sale, subscription or redemption of domestic money market fund. 4.The type of assets acquired or disposed is the machinery equipment for business use, and the transaction object thereof is not the interested party, and the transaction amount not reaches to over NT\$500 Million. 5.For the real estate acquired by means of construction on private or leased, house distribution, sharing or sales in joint construction, the transaction amount expected to be input by the Company not reaches to over NT\$500 Million. <p>(V)The calculation methods of transaction amounts mentioned in preceding four <u>six</u> subparagraphs are as follows:</p> <ol style="list-style-type: none"> 1. Every transaction amount. 2. The cumulative transaction amount in the acquisition or disposal of subject matter of the same nature with the same counterpart within one year. 3. The cumulative amount in the acquisition or disposal (cumulated in acquisition and disposal respectively) of real estate under the same development plan within one year. 4. The cumulative amount in the acquisition or disposal (cumulated in acquisition and 	
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	<ol style="list-style-type: none"> 1. Every transaction amount. 2. The cumulative transaction amount in the acquisition or disposal of subject matter of the same nature with the same counterpart within one year. 3. The cumulative amount in the acquisition or disposal (cumulated in acquisition and disposal respectively) of real estate under the same development plan within one year. 4. The cumulative amount in the acquisition or disposal (cumulated in acquisition and disposal respectively) of the same negotiable securities within one year. <p>II. When the items due to be announced by the Company as required should be supplemented and corrected due to the mistake or omission upon announcement, all items shall be announced and reported again <u>within two days as of the day of knowing such mistake or omission.</u></p> <p>III. After the Company has made announcement and report according to the stipulated in Paragraph I, in case of any one of the following circumstances, the Company shall input relevant information into the information reporting website designated by competent authority in specified format and content within two days as of the occurrence date:</p> <ol style="list-style-type: none"> 1. Change, termination or rescission of relevant contracts signed for original transaction. 2. Merger, division, acquisition or assignment of share fails to be 	<p>disposal respectively) of the same negotiable securities within one year.</p> <p>II. When the items due to be announced by the Company as required should be supplemented and corrected due to the mistake or omission upon announcement, all items shall be announced and reported again.</p> <p>III. After the Company has made announcement and report according to the stipulated in Paragraph I, in case of any one of the following circumstances, the Company shall input relevant information into the information reporting website designated by competent authority in specified format and content within two days as of the occurrence date:</p> <ol style="list-style-type: none"> 1. Change, termination or rescission of relevant contracts signed for original transaction. 2. Merger, division, acquisition or assignment of share fails to be accomplished according to the schedule agreed in the contract. 3. Change of contents originally announced and reported. 	
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	<p>accomplished according to the schedule agreed in the contract.</p> <p>3. Change of contents originally announced and reported.</p>		
Article 19	<p>(Amendment date)</p> <p>These Regulations are amended on <u>June 7, 2017</u>.</p>	<p>(Amendment date)</p> <p>These Regulations are amended on June 12, 2015.</p>	<p>Update the amendment date.</p>