

Stock Code: 2347

# Synnex Technology International Corp.

## 2024 Annual Shareholders' Meeting Handbook



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

**May 31, 2024**

**Convening Method: Physical shareholders' meeting**

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# **Synnex Technology International Corp.**

## **2024 Annual Shareholders' Meeting Agenda**

- I. Time: May 31, 2024 (Friday) 9:00 am**
- II. Location: 1F, No. 209, Section 1, Nangang Road, Taipei City**
- III. Meeting called to order**
- IV. Chairman's speech**
- V. Reports**
  - (I) Report on operating status in 2023**
  - (II) Report on the Audit Committee's review of 2023 financial statements**
  - (III) Report on the 2023 distribution of remuneration to employees and directors**
  - (IV) Report on the 2023 distribution of cash dividends from earnings**
- VI. Ratifications**
  - (I) Ratification of the 2023 financial statements**
  - (II) Ratification of the 2023 earnings distribution**
- VII. Discussions:**
  - (I) Discussion for amending certain provisions of Articles of Articles**
  - (II) Discussion for amending certain provisions of Procedure for Derivatives Trading**
  - (III) Discussion for amending certain provisions of the Rules of Procedure for Shareholders' Meetings**
- VIII. Elections : Election of Directors**
- IX. Miscellaneous : Discussion on releasing directors of the Company from non-competition restrictions**
- X. Extraordinary Motions**
- XI. Meeting adjourned**

## **Reports**

### **Proposal 1**

**Agenda:** The Company's 2023 business report is hereby submitted for inspection.

**Description:** Please refer to Attachment 1 of this Handbook. (See pages 11 to 13 for details)

### **Proposal 2**

**Agenda:** The Audit Committee's review of the Company's 2023 financial statements is hereby submitted for inspection.

**Description:** Please refer to Attachments 2 and 3 of this Handbook. (See pages 14 to 38 for details)

### **Proposal 3**

**Agenda:** The report on the Company's 2023 distribution of remuneration to employees and directors is hereby submitted for inspection.

**Description:** (I) According to Article 38 of the Company's Articles of Incorporation, the Company's profit before tax of the year before deducting remuneration to employees and directors and after making up for losses should be applied towards distributing remuneration to employees for an amount not exceeding 10% and not less than 0.01% of the balance, and to directors for an amount not more than 1% of the balance.

(II) It is hereby proposed that for the year 2023 NT\$0.9 million (approximately 0.01%) in employee remuneration and NT\$9 million (approximately 0.1%) in directors' remuneration should be distributed, both of which will be paid in cash.

### **Proposal 4**

**Agenda:** The report on the 2023 distribution of cash dividends from earnings is hereby submitted for inspection.

**Description:** (I) This proposal is based on Article 38-1 of the Articles of Incorporation which authorizes the Board of Directors to resolve to distribute all or part of the dividends and bonus in cash, and report to the shareholders' meeting.

(II) A cash dividend of NT\$5,003,840,904 is distributed to

**shareholders at NT\$3.0 per share. The cash dividend will be paid up to NT\$1, and the amounts below NT\$1 will be rounded off. The total amount of dividends distributed to fractional shares less than NT\$1 will be included in the Company's other income.**

- (III) This proposal has been approved by the Board of Directors and the Chairman of the Board is authorized to set the ex-dividend base date, distribution date and other related matters; thereafter, if the number of common shares in circulation of the Company changes, resulting in a change in the payout ratio, the Chairman of the Board is also fully authorized to make adjustments.**

## **Ratifications**

**Proposal 1** (Proposed by the Board of Directors)

**Agenda:** The Company's 2023 financial statements are hereby submitted for ratification.

**Description:** (I) The Company's 2023 business report and financial report have been approved by the Board of Directors and sent to the Audit Committee which has completed the review procedures. For relevant information, please refer to Attachments 1 and 3 of this Handbook. (See pages 11 to 13 for Attachment 1 and pages 15 to 38 for Attachment 3)

(II) Please ratify.

**Resolution:**

**Proposal 2** (Proposed by the Board of Directors)

**Agenda:** The Company's 2023 earnings distribution is hereby submitted for ratification.

**Description:** (I) The Company's 2023 earnings distribution has been approved by the Board of Directors and sent to the Audit Committee which has completed the review procedures. Please refer to Attachment 4 of this Handbook. (See page 39 for details)

(II) Please ratify.

**Resolution:**

## **Discussions**

**Proposal 1** (Proposed by Board of Directors)

**Agenda:** Proposed amendment to certain clauses of the Articles of Incorporation are submitted for approval.

**Description:** (I) Proposed amendment to certain clauses of the Articles of Incorporation are prepared in accordance with the actual requirements of the Company. For Comparison Table of Amended Clauses, please refer to Attachment 5 to this Handbook (see pages 40 to 41 for details).

(II) Please resolve.

**Resolution:**

**Proposal 2** (Proposed by Board of Directors)

**Agenda:** Proposed amendment to certain clauses of the Procedure for Derivatives Trading of the Company are submitted for approval.

**Description:** (I) Proposed amendment to certain clauses of the Procedure for Derivatives Trading of the Company are prepared in accordance with the actual requirements of the Company. For Comparison Table of Amended Clauses, please refer to Attachment 6 to this Handbook (see pages 42 for details).

(II) Please resolve.

**Resolution:**

**Proposal 3** (Proposed by Board of Directors)

**Agenda:** Proposed amendment to certain clauses of the Rules of Procedure for Shareholders' Meetings are submitted for approval.

**Description:** (I) Referencing the Taiwan Stock Exchange's letter Taiwan Stock Exchange Governance No. 1120004167 dated March 17, 2023, it is hereby proposed that a portion of the Company's "Rules of Procedures for Shareholders' Meetings" be revised, please refer to Attachment 7 to this Handbook (see pages 43 for details).

(II) Please resolve.

**Resolution:**

## **Elections**

**Agenda:** To re-elect the directors, please vote. (Proposed by the Board of Directors)

**Description:** (I) The term of office of the Company's current directors will expire on July 19, 2024, and a re-election is to be conducted at the 2024 annual shareholders' meeting.

(II) There are 9 directors, of which 3 are independent directors, to be re-elected on this occasion. Elected directors will take office on the date of election for a term of 3 years, from May 31, 2024 to May 30, 2027.

(III) The election of directors for the current term will be conducted in accordance with Article 21 of the Articles of Association of the Company and Article 192-1 of the Company Act. All candidates will be selected through the nomination system. The list of director candidates has been reviewed and approved by the Company's Board of Directors on March 13 , 2024. For relevant information, please refer to Attachment 8 of this Handbook (see page 44 to 47 for details).

(IV) Please vote.

**Election result:**



## Miscellaneous

**Agenda: Please resolve to release directors of the Company from non-competition restrictions. (Proposed by the Board of Directors)**

**Description: (I) As the directors of the Company may invest in or manage other companies with the same or similar business scope and concurrently serve as directors, it is hereby proposed that, without prejudice to the interests of the Company, the shareholders' meeting be requested to approve the release of directors of the Company from non-competition restrictions in accordance with Article 209 of the Company Act. If the representative of an institutional director has been reassigned, the same shall apply to the new representative.**

**(II) The contents of the non-competition restrictions from which newly re-elected directors are to be released are as follows:**

<b>Category</b>	<b>Director</b>	<b>Details of serving as director and manager in other companies</b>
Director Candidate	Mei-Feng Investment Corporation Representative : Miau, Matthew Feng Chiang	Lien Hwa Industrial Holdings Corp. UPC Technology Corp. MiTAC Holdings Corp. MiTAC Inc. Getac Holdings Corporation Cathay Financial Holdings
Director Candidate	Tu Shu-Wu	SEPER TECHNOLOGY Corp. BestCom Infotech Corp. E-Fan Investments Co., Ltd. SYNERGY INTELLIEGNT LOGISTICS Corp. Synergy Intelligent Technology Co.,Ltd. Synnex (Thailand) Public Company Ltd. PT. Synnex Metrodata Indonesia
Director Candidate	MiTAC Inc.	MiTAC Information Technology Corp. MiTAC Holdings Corp. Ares International Corporation Far Eastern Electronic Toll Collection Co., Ltd. EASYCARD Corporation °
Director Candidate	MiTAC Inc. Representative : Chou The-Chien	MiTAC Information Technology Corp. Getac Holdings Corporation Waffer Technology Corp. Concentrix Corporation

<b>Category</b>	<b>Director</b>	<b>Details of serving as director and manager in other companies</b>
Director Candidate	Tsu Fung Investment Corp.	MiTAC Inc. ROMISE Technology, Inc.
Director Candidate	Tsu Fung Investment Corp. Representative : Yang Hsiang-Yun	Ares International Corporation MiTAC Inc. JIAN FOODS INCORPORATION
Director Candidate	Hong Ding Investments Corp. Representative : Tu Shu-Chyuan	BESTCOM Infotech Corp. Bizwave Tech Co., Ltd. Synergy Intelligent Technology Co.,Ltd. INFORCOM TECHNOLOGY INC. ASGARD SYSTEM, INC. JETWELL COMPUTER CO., LTD. NUVOTON TECHNOLOGY CORPORATION DIGITIMES INC. SEPER TECHNOLOGY Corp. Synnex (Thailand) Public Company Ltd. Redington Ltd. Synnex FPT Joint Stock Company PT. Synnex Metrodata Indonesia
Director Candidate	Y.S. Education Foundation Representative : Scott-Matthew Miao	MiTAC Inc. MiTAC Information Technology Corp. MiTAC Hikari Corp. Mei-Feng Investment Corporation Lienhwa United LPG MiTAC Advance Technology Corp.
Independent Director Candidate	Hsuan Chien-Shen	TPV Technology Co., Ltd. Standard Foods Co., Ltd. Shanghai Standard Foods Co., Ltd. Standard Investment (China) Co., Ltd. Standard Foods (China) Co., Ltd. Standard Foods (Xiamen) Co., Ltd. Shanghai Le Bonta Wellness Co., Ltd. Shanghai New Vitality Health Technology (Group) Co., Ltd.

**(III) Please resolve.**

**Resolution:**

## **Extraordinary Motions**

**Meeting adjourned**

## Attachment 1

### Business Report

In 2023, the world has slowly eased itself from the COVID-19 lockdown, and exchanges between national borders and people resumed. However, the world has quietly changed, and the olden days were gone forever!

Over the past couple of years, countries around the world saw dramatic fluctuations in energy and commodity prices, high interest rates and high inflation, a slump in market demand, and sluggish global economic development. The intensification of geopolitical conflicts also exacerbated the situation. Many countries were embroiled in war. With extremely transparent information and closely integrated global supply chains, even wars that were happening thousands of miles away came to have impacts on all parts of the world, thereby posing even greater challenges on enterprise management. In 2023, Synnex strove forward in spite of such turbulent and severe environment, and stood firm in the face of adversity. And we would like to thank all shareholders for your support!

Alternatively, the rapid developments in science and technology have propelled various new business opportunities to emerge. In addition, market patterns and business models are also evolving and changing at an accelerated pace. Enterprise management cannot no longer be limited to securing existing market positions and naively believing that long-term stability could be achieved by relying on past successes. We must be keenly aware of changes, and to proactively and quickly adapt to them. This will help us to stay current and to focus on new business opportunities, and ultimately, to succeed by precisely targeting such opportunities.

We can definitely say that the "adaptability" to external environments, is the most important capability of today's enterprises!

Over the past five years, Synnex has undergone a series of internal reforms. Beginning in 2019, the "Agility Project" was launched internally. At the same time, we actively built the externally-oriented "Management Service Platform (MSP)". These initiatives were designed to make the internal organization more lean, the operations more agile, and the Company in a better position to quickly respond to the service needs of both vendors and customers. By 2023, Synnex has taken a further step to launch the Company-wide "Transformation Project".

By loosening up and shaking up the old thinking habits and operating methods forged over so many years, we can remove inefficiency, focus on effectiveness, and simplify complex processes. Company re-engineering consists of building an AI-driven digitized system that makes mobile office possible for all employees, thereby strengthening the organization's competencies, resilience, and coordination. The final step is to leap into action. We will comprehensively and digitally connect with partners throughout the industry ecosystem. Internally, from front-line units such as product planning and sales, to logistics functions such as operations, risk management, finance and accounting, and human resources, we will comprehensively achieve higher agility and responsiveness, and to take a powerful leap forward.

Looking forward to 2024, although the challenges of the market environment remain daunting, Synnex will continue to pursue stability and adaptability and to achieve targeted expansion and continuous improvement using the foundation we acquired through reforms made over the last five years. We will

actively seize the business opportunities brought by new technologies, and pursue corporate stability and constant growth. We sincerely ask all shareholders to continue to support and encourage us!

Below are the key operational highlights of 2023:

## **1. Revenue and profit**

Synnex's 2023 consolidated revenue was NT\$396 billion, representing 7% decrease from the NT\$424.6 billion in 2022. The net profit after tax was NT\$7.29 billion, which is a decrease of 54% from the NT\$15.75 billion in 2022. The EPS after tax was NT\$4.37, which is a decrease of 54% from NT\$9.44 in 2022. If compared on a consistent basis, excluding one-time profits in 2022, net profit after tax and earnings per share after tax in 2023 have decreased by approximately 17%.

## **2. Concrete business results**

- (1) All business entities have maintained stable development in spite of the severe market environment. In spite of adverse environment, revenues from the semiconductor business hit record highs for three consecutive years. Our operations in Taiwan include businesses units in information, communications, and BestCom's enterprise services. We actively adjusted business strategies and formations, strengthening MSP services, and gradually achieving new business success. For our Australia and New Zealand market, we accelerated investment in the dual logistics centers in Sydney and Melbourne to secure our leadership position in the market. Though our business in China was challenged by the economic downturn, we continued to implement lean reforms internally to strive for a revenue of hundred billions and more. Although our business in Hong Kong faced an extremely difficult operating environment, our internal flexible adjustments helped us to remain the market leader.
- (2) Synergy Intelligent Logistics has been providing the Home Electronics Installation and Maintenance Service to 1.5 million households, and on average serves one home every 40 seconds. Its high-quality services are highly lauded by the market. Synergy Intelligent Technology has increased its investment in technical service opportunities for corporate customers, and its revenue has grown in spite of the challenging environment.
- (3) Having put 25 years of efforts in the markets of Asia, Africa and the Middle East, Synnex Group is now seeing fruitful results in our overseas joint ventures. In particular, Synnex Metrodata Indonesia has seized the opportunities of the local demographic dividend and economic growth, and its revenue has reached new highs. Synnex (Thailand) has launched diversified business efforts and its business operations have been sustainable. Although Synnex FPT (Vietnam) is facing an economic downturn, it continues to make breakthroughs in new businesses and new categories. Redington (India) is striving to cultivate the Indian market as well as actively expanding toward the Middle East and North Africa markets, yielding a significant 19% revenue growth.
- (4) Actively promote "clean technology application solutions" to various industrial application fields, including "smart cities", "smart manufacturing", "smart retail", "smart education", "cloud platform services" and "AIOT". Our service network has covered eight major markets in the Asia-Pacific, including Taiwan, China, Hong Kong, Australia, New Zealand, Indonesia, Thailand, and Vietnam. A total of 1,249 successful deployment projects have been completed in collaboration with upstream and downstream partners, and the results of which have received widespread recognition from customers and the market.

The important production and marketing policies for 2024 are respectively described as follows:

1. By utilizing the Management Service Platform (MSP) as a core of our services, we will develop corresponding digitized MSP for a variety of business models, including semiconductor, commercial information, consumer information, communications, recruitment, and cloud service sectors. We plan on winning vendor and customer trust through our services.
2. Pay close attention to new business opportunities brought by new technologies, including AI-related applications, green technology, smart mobile offices, distance learning, smart homes, and more.
3. Continue to expand the logistics service business and corporate customer technical service business to develop them into fields with high value and growth.
4. Expand the application of AI tools, especially in aspects such as business decision-making, operational risk management, and operational quality management and more in order to improve operational efficiency and the proportion of employees engaging in knowledge-intensive tasks.

The international situation is unpredictable and challenges will only become more severe in the future. SYNEX will continue to uphold "stable, continuous, and growth," and constantly enhance our capabilities, stay up-to-date, and steadily move forward. We hope that our shareholders will continue to push us and support us!

Warm regards,

Chairman: Miao, Matthew Feng Chiang  
President: Tu Shu-Wu  
Senior Director of Finance: Lin Tai-Yang

## **Attachment 2**

### **Synnex Technology International Corp. Audit Committee's report**

The board of directors has prepared and submitted the 2023 business report, financial reports (including consolidated and individual financial reports), and earnings distribution proposal. The board of directors have appointed CPA Huang Shih-Chun and CPA Liang Yi Chang of PricewaterhouseCoopers Taiwan to audit the financial statements, and they have submitted an audit report. The audit committee has reviewed the business report, the financial reports, and the earnings distribution proposal and did not find any instances of noncompliance. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, it is hereby submitted for review and perusal.

To  
Synnex Technology International Corp. 2024 General Shareholders' Meeting

Synnex Technology International Corp.

Chairman of the Audit Committee:  
Yeh Kuang-Shih

March 13, 2024

## Attachment 3

### INDEPENDENT AUDITORS' REPORT

PWCR23000440

To the Board of Directors and Shareholders of Synnex Technology International Corporation

#### ***Opinion***

We have audited the accompanying consolidated balance sheets of Synnex Technology International Corporation and its subsidiaries (the "Group") as at December 31, 2023 and 2022, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the reports of other auditors (see information disclosed in the Other Matter section of our report), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

#### ***Basis for opinion***

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### ***Key audit matters***

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Group's 2023 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2023 consolidated financial statements are stated as follows:

#### ***Assessment of allowance for uncollectible accounts***

##### Description

Please refer to Notes 4(10) & (11) for accounting policies adopted for accounts receivable. Please



refer to Note 5(2), for critical accounting estimates and key sources of assumption uncertainty of loss allowance for accounts receivable. Please refer to Note 6(5) for details of accounts receivable.

The Group is primarily engaged in the sale of communication products, consumer electronic products, and semiconductor products. The Group manages the collection of accounts receivable from customers and bears the associated credit risk. The Group assesses impairment of accounts receivable in accordance with IFRS 9, 'Financial instruments'. The management categorized the accounts receivable assessment into individual provision and group provision. For individually assessed accounts receivable, allowance is recognised on a case by case basis. The assessment process is affected by management's judgement on various factors: customers' financial conditions, internal credit ratings, historical transaction records, and current economic conditions, etc. For group assessed accounts receivable, assessment process is affected by management's judgement on historical uncollectible records, current economic conditions and the forecastability information to assess the default possibility of uncollectible accounts.

As management's judgement on allowance for uncollectible accounts is relatively subjective and the estimated amount is material to the financial statements, therefore, we indicated that the assessment of allowance for uncollectible accounts as one of the key audit matters.

#### How our audit addressed the matter

We performed the following audit procedures in relation to the key audit matter:

1. Obtained an understanding of the credit quality of the Group's customers, assessed the classification of accounts receivable, the policies and the procedures applied in loss allowance provision.
2. For individually assessed accounts, selected and verified samples of managements' impairment evaluation. Discussed with management the assessment results and evaluated the provision.
3. For accounts assessed as a group, considered historical uncollectible records and the management's forecastability adjustment information to determine the provision ratio of allowance for uncollectible accounts. For significant accounts, examined subsequent collections after balance sheet date.

### ***Assessment of allowance for valuation of inventory***

#### Description

Please refer to Note 4(14) for description of accounting policies on allowance for inventory valuation. Please refer to Note 5(2) for accounting estimates and assumption uncertainty. Please refer to Note 6(8) for details of inventory items.

The Group is primarily engaged in the sale of communication products, consumer electronic products, and semiconductor products. For the purpose of meeting diverse customer needs, the Group applied multi-brand and multi-product strategy. However, due to rapid changes in technology, the short life cycle of electronic products, and the price highly affected by market fluctuation, there is a high risk of incurring inventory valuation losses. The Group's inventory policy on inventory valuation is based on the lower of cost or net realisable value. The net realisable value of inventory was identified on an item-by-item basis. The Group then applied the lower of cost or net realisable value method for recognizing loss on decline in market value.

As management's judgement on net realisable value of inventory is relatively subjective and the valuation amount is material to the financial statements, therefore, we indicated that the assessment

of allowance for valuation of inventory as one of the key audit matters.

#### How our audit addressed the matter

We performed the following audit procedures in relation to the key audit matter:

1. Obtained an understanding of the policy applied to the assessment of allowance for valuation of inventory loss. Assessed whether the allowance recognition policy is applied.
2. Obtained net realisable value report for inventory items and verified the systematic logic applied to the calculation. First, tested the assumptions such as: sources of sales or purchases data and relevant supporting estimation documents. Second, recalculated net realizable value item-by-item, then applied the lower of cost or net realisable value method for valuation and examined whether reasonable allowance was recognised.
3. Compared current and previous years' rate of allowance for valuation of inventory. Reviewed each period's days sales of inventory in order to assess the recognition of allowance.

### ***Assessment of purchase rebate***

#### Description

Please refer to Note 4(14) for accounting policies adopted for the recognition of purchase rebate. Please refer to Note 5(2) for critical accounting estimates and assumptions applied in the accounting policy for the recognition of purchase rebate.

The Group is primarily engaged in the sale of communication products, consumer electronic products, electronic products and semiconductor products. The Group engages in various purchase contracts for different items with different suppliers. There are various types of rebate programs including incentives for certain purchase volume from vendors, purchase discounts and allowances, participations in special purchase promotions, and subsidies for marketing. The Group estimates rebates that shall be recognized in accordance with the percentage of achievement of the rebate contract terms.

There are various types of rebate programs, complicated calculations and transactions with different suppliers as well as the manual process involved in the verification and calculation of rebates. All of these aforementioned factors add to the complexity of assessing purchasing rebate. Thus, we indicated that the assessment of purchase rebate as one of the key audit matters.

#### How our audit addressed the matter

We performed the following audit procedures in relation to the key audit matter:

1. Obtained an understanding and tested the internal control over the estimation of purchase rebate. Tested the appropriate controls over contractual terms regarding rebates. Checked whether the recognition of rebate amount has been approved by the proper authority.
2. Selected samples of details of purchase rebate estimation, reviewed the inventory items and obtained the supporting documents in order to recalculate the rebate amount and assess estimated amount.
3. Sampled details of purchase rebate estimation without notice from suppliers that has been recognised as of the balance sheet date and obtained debit notes or other supporting documents that were received from suppliers after the balance sheet date to evaluate the estimation. In addition, after balance sheet date, examined whether there were significant new rebates that should be recognised as of the balance sheet date.
4. Selected samples of significant outstanding rebate receivable accounts and tested subsequent collections after the balance sheet date.

### ***Other matter – Reference to report of other independent auditors***

We did not audit the financial statements of certain subsidiaries which were included in the consolidated financial statements of the Group and were audited by other auditors whose reports thereon have been furnished to us, and our opinion expressed herein, in so far as it relates to the amounts and the information disclosed in Note 13 included in these financial statements, is based solely on the reports of the other auditors. Those subsidiaries' statements reflect total assets of NT\$11,586 thousand and NT\$1,689,177 thousand, constituting 0% and 1% of the consolidated total assets as of December 31, 2023, and 2022, respectively, and total operating revenues of both NT\$0 thousand, both constituting 0% of the consolidated total operating revenues for the years then ended. In addition, as stated in Note 6(9), the financial statements and the information disclosed in Note 13 of certain investments accounted for using equity method were audited by other auditors whose reports thereon have been furnished to us. For the years ended December 31, 2023, and 2022, the recognised net profit of investments accounted for using equity method was NT\$1,281,817 thousand and NT\$1,591,659 thousand, respectively, constituting 16% and 10% of the consolidated net profits, respectively; the recognised comprehensive income of investments accounted for using equity method was NT\$931,148 thousand and NT\$1,879,052 thousand, respectively, constituting 16% and 10% of the consolidated comprehensive income, respectively. As of December 31, 2023 and 2022, the balance of related investments was NT\$7,826,078 thousand and NT\$7,326,951 thousand, respectively, constituting 4% and 3% of the consolidated total assets, respectively.

### ***Other matter – Parent company only financial reports***

We have audited and expressed an unqualified opinion with other matter section on the parent company only financial statements of Synnex Technology International Corporation as of and for the years ended December 31, 2023 and 2022.

### ***Responsibilities of management and those charged with governance for the consolidated financial statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

### ***Auditor's responsibilities for the audit of the consolidated financial statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of

China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest

benefits of such communication.

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Huang, Shih-Chun

For and on behalf of PricewaterhouseCoopers, Taiwan

March 13, 2024

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Liang Yi Chang

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

**SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**DECEMBER 31, 2023 AND 2022**

(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2023		December 31, 2022	
			AMOUNT	%	AMOUNT	%
	<b>Current assets</b>					
1100	Cash and cash equivalents	6(1)	\$ 11,156,269	5	\$ 14,482,285	7
1110	Current financial assets at fair value through profit or loss	6(2)	603,939	-	181,682	-
1120	Current financial assets at fair value through other comprehensive income	6(3)	22,207,018	10	25,768,699	12
1136	Current financial assets at amortised cost	6(4) and 8	-	-	6,684	-
1150	Notes receivable, net	6(5)	5,499,794	3	6,842,112	3
1170	Accounts receivable, net	6(5) and 8	73,497,234	34	71,827,487	32
1180	Accounts receivable - related parties, net	6(5) and 7(2)	816,249	-	499,491	-
1200	Other receivables	6(7) and 7(2)	6,264,555	3	7,234,780	3
1220	Current income tax assets		212,509	-	111,526	-
130X	Inventories	6(8) and 8	53,143,236	25	57,299,453	26
1410	Prepayments		7,282,154	4	6,313,650	3
11XX	<b>Total current assets</b>		<u>180,682,957</u>	<u>84</u>	<u>190,567,849</u>	<u>86</u>
	<b>Non-current assets</b>					
1517	Non-current financial assets at fair value through other comprehensive income	6(3)	7,077,564	3	5,683,237	3
1535	Non-current financial assets at amortised cost	6(4) and 8	803,361	-	866,178	-
1550	Investments accounted for under equity method	6(9)	9,456,422	4	8,964,673	4
1600	Property, plant and equipment	6(10) and 8	10,440,594	5	9,757,191	4
1755	Right-of-use assets	6(11)	1,186,510	1	1,195,314	1
1760	Investment property, net	6(13)	935,040	1	987,460	-
1780	Intangible assets	6(14)	651,330	-	665,725	-
1840	Deferred income tax assets	6(33)	1,310,583	1	1,241,023	1
1900	Other non-current assets	6(15)	1,695,960	1	1,717,668	1
15XX	<b>Total non-current assets</b>		<u>33,557,364</u>	<u>16</u>	<u>31,078,469</u>	<u>14</u>
1XXX	<b>Total assets</b>		<u>\$ 214,240,321</u>	<u>100</u>	<u>\$ 221,646,318</u>	<u>100</u>

(Continued)

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity			December 31, 2023		December 31, 2022	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(16)	\$ 51,973,423	24	\$ 73,314,084	33
2110	Short-term notes and bills payable	6(17)	7,530,000	3	4,860,000	2
2120	Current financial liabilities at fair value through profit or loss	6(2)	426	-	4,484	-
2150	Notes payable		587,007	-	1,239,838	
2170	Accounts payable	7(2)	35,373,766	17	30,623,774	14
2200	Other payables	6(18) and 7(2)	7,884,081	4	7,607,914	3
2230	Current income tax liabilities		1,231,591	1	1,202,706	1
2280	Current lease liabilities		182,073	-	285,994	-
2320	Long-term liabilities, current portion	6(20)	1,500,000	1	-	-
2399	Other current liabilities, others	6(19)	4,532,833	2	4,231,772	2
21XX	Total current liabilities		110,795,200	52	123,370,566	56
Non-current liabilities						
2540	Long-term borrowings	6(20)	21,370,000	10	15,900,000	7
2570	Deferred income tax liabilities	6(33)	6,795,990	3	6,762,571	3
2580	Non-current lease liabilities		389,107	-	268,227	-
2600	Other non-current liabilities	6(21)	391,322	-	413,920	-
25XX	Total non-current liabilities		28,946,419	13	23,344,718	10
2XXX	Total liabilities		139,741,619	65	146,715,284	66
Equity attributable to owners of parent						
	Share capital	6(22)				
3110	Share capital - ordinary share		16,679,470	8	16,679,470	7
	Capital surplus	6(23)				
3200	Capital surplus		13,529,272	6	13,505,904	6
	Retained earnings	6(24)				
3310	Legal reserve		12,946,469	6	11,368,673	5
3320	Special reserve		6,038,409	3	8,247,113	4
3350	Unappropriated retained earnings		30,506,999	14	28,800,686	13
	Other equity interest	6(25)				
3400	Other equity interest		( 7,886,325)	( 3)	( 6,038,409)	( 2)
31XX	Total equity attributable to owners of parent		71,814,294	34	72,563,437	33
36XX	Non-controlling interest		2,684,408	1	2,367,597	1
3XXX	Total equity		74,498,702	35	74,931,034	34
	Significant contingent liabilities and unrecognized contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		\$ 214,240,321	100	\$ 221,646,318	100

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

**SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2023 AND 2022**

(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

Items	Notes	Year ended December 31			
		2023		2022	
		AMOUNT	%	AMOUNT	%
4000 Operating revenue	6(26) and 7(2)	\$ 395,990,829	100	\$ 424,550,420	100
5000 Operating costs	6(8)(31) and 7(2)	( 378,391,906)	( 96)	( 406,707,201)	( 96)
5950 Net operating margin		17,598,923	4	17,843,219	4
Operating expenses	6(31)				
6100 Selling expenses		( 7,276,240)	( 2)	( 6,926,926)	( 2)
6200 General and administrative expenses		( 1,149,757)	-	( 1,529,338)	-
6450 Impairment loss (impairment gain and reversal of impairment loss)	12(2)				
determined in accordance with IFRS 9		( 538,612)	-	( 249,419)	-
6000 Total operating expenses		( 8,964,609)	( 2)	( 8,705,683)	( 2)
6900 Operating profit		8,634,314	2	9,137,536	2
Non-operating income and expenses					
7100 Interest income	6(27)	817,777	-	323,504	-
7010 Other income	6(28) and 7(2)	1,333,029	-	1,297,170	-
7020 Other gains and losses	6(29)	193,953	-	8,511,724	2
7050 Finance costs	6(30)	( 2,027,553)	-	( 1,435,728)	-
7060 Share of profit of associates and joint ventures accounted for using equity method	6(9)	1,565,228	1	2,440,589	1
7000 Total non-operating income and expenses		1,882,434	1	11,137,259	3
7900 Profit before income tax		10,516,748	3	20,274,795	5
7950 Income tax expense	6(33)	( 2,635,905)	( 1)	( 3,944,469)	( 1)
8200 Profit for the year		\$ 7,880,843	2	\$ 16,330,326	4

(Continued)



**SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2023 AND 2022**

(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

		Year ended December 31			
		2023		2022	
Items	Notes	AMOUNT	%	AMOUNT	%
<b>Other comprehensive income</b>					
<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>					
8311	Gains (losses) on remeasurements of defined benefit plans	\$ 1,503	-	\$ 37,098	-
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	( 937,838)	-	( 2,951,537)	( 1)
8320	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	( 5,422)	-	( 15,948)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	( 300)	-	( 7,419)	-
8310	Components of other comprehensive loss that will not be reclassified to profit or loss	( 942,057)	-	( 2,937,806)	( 1)
<b>Components of other comprehensive income that will be reclassified to profit or loss</b>					
8361	Financial statements translation differences of foreign operations	( 915,065)	( 1)	4,739,093	1
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	( 345,247)	-	136,572	-
8360	Components of other comprehensive (loss) income that will be reclassified to profit or loss	( 1,260,312)	( 1)	4,875,665	1
8300	<b>Total other comprehensive (loss) income</b>	<b>(\$ 2,202,369)</b>	<b>( 1)</b>	<b>\$ 1,937,859</b>	<b>-</b>
8500	<b>Total comprehensive income for the year</b>	<b>\$ 5,678,474</b>	<b>1</b>	<b>\$ 18,268,185</b>	<b>4</b>
Profit, attributable to:					
8610	Owners of parent	\$ 7,289,295	2	\$ 15,748,824	4
8620	Non-controlling interest	591,548	-	581,502	-
	Profit for the year	<u>\$ 7,880,843</u>	<u>2</u>	<u>\$ 16,330,326</u>	<u>4</u>
Comprehensive income attributable to:					
8710	Owners of parent	\$ 5,061,923	1	\$ 17,681,120	4
8720	Non-controlling interest	616,551	-	587,065	-
	Comprehensive income for the year	<u>\$ 5,678,474</u>	<u>1</u>	<u>\$ 18,268,185</u>	<u>4</u>
Earnings per share					
9750	Basic earnings per share	6(34)	4.37	9.44	
9850	Diluted earnings per share	6(34)	4.37	9.44	

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

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

Equity attributable to owners of the parent											
Retained earnings											
Other equity interest											
Financial statements translation differences of foreign operations											
Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income											
Total											
Non-controlling interest											
Total equity											
Notes	Share capital - common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Total	Non-controlling interest	Total equity	
Year ended December 31, 2022											
Balance at January 1, 2022	\$ 16,679,470	\$ 14,199,960	\$ 9,673,477	\$ 6,336,545	\$ 24,968,224	(\$ 10,641,478 )	\$ 2,394,366	\$ 63,610,564	\$ 2,280,513	\$ 65,891,077	
Profit	-	-	-	-	15,748,824	-	-	15,748,824	581,502	16,330,326	
Other comprehensive income (loss)	6(25)	-	-	-	29,679	4,869,983	( 2,967,366 )	1,932,296	5,563	1,937,859	
Total comprehensive income (loss)		-	-	-	15,778,503	4,869,983	( 2,967,366 )	17,681,120	587,065	18,268,185	
Appropriations of 2021 earnings											
Legal reserve	-	-	1,695,196	-	( 1,695,196 )	-	-	-	-	-	
Special reserve	-	-	-	1,910,568	( 1,910,568 )	-	-	-	-	-	
Cash dividends	-	-	-	-	( 8,339,735 )	-	-	( 8,339,735 )	-	( 8,339,735 )	
Changes in equity of associates and joint ventures accounted for using equity method	6(23)	-	121,504	-	1,110	-	-	122,614	-	122,614	
Difference between consideration and carrying amount of subsidiaries acquired	6(35)	-	2,085	-	-	-	-	2,085	( 23,029 )	( 20,944 )	
Capital surplus transferred from unclaimed dividends	6(23)	-	594	-	-	-	-	594	-	594	
Disposal of investments accounted for using equity method	6(23)	-	( 5,350 )	-	-	304,434	-	299,084	-	299,084	
Disposal of equity instruments at fair value through other comprehensive income		-	-	-	( 1,652 )	-	1,652	-	-	-	
Effect of reorganisations		-	( 812,889 )	-	-	-	-	( 812,889 )	-	( 812,889 )	
Cash dividends paid by subsidiaries to non-controlling interests		-	-	-	-	-	-	-	( 476,952 )	( 476,952 )	
Balance at December 31, 2022	\$ 16,679,470	\$ 13,505,904	\$ 11,368,673	\$ 8,247,113	\$ 28,800,686	(\$ 5,467,061 )	(\$ 571,348 )	\$ 72,563,437	\$ 2,367,597	\$ 74,931,034	
Year ended December 31, 2023											
Balance at January 1, 2023	\$ 16,679,470	\$ 13,505,904	\$ 11,368,673	\$ 8,247,113	\$ 28,800,686	(\$ 5,467,061 )	(\$ 571,348 )	\$ 72,563,437	\$ 2,367,597	\$ 74,931,034	
Profit	-	-	-	-	7,289,295	-	-	7,289,295	591,548	7,880,843	
Other comprehensive income (loss)	6(25)	-	-	-	1,203	( 1,285,315 )	( 943,260 )	( 2,227,372 )	25,003	( 2,202,369 )	
Total comprehensive income (loss)		-	-	-	7,290,498	( 1,285,315 )	( 943,260 )	5,061,923	616,551	5,678,474	
Appropriations of 2022 earnings											
Legal reserve	-	-	1,577,796	-	( 1,577,796 )	-	-	-	-	-	
Special reserve	-	-	-	( 2,208,704 )	2,208,704	-	-	-	-	-	
Cash dividends	-	-	-	-	( 5,837,814 )	-	-	( 5,837,814 )	-	( 5,837,814 )	
Changes in equity of associates and joint ventures accounted for using equity method	6(23)	-	23,154	-	3,380	-	-	26,534	-	26,534	
Capital surplus transferred from unclaimed dividends	6(23)	-	214	-	-	-	-	214	-	214	
Disposal of equity instruments at fair value through other comprehensive income by the subsidiary		-	-	-	( 380,659 )	-	380,659	-	-	-	
Cash dividends declared by the subsidiary		-	-	-	-	-	-	-	( 299,740 )	( 299,740 )	
Balance at December 31, 2023	\$ 16,679,470	\$ 13,529,272	\$ 12,946,469	\$ 6,038,409	\$ 30,506,999	(\$ 6,752,376 )	(\$ 1,133,949 )	\$ 71,814,294	\$ 2,684,408	\$ 74,498,702	

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

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		\$ 10,516,748	\$ 20,274,795
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation charges on property, plant and equipment	6(31)	308,713	299,072
Depreciation charges on right-of-use assets	6(31)	276,577	243,641
Depreciation charges on investment property	6(31)	33,202	35,019
Amortization charges on intangible assets	6(31)	53,973	43,038
Impairment loss (impairment gain and reversal of impairment loss) determined in accordance with IFRS 9)	12(2)	538,612	249,419
Net gain on financial assets at fair value through profit or loss	6(29)	( 2,075 )	( 2,113 )
Allowance for inventory valuation losses	6(8)	93,959	412,607
Interest expense	6(30)	2,027,553	1,435,728
Interest income	6(27)	( 817,777 )	( 323,504 )
Dividend income	6(28)	( 536,561 )	( 396,196 )
Share of profit of associates accounted for under equity method	6(9)	( 1,565,228 )	( 2,440,589 )
(Loss) gain on disposal of property, plant and equipment and investment property	6(29)	( 2,094 )	( 11,865 )
Gain on disposal of investments	6(29)	( 7,086 )	-
Gain on remeasurement of investments at fair value that were previously accounted for using equity method		-	( 8,345,108 )
Gain on lease modification	6(11)	( 1,465 )	( 194 )
Changes in operating assets and liabilities			
Changes in operating assets			
Notes and accounts receivable		( 663,436 )	6,337,922
Other receivables		970,225	( 951,770 )
Inventories		4,062,258	( 9,998,788 )
Prepayments		( 968,504 )	( 1,384,929 )
Long-term notes and overdue receivables		( 401,256 )	( 227,130 )
Long-term lease receivables		( 32,174 )	25,914
Changes in operating liabilities			
Notes and accounts payable		4,097,161	( 18,229,011 )
Other payables		272,933	404,236
Other current liabilities		301,061	( 550,190 )
Other non-current liabilities		1,214	( 150,637 )
Cash inflow (outflow) generated from operations		18,556,533	( 13,250,633 )
Dividends received from investments accounted for under equity method		972,695	1,231,421
Interest paid		( 2,027,553 )	( 1,435,728 )
Interest received		817,777	323,504
Dividends received		536,561	396,196
Income taxes paid		( 2,744,445 )	( 2,353,130 )
Net cash flows from (used in) operating activities		16,111,568	15,088,370

(Continued)

**SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2023 AND 2022**  
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2023	2022
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Decrease in financial assets at fair value through profit or loss		( \$ 355,146 )	\$ 2,046,087
Proceeds from disposal of non-current financial assets at fair value through other comprehensive income		1,189,856	205,134
Acquisition of property, plant and equipment	6(10)	( 1,036,173 )	( 303,737 )
Proceeds from disposal of property, plant and equipment		37,185	26,732
Acquisition of investment property	6(13)	( 6,955 )	( 1,795 )
Acquisition of intangible assets	6(14)	( 14,419 )	( 20,362 )
Increase in time deposits maturing within three months to a year		( 61,088 )	( 239,420 )
Decrease in time deposits maturing within three months to a year		62,138	238,370
Increase in restricted time deposits	(	69 )	( 838,223 )
Decrease in restricted time deposits		68,520	1,405,918
Increase in refundable deposits	(	59,783 )	( 36,394 )
Decrease in refundable deposits		61,249	36,369
Increase in other non-current assets		8,129	( 27,049 )
Net cash flows (used in) from investing activities		( 106,556 )	2,491,630
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Increase (decrease) in short-term borrowings	6(36)	( 21,340,661 )	19,987,377
Increase (decrease) in short-term notes and bills payable	6(36)	2,670,000	( 7,630,000 )
Increase in long-term borrowings	6(36)	32,790,000	17,400,000
Decrease in long-term borrowings	6(36)	( 25,820,000 )	( 3,000,000 )
Increase in guarantee deposits received	6(36)	264,195	697,267
Decrease in guarantee deposits received	6(36)	( 256,028 )	( 694,006 )
Payments of lease liabilities	6(36)	( 180,369 )	( 188,997 )
Acquisition of additional shares in subsidiary	6(35)	-	( 20,944 )
Cash dividends paid	6(36)	( 5,837,814 )	( 8,339,735 )
Cash dividends paid by subsidiaries to non-controlling interests		( 299,740 )	( 476,952 )
Net cash flows (used in) from financing activities		( 18,010,417 )	17,734,010
Effects of changes in foreign exchange rates		( 1,320,611 )	2,292,057
Net (decrease) increase in cash and cash equivalents		( 3,326,016 )	7,429,327
Cash and cash equivalents at beginning of year		14,482,285	7,052,958
Cash and cash equivalents at end of year		<u>\$ 11,156,269</u>	<u>\$ 14,482,285</u>

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

## INDEPENDENT AUDITORS' REPORT

PWCR23000425

To the Board of Directors and Shareholders of Synnex Technology International Corporation

### ***Opinion***

We have audited the accompanying parent company only balance sheets of Synnex Technology International Corporation (the "Company") as of December 31, 2023 and 2022, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the reports of other auditors (see information disclosed in the Other Matter section of our report), the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2023 and 2022, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### ***Basis for opinion***

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### ***Key audit matters***

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Company's 2023 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters in relation to the parent company only financial statements for the year ended December 31, 2023 are stated as follows:

### ***Assessment of allowance for uncollectible accounts***

#### Description

Please refer to Notes 4(9) and (10) for accounting policies adopted for accounts receivable. Please refer to Note 5(2), for critical accounting estimates and key sources of assumption uncertainty of loss allowance for accounts receivable. Please refer to Note 6(5) for details of accounts receivable.

The Company is primarily engaged in the sale of communication products, consumer electronic products, electronic products and semiconductor products. The Company manages the collection of accounts

receivable from customers and bears the associated credit risk. The Company assesses impairment of accounts receivable in accordance with IFRS 9, 'Financial instruments'. The management categorized the accounts receivable assessment into individual provision and group provision. For individually assessed accounts receivable, allowance is recognised on a case by case basis. The assessment process is affected by management's judgment on various factors: customers' financial conditions, internal credit ratings, historical transaction records, and current economic conditions, etc. For group assessed accounts receivable, assessment process is affected by management's judgment on historical uncollectibility records, current economic conditions and the forecastability information to assess the default possibility of uncollectible accounts.

As management's judgement on allowance for uncollectible accounts is relatively subjective and the estimated amount is material to the financial statements, therefore, we indicated that the assessment of allowance for uncollectible accounts as one of the key audit matters.

#### How our audit addressed the matter

We performed the following audit procedures in relation to the key audit matter:

1. Obtained an understanding of the credit quality of the Company's customers, assessed the classification of accounts receivable, the policies and the procedures applied in loss allowance provision.
2. For individually assessed accounts, selected and verified samples of management's impairment evaluation. Discussed with management the assessment results and evaluated the provision.
3. For accounts assessed as a group, considered historical uncollectibility records and the management's forecastability adjustment information to determine the provision ratio of allowance for uncollectible accounts. For significant accounts, examined subsequent collections after balance sheet date.

### ***Assessment of allowance for valuation of inventory***

#### Description

Please refer to Note 4(13) for description of accounting policies on allowance for inventory valuation. Please refer to Note 5(2) for accounting estimates and assumption uncertainty. Please refer to Note 6(8) for details of inventory items.

The Company is primarily engaged in the sale of communication products, consumer electronic products, and semiconductor products. For the purpose of meeting diverse customer needs, the Company applied multi-brand and multi-product strategy. However, due to rapid changes in technology, the short life cycle of electronic products, and the price highly affected by market fluctuation, there is a high risk of incurring inventory valuation losses. The Company's inventory policy on inventory valuation is based on the lower of cost or net realisable value. The net realisable value of inventory was identified on an item-by-item basis. The Company then applied the lower of cost or net realisable value method for recognizing loss on decline in market value.

As management's judgement on net realisable value of inventory is relatively subjective and the valuation amount is material to the financial statements, therefore, we indicated that the assessment of allowance for valuation of inventory as one of the key audit matters.

#### How our audit addressed the matter

We performed the following audit procedures in relation to the key audit matter:

1. Obtained an understanding of the policy applied to the assessment of allowance for valuation of inventory loss. Assessed whether the allowance recognition policy is applied.

2. Obtained net realisable value report for inventory items and verified that a systematic logic applied to the calculation. First, tested the assumptions such as: sources of sales or purchases data and relevant supporting estimation documents. Second, recalculated net realisable value item-by-item, then applied the lower of cost or net realisable value method for valuation and examined whether reasonable allowance was recognised.
3. Compared current and previous years' rate of allowance for valuation of inventory. Reviewed each period's days sales of inventory in order to assess the recognition of allowance.

### ***Assessment of purchase rebate***

#### **Description**

Please refer to Note 4(13) for accounting policies adopted for the recognition of purchase rebate. Please refer to Note 5(2) for critical accounting estimates and assumptions applied in the accounting policy for the recognition of purchase rebate.

The Company is primarily engaged in the sale of communication products, consumer electronic products, electronic products and semiconductor products. The Company engages in various purchase contracts for different items with different suppliers. There are various types of rebate programs including incentives for certain purchase volume from vendors, purchase discounts and allowances, participations in special purchase promotions, and subsidies for marketing. The Company estimates rebates that shall be recognised in accordance with the percentage of achievement of the rebate contract terms.

There are various types of rebate programs, complicated calculations and transactions with different suppliers as well as the manual process involved in the verification and calculation of rebates. All of these aforementioned factors add to the complexity of assessing purchasing rebate. Thus, we indicated that the assessment of purchase rebate as one of the key audit matters.

#### **How our audit addressed the matter**

We performed the following audit procedures in relation to the key audit matter:

1. Obtained an understanding and tested the internal control over the estimation of purchase rebate. Tested the controls over contractual terms regarding rebates. Checked whether the recognition of rebate amount has been approved by the proper authority.
2. Selected samples of details of purchase rebate estimation, reviewed the inventory items and obtained the supporting documents in order to recalculate the rebate amount and assess the estimation.
3. Sampled details of purchase rebate estimation without notice from suppliers that has been recognised as of the balance sheet date and obtained debit notes or other supporting documents that were received from suppliers after the balance sheet date to evaluate the estimation. In addition, after balance sheet date, examined whether there were significant new rebates that should be recognised as of the balance sheet date.
4. Selected samples of significant outstanding rebate receivable accounts and tested subsequent collections after the balance sheet date.

### ***Other matter – Reference to report of other independent auditors***

We did not audit the financial statements of certain investments accounted for using equity method which were included in the parent company only financial statements of the Company and were audited by other auditors whose reports thereon have been furnished to us, and our opinion expressed herein, in so far as it relates to the investments accounted for using equity method and the amounts and the information disclosed in Note 13 included in these financial statements, is based solely on the reports of

the other auditors.

As of December 31, 2023 and 2022, the balance of investments accounted for using equity method of certain subsidiaries was NT\$8,224,154 thousand and NT\$7,702,578 thousand, respectively, constituting 5% and 5% of the parent company only total assets, respectively. For the years ended December 31, 2023 and 2022, the recognised net profit of investments accounted for using equity method was NT\$1,303,847 thousand and NT\$1,645,136 thousand, respectively, constituting 18% and 10% of the parent company only net profits, respectively; for the years ended December 31, 2023 and 2022, the recognised comprehensive income of investments accounted for using equity method was NT\$953,178 thousand and NT\$1,932,529 thousand, respectively, constituting 19% and 11% of the parent company only comprehensive income, respectively.

### ***Responsibilities of management and those charged with governance for the parent company only financial statements***

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

### ***Auditors' responsibilities for the audit of the parent company only financial statements***

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the



effectiveness of the Company's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure, and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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Huang, Shih-Chun

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Liang Yi Chang

For and on behalf of PricewaterhouseCoopers, Taiwan  
March 13, 2024

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

**SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION**  
**PARENT COMPANY ONLY BALANCE SHEETS**  
**DECEMBER 31, 2023 AND 2022**  
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2023		December 31, 2022			
			AMOUNT	%	AMOUNT	%		
Current assets								
1100	Cash and cash equivalents	6(1)	\$	731,184	-	\$	711,178	1
1110	Current financial assets at fair value through profit or loss	6(2)		154,893	-		108,733	-
1136	Current financial assets at amortised cost	6(4)		-	-		1,050	-
1150	Notes receivable, net	6(5)		118,641	-		191,984	-
1170	Accounts receivable, net	6(5)		7,987,761	5		8,761,226	6
1180	Accounts receivable - related parties, net	6(5) and 7(2)		277,133	-		264,348	-
1200	Other receivables	6(7)		3,743,869	2		639,323	-
1210	Other receivables - related parties	7(2)		6,741,107	4		437,569	-
130X	Inventories	6(8)		8,345,607	5		5,809,692	4
1410	Prepayments			113,726	-		125,085	-
11XX	Total current assets			28,213,921	16		17,050,188	11
Non-current assets								
1517	Non-current financial assets at fair value through other comprehensive income	6(3)		6,724,730	4		5,466,252	3
1535	Non-current financial assets at amortised cost	6(4) and 8		787,705	1		802,156	1
1550	Investments accounted for under equity method	6(9)		134,488,698	77		132,563,511	83
1600	Property, plant and equipment	6(10)		3,554,348	2		3,524,766	2
1755	Right-of-use assets	6(11)		-	-		48,872	-
1780	Intangible assets			44,228	-		71,515	-
1840	Deferred income tax assets	6(30)		76,103	-		77,537	-
1900	Other non-current assets	6(5)		28,998	-		28,212	-
15XX	Total non-current assets			145,704,810	84		142,582,821	89
1XXX	Total assets		\$	173,918,731	100	\$	159,633,009	100

(Continued)

**SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION**  
**PARENT COMPANY ONLY BALANCE SHEETS**  
**DECEMBER 31, 2023 AND 2022**  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity			Notes	December 31, 2023		December 31, 2022		
				AMOUNT	%	AMOUNT	%	
Current liabilities								
2100	Short-term borrowings	6(13)	\$	43,970,000	25	\$	40,280,000	25
2110	Short-term notes and bills payable	6(14)		6,680,000	4		4,030,000	3
2150	Notes payable			193,805	-		235,880	-
2170	Accounts payable			14,553,985	9		3,651,609	3
2180	Accounts payable - related parties	7(2)		223,091	-		80,865	-
2200	Other payables	6(15)		2,206,324	1		973,433	1
2220	Other payables - related parties	7(2)		3,759,583	2		14,626,177	9
2230	Current income tax liabilities	6(30)		724,296	1		396,650	-
2280	Current lease liabilities			-	-		49,199	-
2320	Long-term liabilities, current portion	6(17)		1,500,000	1		-	-
2399	Other current liabilities, others	6(16)		467,686	-		385,744	-
21XX	Total current liabilities			74,278,770	43		64,709,557	41
Non-current liabilities								
2540	Long-term borrowings	6(17)		21,370,000	12		15,900,000	10
2570	Deferred income tax liabilities	6(30)		6,318,709	4		6,318,709	4
2600	Other non-current liabilities	6(18)		136,958	-		141,306	-
25XX	Total non-current liabilities			27,825,667	16		22,360,015	14
2XXX	Total liabilities			102,104,437	59		87,069,572	55
Equity								
	Share capital	6(19)						
3110	Share capital - ordinary share			16,679,470	10		16,679,470	10
	Capital surplus	6(20)						
3200	Capital surplus			13,529,272	8		13,505,904	8
	Retained earnings	6(21)						
3310	Legal reserve			12,946,469	7		11,368,673	7
3320	Special reserve			6,038,409	3		8,247,113	5
3350	Unappropriated retained earnings			30,506,999	18		28,800,686	18
	Other equity interest	6(22)						
3400	Other equity interest		(	7,886,325)	( 5)	(	6,038,409)	( 3)
3XXX	Total equity			71,814,294	41		72,563,437	45
	Significant contingent liabilities and unrecognized contract commitments	9						
	Significant events after the balance sheet date	11						
3X2X	Total liabilities and equity		\$	173,918,731	100	\$	159,633,009	100

The accompanying notes are an integral part of these parent company only financial statements.

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION  
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME  
YEARS ENDED DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

		Year ended December 31					
Items	Notes	2023		2022			
		AMOUNT	%	AMOUNT	%		
4000 Operating revenue	6(23) and 7(2)	\$ 60,226,061	100	\$ 67,860,595	100		
5000 Operating costs	6(8) and 7(2)	( 57,769,828)	( 96)	( 65,067,250)	( 96)		
5950 Net operating margin		2,456,233	4	2,793,345	4		
Operating expenses	6(28)(29) and 7(2)						
6100 Selling expenses		( 1,115,255)	( 2)	( 1,125,893)	( 2)		
6200 General and administrative expenses		( 773,436)	( 1)	( 986,613)	( 1)		
6450 Impairment loss (Impairment gain and reversal of impairment loss) determined in accordance with IFRS 9	12(2)	2,093	-	( 16,092)	-		
6000 Total operating expenses		( 1,886,598)	( 3)	( 2,128,598)	( 3)		
6900 Operating profit		569,635	1	664,747	1		
Non-operating income and expenses							
7100 Interest income	6(24) and 7(2)	24,197	-	10,075	-		
7010 Other income	6(25) and 7(2)	1,969,441	3	1,205,668	2		
7020 Other gains and losses	6(26)	296,982	1	( 6,846)	-		
7050 Finance costs	6(27)	( 1,264,159)	( 2)	( 643,928)	( 1)		
7070 Share of profit of subsidiaries, associates, and joint ventures accounted for using equity method	6(9)	6,628,981	11	17,469,572	25		
7000 Total non-operating income and expenses		7,655,442	13	18,034,541	26		
7900 Profit before income tax		8,225,077	14	18,699,288	27		
7950 Income tax expense	6(30)	( 935,782)	( 2)	( 2,950,464)	( 4)		
8200 Profit for the year		\$ 7,289,295	12	\$ 15,748,824	23		
<b>Other comprehensive income</b>							
<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>							
8311 Gains on remeasurements of defined benefit plans	6(18)	\$ 3,401	-	\$ 29,861	-		
8316 Unrealised gains from investments in equity instruments measured at fair value through other comprehensive income	6(3)	1,258,478	2	( 938,062)	( 1)		
8330 Share of other comprehensive income of subsidiaries, associates, and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		( 2,203,256)	( 4)	( 2,023,514)	( 3)		
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(30)	( 680)	-	( 5,972)	-		
8310 Components of other comprehensive loss that will not be reclassified to profit or loss		( 942,057)	( 2)	( 2,937,687)	( 4)		
<b>Components of other comprehensive income that will be reclassified to profit or loss</b>							
8361 Financial statements translation differences of foreign operations	6(22)	( 939,754)	( 1)	4,733,411	7		
8380 Share of other comprehensive income of subsidiaries, associates, and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss		( 345,561)	( 1)	136,572	-		
8360 Components of other comprehensive (loss) income that will be reclassified to profit or loss		( 1,285,315)	( 2)	4,869,983	7		
8300 Other comprehensive (loss) income		( \$ 2,227,372)	( 4)	\$ 1,932,296	3		
8500 Total comprehensive income for the year		\$ 5,061,923	8	\$ 17,681,120	26		
Earnings per share	6(31)						
9750 Basic earnings per share		\$ 4.37		\$ 9.44			
Diluted earnings per share	6(31)						
9850 Diluted earnings per share		\$ 4.37		\$ 9.44			

The accompanying notes are an integral part of these parent company only financial statements.

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION  
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

	Notes	Share capital - common stock	Capital surplus, additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings	Other equity interest		Total equity
							Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	
<u>Year ended December 31, 2022</u>									
Balance at January 1, 2022		\$ 16,679,470	\$ 14,199,960	\$ 9,673,477	\$ 6,336,545	\$ 24,968,224	(\$ 10,641,478 )	\$ 2,394,366	\$ 63,610,564
Profit		-	-	-	-	15,748,824	-	-	15,748,824
Other comprehensive income (loss)	6(22)	-	-	-	-	29,679	4,869,983	( 2,967,366 )	1,932,296
Total comprehensive income (loss)		-	-	-	-	15,778,503	4,869,983	( 2,967,366 )	17,681,120
Appropriations of 2021 earnings	6(21)								
Legal reserve		-	-	1,695,196	-	( 1,695,196 )	-	-	-
Special reserve		-	-	-	1,910,568	( 1,910,568 )	-	-	-
Cash dividends		-	-	-	-	( 8,339,735 )	-	-	( 8,339,735 )
Changes in equity of associates and joint ventures accounted for using equity method	6(20)	-	121,504	-	-	1,110	-	-	122,614
Difference between consideration and carrying amount of subsidiaries acquired	6(32)	-	2,085	-	-	-	-	-	2,085
Capital surplus transferred from unclaimed dividends	6(20)	-	594	-	-	-	-	-	594
Disposal of investments accounted for using equity method		-	( 5,350 )	-	-	-	304,434	-	299,084
Disposal of equity instruments at fair value through other comprehensive income	6(20)	-	-	-	-	( 1,652 )	-	1,652	-
Effect of reorganisations		-	( 812,889 )	-	-	-	-	-	( 812,889 )
Balance at December 31, 2022		\$ 16,679,470	\$ 13,505,904	\$ 11,368,673	\$ 8,247,113	\$ 28,800,686	(\$ 5,467,061 )	(\$ 571,348 )	\$ 72,563,437
<u>Year ended December 31, 2023</u>									
Balance at January 1, 2023		\$ 16,679,470	\$ 13,505,904	\$ 11,368,673	\$ 8,247,113	\$ 28,800,686	(\$ 5,467,061 )	(\$ 571,348 )	\$ 72,563,437
Profit		-	-	-	-	7,289,295	-	-	7,289,295
Other comprehensive income (loss)	6(22)	-	-	-	-	1,203	( 1,285,315 )	( 943,260 )	( 2,227,372 )
Total comprehensive income (loss)		-	-	-	-	7,290,498	( 1,285,315 )	( 943,260 )	5,061,923
Appropriations of 2022 earnings	6(21)								
Legal reserve		-	-	1,577,796	-	( 1,577,796 )	-	-	-
Special reserve		-	-	-	( 2,208,704 )	2,208,704	-	-	-
Cash dividends		-	-	-	-	( 5,837,814 )	-	-	( 5,837,814 )
Changes in equity of associates and joint ventures accounted for using equity method	6(20)	-	23,154	-	-	3,380	-	-	26,534
Capital surplus transferred from unclaimed dividends	6(20)	-	214	-	-	-	-	-	214
Disposal of equity instruments at fair value through other comprehensive income by the subsidiary	6(20)	-	-	-	-	( 380,659 )	-	380,659	-
Balance at December 31, 2023		\$ 16,679,470	\$ 13,529,272	\$ 12,946,469	\$ 6,038,409	\$ 30,506,999	(\$ 6,752,376 )	(\$ 1,133,949 )	\$ 71,814,294

The accompanying notes are an integral part of these parent company only financial statements.

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		\$ 8,225,077	\$ 18,699,288
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation charges on property, plant and equipment	6(28)	45,138	53,047
Depreciation charges on right-of-use assets	6(28)	48,872	50,643
Amortization charges on intangible assets	6(28)	39,063	27,944
Impairment loss (impairment gain and reversal of impairment loss) determined in accordance with IFRS 9	12(2)	( 2,093 )	16,092
Net loss (gain) on financial assets at fair value through profit or loss	6(26)	( 46,160 )	19,212
Loss on decline in (gain on reversal of) market value and obsolete and slow-moving inventories	6(8)	( 11,724 )	32,571
Interest expense	6(27)	1,264,159	643,928
Interest income	6(24)	( 24,197 )	( 10,075 )
Dividend income	6(25)	( 228,870 )	( 212,941 )
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(9)	( 6,628,981 )	( 17,469,572 )
Gain on disposal of property, plant and equipment	6(26)	( 2,935 )	( 1,397 )
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts and notes receivable		835,657	( 3,492,573 )
Inventories		( 2,524,191 )	( 917,836 )
Other receivables		( 9,333,961 )	401,400
Prepayments		11,359	( 33,162 )
Long-term notes and overdue receivables		855	1,710
Changes in operating liabilities			
Notes and accounts payable		11,002,527	( 891,727 )
Other payables		1,202,972	3,535
Other current liabilities		81,942	( 57,360 )
Accrued pension liabilities		( 6,011 )	( 128,171 )
Cash inflow (outflow) generated from operations		3,948,498	( 3,265,444 )
Dividends received from investments accounted for under equity method		1,359,910	582,335
Interest paid		( 1,264,159 )	( 643,928 )
Interest received		24,197	10,075
Dividends received		228,870	212,941
Income tax paid		( 607,383 )	( 379,689 )
Net cash flows from (used in) operating activities		3,689,933	( 3,483,710 )

(Continued)

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2023	2022
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Decrease in other receivables due from related parties	7(2)	( \$ 74,123 )	( \$ 107,847 )
Increase in time deposits maturing over three months		1,050	( 1,050 )
Increase in restricted time deposits		14,451	( 72,567 )
Acquisition of investments accounted for using equity method	6(33)	( 11,963,644 )	( 3,393,392 )
Acquisition of property, plant and equipment	6(10)	( 71,590 )	( 30,913 )
Proceeds from disposal of property, plant and equipment		5,329	6,754
Acquisition of intangible assets		( 11,776 )	( 17,565 )
Decrease in refundable deposits		( 301 )	400
Increase in other non-current assets		( 6,404 )	( 2,282 )
Net cash flows used in investing activities		( 12,107,008 )	( 3,618,462 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issuing shares by subsidiaries for using equity method	7(2)	( 99,000 )	-
Increase in short-term borrowings	6(34)	3,690,000	6,510,000
Increase (decrease) in short-term notes and bills payable	6(34)	2,650,000	( 7,550,000 )
Increase in long-term borrowings	6(34)	32,790,000	17,400,000
Decrease in long-term borrowings	6(34)	( 25,820,000 )	( 3,000,000 )
Decrease in guarantee deposits received	6(34)	5,061	( 540 )
Increase in other payables to related parties	7(2)	1,112,924	2,083,751
Repayments of principal portion of lease liabilities	6(34)	( 49,199 )	( 50,580 )
Payments of cash dividends	6(34)	( 5,837,814 )	( 8,339,735 )
Net cash flows from financing activities		8,441,972	7,052,896
Effect of exchange rate changes		( 4,891 )	-
Net increase (decrease) in cash and cash equivalents		20,006	( 49,276 )
Cash and cash equivalents at beginning of year		711,178	760,454
Cash and cash equivalents at end of year		\$ 731,184	\$ 711,178

The accompanying notes are an integral part of these parent company only financial statements.

**Attachment 4****Synnex Technology International Corp.  
2023 Annual Surplus Distribution**

Unit: NT\$

(I) Unappropriated retained earnings at the beginning of period	23,593,779,847
(II) Add: Net Income of 2023	7,289,294,792
Minus: Adjustment in 2023 retained earnings	(376,075,338)
Minus: Legal Reserve (10%)	(691,321,945)
Minus: Special reserve	(1,847,916,165)
Earnings in 2023 available for distribution	4,373,981,344
Retained earnings available for distribution as of December 31, 2023	27,967,761,191
(III) Distributable Items:	
Cash Dividends (NT\$3.0 per share)	(5,003,840,904)
Total Distributions	(5,003,840,904)
(IV) Unappropriated retained earnings at the end of the period	22,963,920,287



**Synnex Technology International Corp.**  
**Comparison Table of Amended Clauses of**  
**Articles of Incorporation**

Amended provisions	Before amendment	Reasons for amendment
<p>Article 21</p> <p>The board of directors of the Company consists of seven to <u>twelve</u> directors. The number of independent directors shall not be fewer than three.</p> <p>Any directors' election of the Company shall be adopt to the system for nomination of candidates in accordance with the provisions of the Company Act, and the shareholders shall elect from among the list of director candidates.</p> <p>The election of directors shall be in compliance with Article 198 of the Company Act. Independent and non-independent directors shall be elected at the same time, but the numbers of independent or non-independent directors to be elected shall be calculated separately. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed an independent or non-independent director elect.</p>	<p>Article 21</p> <p>The board of directors of the Company consists of seven to <u>ten</u> directors. The number of independent directors shall not be fewer than three.</p> <p>Any directors' election of the Company shall be adopt to the system for nomination of candidates in accordance with the provisions of the Company Act, and the shareholders shall elect from among the list of director candidates.</p> <p>The election of directors shall be in compliance with Article 198 of the Company Act. Independent and non-independent directors shall be elected at the same time, but the numbers of independent or non-independent directors to be elected shall be calculated separately. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed an independent or non-independent director elect.</p>	<p>Amended in accordance with actual requirements of the Company.</p>
<p>Article 41</p> <p>The Articles of Incorporation were drafted and agreed upon by all founders on September 1, 1988. It officially takes effect after the approval of the competent authority; the same applies to any amendments. The 1st amendment was made on September 27, 1990. The 2nd amendment was made on June 18, 1991. The 3rd amendment was made on April 6, 1992. The 4th amendment was made on March 18, 1993. The 5th amendment was made on October 22, 1993. The 6th amendment was made on May 11, 1994. The 7th amendment was made on May 20, 1995. The 8th amendment was made on March 28, 1996. The 9th amendment was made on April 18, 1997. The 10th amendment was made on April 18, 1997. The 11th amendment was made on May 13, 1998. The 12th amendment was made on May 7, 1999. The 13th amendment was made on May 2, 2000. The 14th amendment was made on May 11, 2001. The 15th</p>	<p>Article 41</p> <p>The Articles of Incorporation were drafted and agreed upon by all founders on September 1, 1988. It officially takes effect after the approval of the competent authority; the same applies to any amendments. The 1st amendment was made on September 27, 1990. The 2nd amendment was made on June 18, 1991. The 3rd amendment was made on April 6, 1992. The 4th amendment was made on March 18, 1993. The 5th amendment was made on October 22, 1993. The 6th amendment was made on May 11, 1994. The 7th amendment was made on May 20, 1995. The 8th amendment was made on March 28, 1996. The 9th amendment was made on April 18, 1997. The 10th amendment was made on April 18, 1997. The 11th amendment was made on May 13, 1998. The 12th amendment was made on May 7, 1999. The 13th amendment was made on May 2, 2000. The 14th amendment was made on May</p>	<p>Added number of amendments and amendment dates.</p>

Amended provisions	Before amendment	Reasons for amendment
<p>amendment was made on May 21, 2002. The 16th amendment was made on May 28, 2003. The 17th amendment was made on June 10, 2005. The 18th amendment was made on June 13, 2007. The 19th amendment was made on June 11, 2008. The 20th amendment was made on June 17, 2010. The 21st amendment was made on June 10, 2011. The 22nd amendment was made on June 13, 2012. The 23rd amendment was made on June 11, 2014. The 24th amendment was made on June 12, 2015. The 25th amendment was made on June 8, 2016. The 26th amendment was made on June 7, 2017. The 27th amendment was made on June 12, 2018. The 28th amendment was made on June 6, 2019. The 29th amendment was made on June 12, 2020. The 30th amendment was made on May 30, 2022. <b>The 31th amendment was made on May 31, 2024.</b></p>	<p>11, 2001. The 15th amendment was made on May 21, 2002. The 16th amendment was made on May 28, 2003. The 17th amendment was made on June 10, 2005. The 18th amendment was made on June 13, 2007. The 19th amendment was made on June 11, 2008. The 20th amendment was made on June 17, 2010. The 21st amendment was made on June 10, 2011. The 22nd amendment was made on June 13, 2012. The 23rd amendment was made on June 11, 2014. The 24th amendment was made on June 12, 2015. The 25th amendment was made on June 8, 2016. The 26th amendment was made on June 7, 2017. The 27th amendment was made on June 12, 2018. The 28th amendment was made on June 6, 2019. The 29th amendment was made on June 12, 2020. The 30th amendment was made on May 30, 2022.</p>	

## Attachment 6

### Synnex Technology International Corp. Comparison Table of Amended Clauses of Procedure for Derivatives Trading

	Amended provisions	Before amendment	Reasons for amendment
Article 13	<p>(Control Procedure for Derivatives Trading by Subsidiaries)</p> <p>1. Each subsidiary shall <b><u>also follow and implement</u></b> the procedure for derivatives trading in accordance with <b><u>the relevant provisions of Procedure for Derivatives Trading.</u></b></p> <p>2. (Omitted)</p>	<p>(Control Procedure for Derivatives Trading by Subsidiaries)</p> <p>1. Each subsidiary shall <b><u>establish</u></b> the procedure for derivatives trading in accordance with <b><u>the applicable provisions of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</u></b></p> <p>2.(Omitted)</p>	Amended in accordance with actual requirements of the Company.
Article 17	<p>(Date of Amendment)</p> <p>This Procedure was amended on <b><u>31 May 2024.</u></b></p>	<p>(Date of Amendment)</p> <p>This Procedure was amended on <b><u>30 May 2022.</u></b></p>	Added number of amendments and amendment dates.

## Attachment 7

### Synnex Technology International Corp. Comparison Table of Amended Clauses of Rules of Procedure for Shareholders' Meetings

	Amended provisions	Before amendment	Reasons for amendment
Article 2	<p>(Convention and advising of shareholders' meetings)</p> <p>Unless otherwise specified by law, shareholders' meetings are convened by the board of directors.</p> <p><b><u>When the company convenes a virtual Shareholders' meeting, unless otherwise specified in the Regulations Governing the Administration of Shareholder Services of Public Companies, it should be stated in the articles of association and approved by the board of directors. The virtual shareholders' meeting should be approved by the board of directors with more than two-thirds of the directors present and the resolution shall be passed with more than half of the attending directors in agreement.</u></b></p> <p>Unless otherwise specified by law or the Articles of Incorporation, shareholders' meetings of the Company are convened by the Board of Directors.</p> <p>(Omitted)</p>	<p>(Convention and advising of shareholders' meetings)</p> <p>Unless otherwise specified by law, shareholders' meetings are convened by the board of directors.</p> <p>Unless otherwise specified by law or the Articles of Incorporation, shareholders' meetings of the Company are convened by the Board of Directors.</p> <p>(Omitted)</p>	<p>Amendments made referencing the announcements made in the Taiwan Stock Exchange's letter Taiwan Stock Exchange Governance No. 1120004167 dated March 17, 2023.</p>
Article 22	<p>(Date of establishment and amendment)</p> <p>These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.</p> <p>The 1st amendment was made on May 13, 1998.</p> <p>The 2nd amendment was made on May 21, 2002.</p> <p>The 3rd amendment was made on June 12, 2015.</p> <p>The 4th amendment was made on June 12, 2020.</p> <p>The 5th amendment was made on July 20, 2021.</p> <p>The 6th amendment was on May 30, 2023.</p> <p><b><u>The 7th amendment was on May 31, 2024.</u></b></p>	<p>(Date of establishment and amendment)</p> <p>These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.</p> <p>The 1st amendment was made on May 13, 1998.</p> <p>The 2nd amendment was made on May 21, 2002.</p> <p>The 3rd amendment was made on June 12, 2015.</p> <p>The 4th amendment was made on June 12, 2020.</p> <p>The 5th amendment was made on July 20, 2021.</p> <p>The 6th amendment was on May 30, 2023.</p>	<p>Added number of amendments and amendment dates.</p>

## Attachment 8

### Synnex Technology International Corp.

#### List of Director Candidates

Nominee Category	Name	Education	Experience	Other current positions	Name of government agency or legal person represented	Has served as independent director for three consecutive terms or not/reason
Director	Miau, Matthew Feng Chiang	<ul style="list-style-type: none"> <li>Honorary Doctorate, National Chiao Tung University</li> <li>MBA, Santa Clara University (USA)</li> <li>B.S., Electrical Engineering, the University of California at Berkeley (USA)</li> <li>ITRI Laureate</li> </ul>	<ul style="list-style-type: none"> <li>General Manager, UPC Technology Corp.</li> <li>General Manager, Lien Hwa Industrial Co., Ltd.</li> <li>Chairman, Synnex Corp. US</li> <li>Independent Director, Galileo</li> <li>Independent Director, BOC</li> <li>Independent Director, The Linde Group</li> <li>Corporate Consultant, APEC Representative, ABAC</li> <li>Convener, NICI civil advisory committee</li> <li>Director, TD SYNEX Corporation</li> <li>Chairman, Chinese National Federation of Industries</li> </ul>	<ul style="list-style-type: none"> <li>Chairman, Synnex Technology International Corp.</li> <li>Chairman, Lien Hwa Industrial Holdings Corp.</li> <li>Chairman, UPC Technology Corp.</li> <li>Chairman, MiTAC Holdings Corp.</li> <li>Chairman, MiTAC Inc.</li> <li>Director, Getac Holdings Corporation</li> <li>Independent Director, Cathay Financial Holdings</li> <li>Director, CTCI Foundation</li> </ul>	Mei-Feng Investment Corporation	N/A
Director	Tu Shu-Wu	<ul style="list-style-type: none"> <li>Honorary Doctoral Degree, National Chiao Tung University</li> <li>ITRI Laureate</li> <li>B.S., Department of Electrical and Control Engineering, National Chiao Tung University</li> </ul>	<ul style="list-style-type: none"> <li>General Manager, Micro Electronics Corp.</li> <li>Vice-General Manager, MiTAC Inc.</li> <li>Adjunct Professor, National Chiao Tung University</li> </ul>	<ul style="list-style-type: none"> <li>Director &amp; President, Synnex Technology International Corp.</li> <li>Chairman, Seper Technology Corp.</li> <li>Director, Bestcom Infotech Corp.</li> <li>Chairman, E-Fan Investments Corp.</li> <li>Director, Synergy Intelligent Logistics Corp.</li> <li>Director, Synergy Intelligent Technology Co., Ltd.</li> <li>Supervisor, MiTAC Information</li> </ul>	None	N/A

Nominee Category	Name	Education	Experience	Other current positions	Name of government agency or legal person represented	Has served as independent director for three consecutive terms or not/reason
				Technology Corp. • Supervisor, MiTAC Inc. • Director, Tunghai University • Director, Synnex (Thailand) Public Company Ltd. • Commissioner, PT. Synnex Metrodata Indonesia		
Director	Chou The-Chien	• PhD of engineering, Rutgers, TheState University of New Jersey	• Investment Special Assistant to Chairman, MiTAC International Corp.	• Director, Synnex Technology International Corp. • Director, MiTAC Information Technology Corp. • Director, Concentrix Corporation • Director, Getac Holdings Corporation • Director, Waffer Technology Corp. • Supervisor, MiTAC Inc.	MiTAC Inc.	N/A
Director	Yang Hsiang-Yun	• MBA, National Taiwan University	• Financial Special Assistant to Chairman, MiTAC International Corp. • Chief Financial Officer, MiTAC International Corp. • Corporate Governance Supervisor, MiTAC Holdings Corp. • Vice-General Manager, Investment Department, MiTAC Inc.	• Chairman, Lian-Yuan Investment Co., Ltd. • Director, Ares International Corp. • Director and Vice-General Manager, Investment Department, MiTAC Inc • Director, Y.S. Education Foundation • Chairman, Health Food Co., Ltd.	Tsu Fung Investment Corp.	N/A
Director	Tu Shu-Chyuan	• Master of Computer Engineering from California State University • B.S., Department of ComputerEngineering , National Chiao TungUniversity	• President, Planning Department of Synnex Technology International Corp.	• Director & Vice General Manager, Synnex Technology International Corp. • Director, Digitimes Inc. • Director, Seper Technology Corp. • Chairman, Synergy	Hong Ding Investments Corp.	N/A

Nominee Category	Name	Education	Experience	Other current positions	Name of government agency or legal person represented	Has served as independent director for three consecutive terms or not/reason
				Intelligent Technology Co., Ltd. • Chairman, Bestcom Infotech Corp. • Chairman, Bizwave Tech Co., Ltd. • Director, Jetwell Computer Co., Ltd. • Independent Director, Nuvoton Technology Corp. • Director, Asgard System, Inc. • Director, Inforcom Technology Inc. • Director, Synnex (Thailand) Public Company Ltd. • Director, Redington Ltd. • Director, Synnex FPT Joint Stock Company • Commissioner, PT. Synnex Metrodata Indonesia		
Director	Scott-Matthew Miao	• Ph.D., Department of Management Information Systems, College of Commerce, National Chengchi University	• Vice- General Manager, IoT Business Group, MiTAC Information Technology Corp. • Special Assistant to Chairman, MiTAC SYNEX Group	• Chairman, Mei-Feng Investment Co., Ltd. • Vice- General Manager, MiTAC Inc. • Chairman, MiTAC Hikari Corporation • Vice Chairman, Linde Lienhwa Industrial Gases Co. Ltd. • Issuer, GLOBALinks MiTAC-SYNEX Group	Y.S. Education Foundation	N/A
Independent Director	Hsuan Chien-Shen	• Ph.D. in Systems Engineering, New York Institute of Technology, USA • Master's degree in System Engineering, Boston University, USA • Bachelor's degree in Electrical Engineering, National Cheng Kung University	• Project Manager, General Electric • Vice President, Pepsi Taiwan • Vice President, Sesoda Corporation • Vice President, Pen Holdings Taiwan • President of Overseas Operations, Admiral Oversea Corporation • President, TPV Technology Group	• Independent Director, Synnex Technology International Corp. • Director, Standard Foods Co., Ltd. • Chairman, Shanghai Standard Foods Co., Ltd. • Chairman, Standard Investment (China) Co., Ltd. • Chairman, Standard Foods (China) Co.,	N/A	No

Nominee Category	Name	Education	Experience	Other current positions	Name of government agency or legal person represented	Has served as independent director for three consecutive terms or not/reason
				Ltd. • Chairman, Standard Foods (Xiamen) Co., Ltd. • Chairman, Shanghai Le Bonta Wellness Co., Ltd. • Chairman, Shanghai Xin-Huo-Li Health Technology Co., Ltd.		
Independent Director	Shen Ling-Long	<ul style="list-style-type: none"> <li>Ph.D. in Economics, University of Paris, France</li> </ul>	<ul style="list-style-type: none"> <li>Director, Department of Insurance, Ministry of Finance</li> <li>Chairman, Mega Asset Management Corp.</li> <li>Chairman, Chung Kuo Insurance Co., Ltd.</li> <li>Chairman, Taiwan Asset Management Corporation</li> <li>Chairman, Taiwan Cooperative Financial Holding Co., Ltd. and Taiwan Cooperative Bank</li> </ul>	<ul style="list-style-type: none"> <li>Independent Director, Synnex Technology International Corp.</li> </ul>	N/A	No
Independent Director	Chung Hui-Min	<ul style="list-style-type: none"> <li>Ph.D. in Economics, Michigan State University</li> <li>B.S. in Management Science, National Chiao Tung University</li> </ul>	<ul style="list-style-type: none"> <li>CEO, BioMed Executive MBA Program, NYCU</li> <li>Member of the Corporate Governance Evaluation Committee, Taiwan Stock Exchange</li> </ul>	<ul style="list-style-type: none"> <li>Dean, College of Management, National Yang Ming Chiao Tung University (NYCU)</li> <li>Professor, Department of Information Management and Finance, NYCU</li> <li>Director, Executive MBA Program, NYCU</li> <li>Member of Management Committee, Industry Academia Innovation School, NYCU</li> <li>Editor, Review of Security and Futures Market</li> </ul>	N/A	No



## Appendix 1

# Synnex Technology International Corp. Articles of Incorporation

### Section 1 General Principles

Article 1 The Company has been incorporated in accordance with the provisions of the Company Act of the Republic of China. The Chinese name of the Company is “Lian Qiang International Corporation.” The English name of the Company is “Synnex Technology International Corporation.”

Article 2 The Company's scope of business is as follows:

- I. F113050 Wholesale of Computing and Business Machinery Equipment.
- II. F118010 Wholesale of Computer Software.
- III. F113070 Wholesale of Telecom Instruments.
- IV. F119010 Wholesale of Electronic Materials.
- V. F113110 Wholesale of Batteries.
- VI. F116010 Wholesale of Photographic Equipment.
- VII. IE01010 Telecommunications Number Agencies.
- VIII. CC01110 Computers and Peripheral Equipment Manufacturing.
- IX. JA02010 Electric Appliance and Audiovisual Electric Products Repair Shops.
- X. F401021 Import of Controlled Telecommunications Radio-Frequency Devices and Materials.
- XI. G801010 Warehousing and Storage.
- XII. F401010 International Trade.
- XIII. I301010 Software Design Services.
- XIV. ZZ99999 Apart from the approved business items, the Company is also allowed to operate other business not prohibited or restricted by law.
- XV. F108031 Wholesale of Medical Equipment.
- XVI. F208031 Retail sale of Medical Equipment.

Article 2-1 The total amount of Company's investment is not limited to 40% of paid-in capital as provided in Article 13 of the Company Act.

Article 3 The Company's primary place of business is in Taipei City, Republic of China, and may set up branches within or outside the territories of the Republic of China where the Company deems necessary or appropriate for conducting business.

Article 4 The Company may provide guarantees as required for its business activities.

### Section 2 Capital

Article 5 The Company has a total capital of NT\$24 billion, divided into 2.4 billion shares (50 million of which are designated for employee stock option certificates), with a par value of NT\$10 per share. The board of directors may issue the unissued shares in installments as needed,

part of which may be preferred stocks. The Taiwan Depository & Clearing Corporation may request that the Bank substitute a share certificate in larger denominations for the share certificates of par value.

Article 5-1 The rights and obligations and other important terms of issuance associated with preferred stocks of the Company are as follows:

- I. The annual dividend rate of preferred stocks is limited to 8%. The dividends shall be calculated based on issue price per share and may be distributed in the form of cash once annually. After the ratification of the financial statements by the annual shareholders' meetings, the board of directors will determine the base date to pay the dividends for the preceding fiscal year. For dividends distributable for the year of issuance and recovery, the dividend shall be calculated based on the actual number of days issued during the year.
- II. The Company has the right to decide dividend distribution on preferred stocks, if any, at its sole discretion. If there are no surplus earnings, the surplus earnings are not enough for distributing dividends of the preferred stocks in whole or in part after the final account, or due to any other consideration, the Company may, by the approval of the shareholders' meeting, decide not to distribute dividends for preferred stocks, which shall not constitute a breach of contract. Should the preferred stocks be non-cumulative preferred stock, the undistributed or insufficiently distributed dividends shall not be accumulated for solvency in the future.
- III. Except for receiving dividends as specified in Subparagraph 1 of this Paragraph, shareholders of preferred stocks are not eligible for the dividend entitlements of ordinary stocks, including earnings distribution and capital reserves distributed in cash or being reallocated as capital.
- IV. In terms of priority for the allocation of the Company's remaining assets, the shareholders of preferred stocks shall have a higher priority than those of ordinary shares and the same priority with those of the other various preferred stocks issued by this Company and those of preferred stocks all shall be lower than the general creditors, however, the allocation to the shareholders of preferred stocks shall not exceed the value of the currently outstanding preferred stocks at issuance price.
- V. Shareholders of preferred stocks are not entitled to any voting rights or election rights during shareholders' meetings, however they are entitled to voting rights during shareholders' meetings for preferred stock shareholders and those involving the rights and obligations of preferred stock shareholders during shareholder's meetings.
- VI. Preferred stocks may not be converted to ordinary stocks.
- VII. Where the preferred stock does not have a maturity date, the shareholders of the preferred stocks may not request that the Company recall the preferred stocks they hold. However the Company may recall all or a portion of the outstanding preferred stocks at any time at the issuance price after five years from issuance. For preferred stocks that have not been recalled, the rights and obligations prescribed in the terms of issuance in the above subparagraphs shall persist. Should the Company resolve to issue dividends, the dividend up until the recovery date shall be calculated based on the actual number of days issued during the year.
- VIII. The additional paid-in capital from the issuance of preferred stocks shall not be

reallocated as capital during the issuance period of such preferred stocks, unless it is for the purpose of making up losses.

The board of directors is authorized to determine the name, date, and terms of issuance depending on the condition of the capital market and the purchasing intentions of the investors at the time of actual issuance, in compliance with the Company's Articles of Incorporation and relevant laws and regulations.

- Article 6 The Company's stocks shall be signed, sealed, and numbered by the director who is authorized to represent the Company. The stocks shall be issued after proper certification by the competent authority or their authorized agent for stock issuance and registration. When issuing new shares, the Company may print a single certificate to collectively represent all shares in the new issue, but shall then contact the centralized securities depository corporation for safekeeping of the share certificates. When issuing the stocks, the Company may opt not to print any share certificates. The Company should, however, contact a centralized securities depository institute to register the shares.
- Article 7 The shares of the Company shall all be issued as registered shares and the real name of the shareholder shall be specified on the certificate, where the name registered is the name of a legal person, the real name and address of its shareholders (or) representative shall be recorded in the Company's shareholders' roster. Where the legal person is jointly owned by two or more shareholders, one of them shall be deemed its representative.
- Article 8 Any matters relating to the loss or damage of the shares shall be governed by relevant laws and regulations and the Regulations Governing the Administration of Shareholder Services of Public Companies prescribed by the competent authority.
- Article 9 The Company may collect sufficient printing fees and cost of stamp tax set fees in the event of issuance of a new share certificate due to transfer of ownership or loss or damage of share certificate.
- Article 10 The Company's shareholders shall submit specimens of their seals to the Company for registration. The specimens shall be used by the Company for purposes of verification when the shareholder wishes to collect dividends or exercise shareholders' rights.
- Article 11 In the case where the shareholders of the Company apply for affairs related to the shares of the Company such as to reassign or create a pledge of rights, report of loss, inheritance or gifting of shares, report loss or change of seal, change to the residential address, or other exercise of rights, unless otherwise stipulated by the laws and regulations, the matter shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.
- Article 12 Transfers of shares shall not be made in the shareholder register within 60 days before an annual shareholders' meeting, 30 days before an extraordinary shareholders' meeting, or 5 days before the ex-dividend date or the date set for the distribution of bonuses or other benefits.
- Article 12-1 Where the Company buys its stocks in accordance with the Company Act, the assignment

subjects may include employees of controlled or affiliated companies that meet the criteria. The employee subscription right of the Company may be granted to employees of controlled or affiliated companies that meet the criteria.

Where the Company issues new shares, the employee purchasing the shares may include employees of controlled or affiliated companies that meet the criteria.

Where the Company issues restricted stock for employees, the qualification requirements of employees may include employees of controlled or affiliated companies that meet the criteria.

For employees of controlled or affiliated companies that meet the criteria as referred to in this provision, the chairman of the board is authorized to set such criteria.

### Section 3 Shareholders' Meetings

Article 13 The Company holds two types of shareholders' meeting, listed in the following:

- I. Annual shareholders' meeting;
- II. Extraordinary shareholders meeting.

The annual shareholders' meeting is to be held once every year which shall be convened within six months after the close of each fiscal year.

An extraordinary shareholders meeting shall be convened when necessary and shall, unless otherwise provided for in the Company Act, be convened by the board of directors. Extraordinary shareholders' meetings may be held whenever necessary, and are subject to compliance with relevant laws.

A shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 14 The convention of a shareholders' meeting must be communicated to shareholders at least 30 days before an annual shareholders' meeting and 15 days before an extraordinary shareholders' meeting. Date, venue, and agenda items must be explained in detail in the meeting notices and announcements.

Article 15 Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total voting rights.

Article 16 (Deletion)

Article 17 Shareholders of the Company are entitled to one vote for every share held. However, preferred stocks without voting rights issued by the Company or the Company holding its own shares in accordance with the laws is not entitled to voting rights.

Article 18 If a shareholder is unable to attend the shareholders' meeting in person, a proxy can be appointed by completing the Company's proxy form and by specifying the scope of delegated authority. Representation by proxy, unless otherwise provided for in the Company Act, shall be governed by the provisions of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies prescribed by the competent authority.

Article 19 Shareholders' meeting shall be chaired by the Company's chairman of the board, Where the chairman of the board is absent, one of the directors shall act as chair on his/her behalf in accordance with Article 208 of the Company Act. For a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons convening the shareholders' meeting, the chairman of the meeting shall be elected from among themselves.

Article 20 Shareholders' meeting resolutions shall be compiled into detailed minutes, and signed or sealed by the Chairman then disseminated to each shareholder no later than 20 days after the meeting.

The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept permanently throughout the life of the Company.

The distribution of minutes of shareholders' meeting as referred to in Paragraph 1 shall be governed by the Company Act.

The attendance log bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept for at least a year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, these documents shall be retained until the conclusion of the litigation.

#### Section 4 Director

Article 21 The board of directors of the Company consists of seven to ten directors. The number of independent directors shall not be fewer than three.

Any directors' election of the Company shall be adopt to the system for nomination of candidates in accordance with the provisions of the Company Act, and the shareholders shall elect from among the list of director candidates.

The election of directors shall be in compliance with Article 198 of the Company Act. Independent and non-independent directors shall be elected at the same time, but the numbers of independent or non-independent directors to be elected shall be calculated separately. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed an independent or non-independent director elect.

Article 21-1 The Company will establish an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee shall consist of all the independent directors. The audit committee or the members of the audit committee shall be responsible for executing the authority of the supervisors according to the Company Act, Securities and Exchange Act and other relevant regulations.

Article 22 Each director's term shall be three years, and directors may be re-elected.

Article 23 The directors of the Company shall be elected by the shareholders' meeting from among the persons with disposing capacity. The board of directors may resolve to purchase liability insurance for directors of the Company. The remuneration of the directors shall be determined by the board of directors and based on the general standards of the industry. The total number of registered shares of the Company held by all directors shall be set in accordance with the standard stipulated in the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies promulgated by the competent authority.

Article 24 The directors shall appoint one among them to be chairman of the board.

Article 25 The chairman of the board shall represent the Company externally.

Article 26 Apart from the first meeting of each newly elected board of directors, which shall be convened by the director receiving the most votes, the board of directors' meeting shall be convened and chaired by the chairman of the board and the convener shall communicate the date and the agenda items to the directors at least 7 days before the meeting. However, meetings can be held at any time in case of emergency, without the aforementioned method of communication. The meeting notices prescribed in the preceding paragraph may be distributed by written document, e-mail, or fax. Board meetings may be held inside or outside of the Republic of China.

Article 27 Board meetings shall be chaired by the chairman of the board. Where the chairman of the board is absent, one of the directors shall act as chair on his/her behalf in accordance with Article 208 of the Company Act.

Article 28 Unless otherwise regulated by the law, each director shall have a vote; the quorum for board of directors' meeting requires the presence of more than half of the total board members; and any resolution shall be passed with more than half of attending directors voting in favor. Where those voting in favor are the same as those voting against a certain item in a board of directors' meeting, the chairman of the board does not enjoy an extra deciding vote; the same shall apply for shareholders' meeting.

Article 29 A director may designate other directors as proxy to attend the board of directors' meetings by written authorization, such proxy may then exercise voting rights on all agenda items of the meeting. One director can represent the presence of only one other director.

Article 30 The directors shall adopt resolutions in the board of directors' meeting and exercise their duties.

Article 31 When a meeting of the Board of Directors is conducted in the form of a video conference meeting, the directors taking part via video conferencing shall be deemed to have attended the meeting in person.

Article 32 (Deletion)

Article 33 The board of directors shall have one secretary, governing the important documents, contracts, and shares of the board of directors and the Company.

## Section 5 Human resource

Article 34 The Company may appoint managers, the title of which shall be established according the needs of the Company. The appointment and discharge of managers shall be by a majority resolution of the board of directors where over half of the directors is in attendance.

Article 35 The managers appointed by the Company shall carry out the duties designated by the board of directors; where the board of directors has not made such designation, the manager shall carry out duties designated by the chairman of the board.

Article 36 The board of directors may appoint other management and designate their duties when necessary.

## Section 6 Financial reports

Article 37 The fiscal year of the Company begins on January 1 every year and ends on December 31 of that year; the board of directors shall prepare the following reports at the end of each fiscal year and submits such reports to the annual shareholders' meeting for acknowledgment:

- I. Business report.
- II. Financial statements.
- III. Proposals for the distribution of surplus earnings or offsetting of losses.

Article 38 In order to provide incentive to employees and the management team, the Company's net income before tax before deducting remuneration to employees and Directors and after making up for losses in the current fiscal year should be applied to pay remuneration to employees in an amount not exceeding 10% and not less than 0.01% of the balance, and to Directors for an amount not more than 1% of the balance. Employee remuneration may be distributed in stock or cash and director remuneration may be distributed in cash subject to a resolution adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors.  
Employee remuneration may be distributed in stock; remuneration may also be distributed for employees of controlled or affiliated companies that meet the criteria. The chairman of the board is authorized to set such criteria.

Article 38-1 The Company's annual earnings at the end of the accounting year shall be first subject to taxation, reimbursement of previous losses, followed by a 10% provision for statutory earnings reserve and provision or reversal for special reserve by law. If there is profit remaining, may be distributed as dividends of the preferred stocks for the current year and then the board of directors shall prepare a proposal to distribute the balance amount, together with accumulated non-distributed profit. Where dividends are distributed in the form of stocks, the distribution shall be subject to the approval of the shareholders' meeting. Where dividends are distributed in the form of cash, the board

of directors is authorized to make such distribution by approval of more than half of directors present at a meeting where more than two-thirds of the directors are in attendance, and shall also be reported at the shareholders' meeting.

The Board of Directors shall determine the shareholders' cash dividend ratio with the consideration of the financial structure of the Company, future earnings situation, and business development; however, the cash dividend ratio may not be less than 15% of the total current dividend distributed to shareholders.

Article 38-2 Where the Company incurred no loss, the board of directors may draft distribution proposals to distribute part or all of the legal reserve and capital surplus specified in Article 241 of the Company Act to shareholders. Where dividends are distributed in the form of stocks, the distribution shall be subject to the approval of the shareholders' meeting. Where dividends are distributed in the form of cash, the board of directors is authorized make such distribution by approval of more than half of the directors present at the meeting, where more than two-thirds of the directors are present, and shall also be reported at the shareholders' meeting.

## Section 7 Supplementary Provisions

Article 39 The internal organization and business operation shall be governed by the resolution of the board of directors.

Article 40 Any issues not covered under the Articles of Incorporation shall be handled in accordance with the stipulations of the Company Act of the Republic of China.

Article 41 The Articles of Incorporation were drafted and agreed upon by all founders on September 1, 1988. It officially takes effect after the approval of the competent authority; the same applies to any amendments. The 1st amendment was made on September 27, 1990. The 2nd amendment was made on June 18, 1991. The 3rd amendment was made on April 6, 1992. The 4th amendment was made on March 18, 1993. The 5th amendment was made on October 22, 1993. The 6th amendment was made on May 11, 1994. The 7th amendment was made on May 20, 1995. The 8th amendment was made on March 28, 1996. The 9th amendment was made on April 18, 1997. The 10th amendment was made on April 18, 1997. The 11th amendment was made on May 13, 1998. The 12th amendment was made on May 7, 1999. The 13th amendment was made on May 2, 2000. The 14th amendment was made on May 11, 2001. The 15th amendment was made on May 21, 2002. The 16th amendment was made on May 28, 2003. The 17th amendment was made on June 10, 2005. The 18th amendment was made on June 13, 2007. The 19th amendment was made on June 11, 2008. The 20th amendment was made on June 17, 2010. The 21st amendment was made on June 10, 2011. The 22nd amendment was made on June 13, 2012. The 23rd amendment was made on June 11, 2014. The 24th amendment was made on June 12, 2015. The 25th amendment was made on June 8, 2016. The 26th amendment was made on June 7, 2017. The 27th amendment was made on June 12, 2018. The 28th amendment was made on June 6, 2019. The 29th amendment was made on June 12, 2020. The 30th amendment was made on May 30, 2022.



# Synnex Technology International Corporation

## Procedure for Derivatives Trading

### Article 1 (Basis)

This Procedure is established in accordance with the regulations of the competent authority and the requirements of operation management.

### Article 2 (Type of Transactions)

"Derivatives" in this Procedure refers to forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.

The Company is currently engaged in derivative products including forward contracts, options, futures contracts, swap contracts and hybrid contracts combining the above products. The engagement in transactions of any other product shall be subject to prior approval by the President and the Chairman.

### Article 3 (Operation and Hedging Strategies)

Engagement of derivatives trading shall be to hedge risks in principle. The products chosen shall be mainly to avoid the risks incurred from the operation of the Company's business. In addition, to the extent possible, the selected trading counterparties shall be financial institutions with business dealings with the Company in order to avoid credit risk.

### Article 4 (Division of Responsibilities)

#### 1. Finance Department

As the hub of the financial risk management system, the department must control at all times information collection from the financial market, judgement of trends and risks, familiarity with financial products, rules and legislations and operating skills and shall provide sufficient and timely information to management, sales, procurement and accounting departments as reference. The department shall also follow the instructions and management authorizations from the highest-level finance executive and perform financial risk management in accordance with the Company's policies.

In terms of funding allocation, funds shall be used in accordance with the limits with financial institutions and cash flows shall be calculated in detail. Products used for hedging purpose must also be settled through funding allocation. For the forecast of positions, please use information provided by the procurement and sales departments.

#### 2. Accounting Department

Reflect hedging transactions and loss/profit results in a correct and proper manner in the financial statements in accordance with applicable rules (such as Financial Accounting Standards, etc.)

### Article 5 (Transaction Limit Amounts)

#### 1. Total Limit:

The total contract amount of foreign exchange transactions shall not exceed the total amount of the Company's net position of exposure to import/export foreign currency risk. Such

position may be known from the asset and debt under the balance sheet, the income and expense under the profit and loss statement and the foreign exchange position statistics table. Total amount of other contracts shall not exceed US\$10 Million. Any excess amount shall be subject to the approval by the board of directors.

2. Total and Individual Contract Loss Limit:

The Company engages in derivatives trading for hedging purpose in principle and shall not engage in speculative transactions. Loss limit for individual contract shall not exceed US\$300,000. Loss limit for all contracts shall not exceed US\$3 Million. Any excess amount shall be subject to the approval by the board of directors.

Article 6 (Performance Evaluation)

1. Loss and profit targets for exchange rate contracts shall be determined based on the position of the foreign currency and such target shall be included in performance review for regular verification.
2. Finance operating staff shall make their best efforts to achieve the targets established for the types of financial products and the loss and profit targets. Such achievement shall be used as the basis for performance evaluation.
3. In the beginning of each month, finance operating staff shall provide foreign exchange positions and evaluation reports on other contract products for management and reference by the accounting department and finance executive.

Article 7 (Performance Evaluation)

1. Authorized Amount

Routine foreign exchange transactions

The table of authorized amount is established based on the growth of the Company's turnover and risk management and takes effect after approval by the Chairman **as follows:**

Authorized Unit	Single Closing Amount (US\$)
Chairman	20 Million and above
President	10 to 20 Million (inclusive)
Highest-Level Finance Executive	5 to 10 Million (inclusive)

The closing amount must be approved by the person with relevant authority. Positions in any other currency shall also be subject to the same rules in the above table.

2. Execution Unit

Execution by the Finance Department, provided that transactions are subject to approvals in accordance with the authority.

3. Execution Process Flow

Please refer to Attachment.

Article 8 (Establishment of Register)

The Company shall establish a register for derivatives trading, recording in detail for reference the types and amounts of derivatives traded, dates of board approvals and the matters subject to careful evaluation in accordance with paragraph 3 of Article 9 and subparagraph (2), paragraph 1 and subparagraph (1), paragraph 2 of Article 10.

Article 9 (Internal Control System)

1 Risk Management Measures

- i. Consideration for Credit Risk: The selected transaction counterparty shall be financial institutions having dealings with the Company, with low credit risk and providing

- professional information in principle. Statements of transactions shall be provided on regular basis.
- ii. Consideration for Market Risk: Trading staff shall control status of change on the transaction markets, diversify among different financial products and verify at all times whether the total transaction amount is within the limit amount provided under this Procedure.
  - iii. Consideration for liquidity: To ensure liquidity, financial institutions engaging in the transactions must have sufficient equipment, information and trading ability to transact in any market.
  - iv. Consideration for Procedure: The authorized amount and process flow shall be duly complied with in order to avoid procedural risk.
  - v. Legal Risk: Documents signed with any financial institution must be reviewed by the legal department before they are officially signed in order to avoid legal risk.
  - vi. Product Risk: Internal trading staff and the counterpart financial institution shall possess full and correct professional knowledge about the financial products traded. Financial institutions shall be required to fully disclose the risks in order to avoid losses due to misuse of financial products.
  - vii. Cash settlement risk: In addition to compliance with the rules under the limit amount table, authorized trading staff shall also exercise due care at all times to the Company's cash flow to ensure that there is sufficient cash for payment at the time of closing.
  - viii. Risk evaluation, supervision and control staff shall be under different departments as the trading staff and operating staff for confirmation and closing and shall report to top executive in the board of directors who is not responsible for decisions on trading or positions.
2. Internal Control
- i. Trading staff shall not also work as confirmation or closing staff.
  - ii. Trading staff shall provide proof of trading or contracts to the accounting staff for records.
  - iii. Accounting staff shall reconcile accounts with financial institutions in accordance with confirmations or transaction records provided by the financial institutions.
  - iv. Finance staff shall verify at all times whether the total transaction amount has exceeded the limit under Article 5 of this Procedure.
  - v. At the end of each month, the finance department shall prepare a statement showing profit and loss forecast based on the closing foreign exchange rates on the day and other information and provide such statement to the accounting department for verification and adjustment to account entries in accordance with relevant rules. Such statement shall also be provided to the highest-level executive of the finance department and senior management as management reference.
3. Regular Evaluation
- Hedging transactions required for business shall be evaluated twice a month. The evaluation report shall be submitted to the high-level executive authorized by the board of directors.

#### Article 10 (Supervision by Board of Directors)

1. The board of directors shall supervise and manage derivatives trading under the following principles:
  - (1) Designation of high-level executive to supervise and control the risks of derivatives trading at all times.
  - (2) Regular evaluation as to whether the performance of derivatives trading is consistent with

- established operating strategies and whether the risks undertaken are within the Company's scope of tolerance.
2. The high-level executive authorized by the board of directors shall manage derivatives trading under the following principles:
- (1) Regular evaluation as to whether the risk management measures currently in use are appropriate and compliant with this Procedure and applicable laws.
  - (2) Supervise trading and loss and profit status. If any anomaly is discovered, undertake necessary corresponding measures and immediately report to the board of directors. If there are independent directors, independent directors must have attended the board meeting and stated their opinions.

**Article 11 (Internal Audit system)**

Internal audit staff shall understand the appropriateness of internal control on regular basis, perform monthly audit on the compliance of this Procedure by the trading department and prepare audit reports. If any material breach is discovered, a written notice shall be given to the audit committee.

**Article 12 (Public Filing Deadline and Details)**

The Company shall upload information of derivatives trading by the Company and its subsidiaries that are not domestic listed companies as of the end of the previous month in the prescribed format and details to the information filing website designated by the competent authority before the 10<sup>th</sup> day of each month.

**Article 13 (Control Procedure for Derivatives Trading by Subsidiaries)**

- 1. Each subsidiary shall establish the procedure for derivatives trading in accordance with the applicable provisions of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.
- 2. Each subsidiary shall report to the Company information related to derivatives trading in the previous month before the 10<sup>th</sup> day of each month.

**Article 14 (Sanctions)**

Any manager or processing staff who breaches this Procedure shall be sanctioned in accordance with the Company's Procedure for Employee Rewards and Sanctions depending on the level of gravity.

**Article 15 (Applicable Laws)**

Any matter that is not fully stipulated in this Procedure shall be governed by applicable laws.

**Article 16 (Implementation and Amendment)**

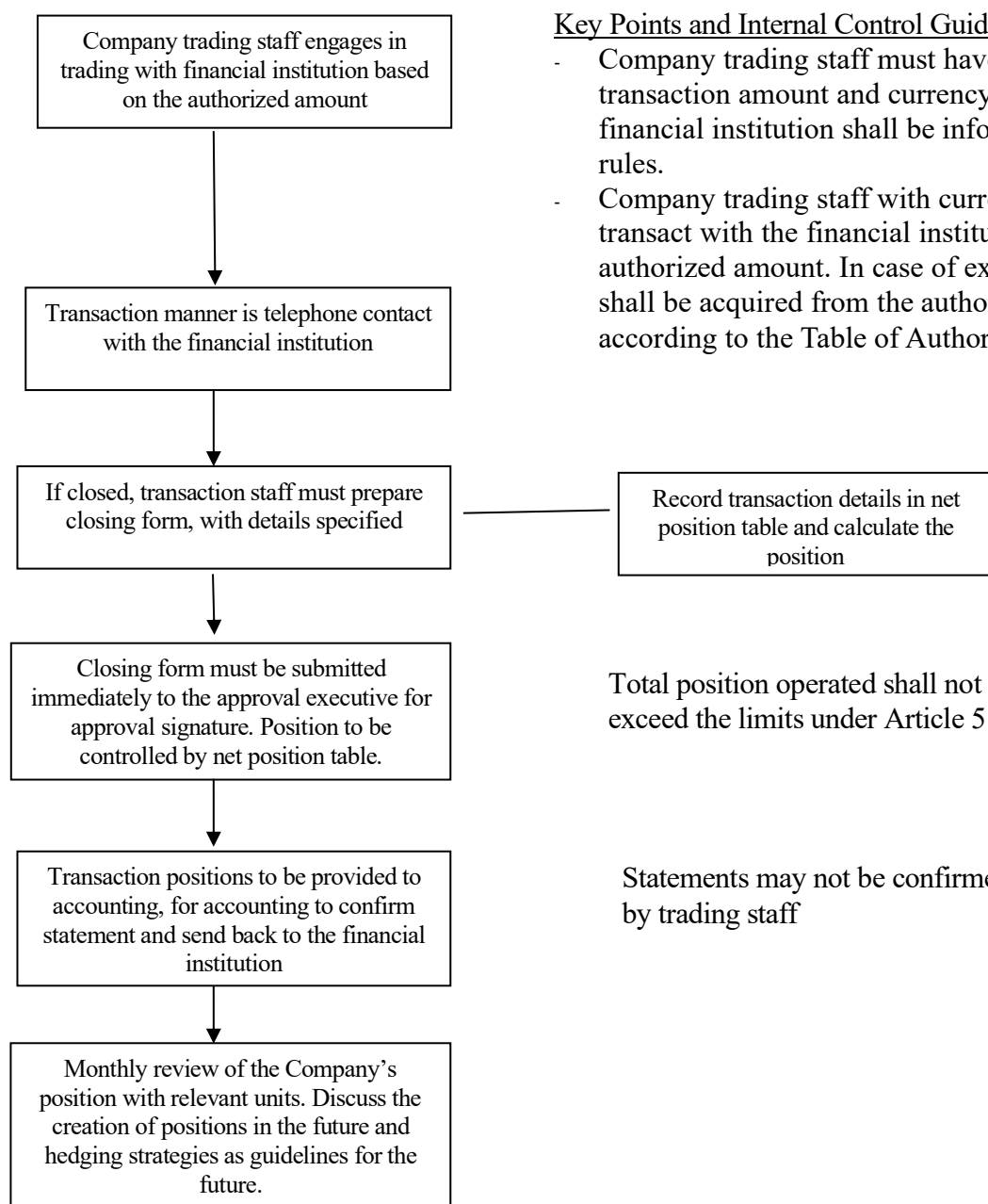
This Procedure shall be approved by the board of directors, submitted to each supervisor and further submitted to the shareholders meeting for approval. The same shall be applicable in case of amendment. If any director voices any objection with records or written statements, the Company shall submit such objection to the audit committee.

When the Procedure for Derivatives Trading is submitted to the board of directors for discussion in accordance with the previous paragraph, the opinions of each independent director shall be fully taken into consideration. Any objection or reservation opinions by the independent director shall be specified in the minutes of the board meeting.

**Article 17 (Date of Amendment)**

This Procedure was amended on 30 May 2022.

## Attachment:



### Key Points and Internal Control Guidelines

- Company trading staff must have authority for the transaction amount and currency rules. The financial institution shall be informed of such rules.
- Company trading staff with current authority shall transact with the financial institution based on authorized amount. In case of excess, approval shall be acquired from the authorized executive according to the Table of Authorized Amount.

Total position operated shall not exceed the limits under Article 5

Statements may not be confirmed by trading staff

## **Synnex Technology International Corporation**

### **Rules of Procedure for Shareholders Meetings**

1. Unless otherwise specified by law or Articles of Incorporation, the Company shall proceed with its shareholders' meetings according to the terms of the Rules.

2. (Convention and advising of shareholders' meetings)

Unless otherwise specified by law, shareholders' meetings are convened by the board of directors. Unless otherwise specified by law or the Articles of Incorporation, shareholders' meetings of the Company are convened by the Board of Directors.

Changes to how the Company convenes its shareholders' meeting shall be resolved by the Board of Directors, and shall be made no later than mailing of the shareholders' meeting notice.

The Company shall prepare an electronic file that contains the meeting notice, a proxy form, a detailed description of various agenda items to be ratified or discussed during the meeting, and notes on re-election or dismissal of directors and post it to the Market Observation Post System (MOPS) at least 30 days before an annual shareholders' meeting, or 15 days before an extraordinary shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the annual shareholders' meeting or before 15 days before the date of the extraordinary shareholders' meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the annual shareholders' meeting. Physical copies of the shareholders' meeting procedures manual and supplementary information shall also be prepared at least 15 days before the meeting and made accessible to shareholders at any time. These documents must be placed within the Company's premises and at the share administration agency appointed by the Company. The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

- I. For physical shareholders' meetings, to be distributed on-site at the meeting.
- II. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
- III. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

Agenda items must be explained in detail in the meeting notices and announcements. Subject to agreement by the receiving party, meeting notices may also be delivered electronically.

Matters pertaining to the election or discharge of directors, alteration of the Articles of Incorporation, capital reduction, application for the approval of ceasing enterprise status as a public company, approval of competition with the Company by directors, capitalization of profits, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Article 185, Paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as special motion.

Where the reasons for convening a shareholders' meeting had specified a re-election of all directors and their terms of office, after the completion of the election at that meeting, the terms of office for the directors cannot be altered by extraordinary motions or any other means in the same meeting. Shareholders who own more than 1% of the Company's current outstanding shares are entitled to propose agenda items for discussion in annual shareholders' meetings. Each shareholder, however, shall propose one agenda item only, and no proposal containing more than one item will be included in the meeting agenda.

The Board of Directors may disregard shareholders' proposals if the proposed agenda item involves any of the circumstances listed in Article 172-1, Paragraph IV of the Company Act. Shareholders may submit proposals of recommendation to urge the company to promote public interest or fulfill its social responsibilities. Procedurally, each proposal shall be limited to one agenda item only in accordance with the relevant provisions of Article 172-1 of the Company Act. Any proposal with more than one item shall not be included in the meeting agenda.

The Company shall announce, before the ex-dividend date, the acceptance methods in writing or by way of electronic transmission, and the conditions, places, and time in which shareholders' proposals are accepted. The period of acceptance shall be no shorter than ten days.

Shareholders shall limit their proposed agenda items to 300 words; proposals that exceed 300 words shall be excluded from the agenda. Shareholders who have successfully proposed agenda items shall attend the annual shareholders' meeting in person or through proxy attendance and participate in the discussion.

3. Shareholders may appoint proxies to attend shareholders' meetings by completing the Company's proxy form and specifying the scope of delegated authority.

Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must arrive at the Company at least five days before the shareholders' meeting. In the event that multiple proxy forms are issued, the proxy form that arrives first shall prevail. However, exception shall be granted if the shareholder issues a declaration to withdraw the previous proxy arrangement.

Should the shareholder decide to attend a shareholders' meeting personally or exercise voting rights in writing or through electronic means after a proxy form has been delivered to the Company, a written notice should be sent to the Company no later than two days before the meeting commences to withdraw the proxy arrangement. If the withdrawal is made after the prescribed period, then the voting decision exercised by the proxy shall prevail.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company two days before the meeting date. If the withdrawal is made after the prescribed period, then the voting decision exercised by the proxy shall prevail.

4. The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders' meeting.

5. (Preparation of attendance logs and documents)

The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number

of suitable personnel shall be assigned to handle the registrations; for virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Shareholders who wish to acquire a proxy form must present proof of identity on-site for verification.

The Company shall furnish the attending Shareholders with an attendance log to sign, or attending Shareholders may hand in a sign-in card in lieu of signing in.

Shareholders who attend the meeting shall be given a copy of the procedures manual, annual report, attendance pass, speech notes, agenda ballots and any information relevant to the meeting. Shareholders shall also be given election ballots where election of directors is to take place.

Where the Shareholders is a government agency or corporate entity, more than one representative may attend the shareholders' meetings on their behalf. Legal person that have been designated as proxy attendants shall only appoint one representative to attend the shareholders' meeting.

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

5-1. (Convening virtual shareholders' meetings and particulars to be included in shareholders' meeting notice)

To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice:

- I. How shareholders attend the virtual meeting and exercise their rights.
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
  - (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
  - (II) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
  - (III) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
  - (IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
- III. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.



6. (Meeting chair and participants)

If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the Chairman. When the Chairman is on leave or for any reason unable to exercise the powers of the Chairman, the Vice Chairman shall act in place of the Chairman; If there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise the powers of the Vice Chairman, the Chairman may appoint one of the directors to act on the Chairman's behalf. If the Chairman does not appoint an agent, one shall be elected among the directors to act on the Chairman's behalf.

When a director serves as chair, as referred to in the preceding paragraph, the director shall be one who has held that directorship for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a legal person director that serves as chair.

It is advisable that shareholders' meetings convened by the board of directors be chaired by the Chairman of the board in person and attended by a majority of the directors (including at least one independent director), chairman of the audit committee, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

For shareholders' meetings convened by any authorized party other than the board of directors, the convener will act as the meeting chair. If there are two or more conveners at the same time, one shall be appointed from among them to chair the meeting.

The Company may summon its lawyers, certified public accountants, and any relevant personnel to be present at the shareholders' meeting.

7. (Video and audio recording in shareholders' meetings)

The Company, beginning from the time it accepts Shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders' meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

8. Shareholders' presence is determined by the number of shares represented during the meeting. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

At the meeting's appointed time of commencement, the chair shall immediately call the meeting to order and announce relevant information such as the number of non-voting rights and the number of shares present. However, if those in attendance represent less than half of the Company's current outstanding shares, the chair may announce to postpone the meeting up to two times, for a period

totaling no more than one hour. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 5.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of current outstanding shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

9. (Discussion of proposals)

If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Relevant agenda items (including special motions and amendments to the original agenda) shall be voted on respectively. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The preceding paragraph applies *mutatis mutandis* where the shareholders' meeting is convened by any authorized party other than the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair violates the rules of procedure by dismissing the meeting when it is not allowed to do so, other members of the board shall immediately assist the attending Shareholders to elect another chair with the support of more than half of the voting rights represented and continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or special motions put forward by the Shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote, and arrange ample voting time.

10. (Shareholders' opinions)

Shareholders who wish to speak during the meeting must produce a speech note detailing the topics and the Shareholder's account number (or the attendance card serial number). The order of Shareholders' comments shall be determined by the chair.

Shareholders who submit a speech note without actually speaking are considered to have remained silent. If the Shareholder's actual comments differ from those stated on the speech note, only the actual comments expressed shall be recorded.

Each shareholder shall speak no more than twice, for five minutes each, on the same agenda item unless otherwise agreed by the chair. The chair may stop Shareholders from speaking if they violate the rules or speak outside the agenda item under discussion.

While a Shareholder is speaking, other Shareholders shall not speak simultaneously or interfere in any way unless allowed by the chair and the person speaking. Any violators shall be restrained by the chair.

Where a corporate shareholder has appointed two or more representatives to attend the shareholders' meeting, only one representative may speak per agenda item.

After the Shareholder has finished speaking, the chair may answer the Shareholder's queries personally or appoint any relevant personnel to do so.

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

11. (Calculation of voting shares and recusals)

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of Shareholders Meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the Taiwan competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

12. Each share is entitled to one voting right, except for shares where voting rights are restricted as described in Article 179, Paragraph 2 of the Company Act.

Voting rights shall be exercised electronically or in writing during a shareholders' meeting; The shareholders' meeting notice must explain the methods through which shareholders may exercise voting rights in writing or in electronic form. Shareholders who have voted in writing or using the electronic method are considered to have attended shareholders' meeting in person.

However, the Shareholder will be deemed to have waived his/her rights with respect to the special motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoids the submission of special motions and amendments to original proposals.

Instructions to exercise written and electronic votes must be delivered to the Company at least two days before the shareholders' meeting. In the event where there are duplicate submissions, the earliest submission shall be taken into record. However, exception shall be granted if the Shareholder issues a proper declaration to withdraw the previous vote.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two days before the date of the shareholders' meeting. If the withdrawal is not received in time, then the written or electronic vote shall be taken into record. If the Shareholder has exercised written or electronic votes, and at the same time delegated a proxy to attend the shareholders meeting, then the voting decision exercised by the proxy shall prevail.

Unless otherwise regulated by the Company Act or the Articles of Incorporation of the Company, an agenda item is passed when supported by shareholders who represent more than half of the total voting rights in the meeting. At the time of a vote, the Shareholders shall vote on each item separately. After the conclusion of the meeting, on the same day it is held, the results for each

proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there are any amendments or alternative solutions for the same proposal, the chair shall combine these amendments/alternative solutions with the original proposal and decide their priority for voting. If any resolution is passed, all other proposals shall be deemed rejected and no further voting is necessary.

The chair will appoint a ballot scrutineer and a ballot counter; the ballot scrutineer must be a Shareholder.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When the Company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 5 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

### 13. (Election)

Where the shareholders' meeting involves re-election of directors, the election must proceed according to the Company's Election Policy, with outcomes announced immediately on-site, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the ballot scrutineer and kept in proper custody for at least one year. If, however, a Shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

### 14. (Meeting minutes.)

Shareholders' meeting resolutions shall be compiled into detailed minutes, and signed or sealed by the chair then disseminated to each Shareholder no later than 20 days after the meeting. Preparation and distribution of meeting minutes can be made in electronic form.

The Company may distribute meeting minutes by posting details onto MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results (including the statistical tallies of the numbers of votes). Where there is an election of the directors, the number of votes received by each candidate shall be disclosed.

The meeting minutes shall be retained for the duration of the existence of the Company.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online.

15. (Public announcements)

On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting. During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

The Company must disclose on MOPS any shareholders' meeting resolutions that constitute material information as defined by law or the rules of the Taiwan Stock Exchange Corporation.

16. (Order in the meeting)

Organizers of the shareholders' meeting must wear proper identification or arm bands.

The chair may instruct marshals or security staff to help maintain order in the meeting. While maintaining order in the meeting, all marshals or security staff must wear arm bands or identification which identify their roles as "Marshall."

The chair may stop anyone who attempts to speak using speaker equipment not provided by the Company.

The chair may instruct marshals or security staff to escort Shareholders who continue to violate the meeting rules despite being warned by the chair from the meeting.

17. (Recess and resumption of meeting)

The chair may put the meeting in recess at appropriate times. In the occurrence of force majeure events, the chair may suspend the meeting temporarily and resume at another time.

If the shareholders' meeting is unable to conclude all scheduled agenda items (including special motions) before the venue is due to be returned, participants may resolve to continue the meeting at an alternative location.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

18. (Disclosure of information at virtual meetings)

In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair

has announced the meeting adjourned.

19. (Location of the chair and secretary of virtual-only shareholders' meeting)

When the Company convenes a virtual-only shareholders' meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

20. (Handling of disconnection)

In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholders' meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing

the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

21. (Handling of digital divide)

When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

22. (Date of establishment and amendment)

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.

The 1st amendment was made on May 13, 1998.

The 2nd amendment was made on May 21, 2002.

The 3rd amendment was made on June 12, 2015.

The 4th amendment was made on June 12, 2020.

The 5th amendment was made on July 20, 2021.

The 6th amendment was on May 30, 2023.

### **Synnex Technology International Corp. Rules Governing the Election of Directors**

#### Article 1

The election of the directors of the Company shall be carried out in accordance with these Rules, unless otherwise stipulated by laws and regulations and the Articles of Incorporation of the Company.

#### Article 2

It is adopted of the candidates nomination system by the Company for the election of directors in accordance with the provisions of the Company Act, and the shareholders shall elect from among the list of director candidates. The cumulative voting method shall be used for the election of directors. Each share will have voting rights in number equal to the directors to be elected, and such voting rights may be concentrated on one candidate or separated across a number of candidates.

#### Article 3

The directors of the Company are elected by the shareholders' meeting from among the persons have the capacity to make juridical acts. Based on the number of persons to be elected specified in the Company's Articles of Incorporation, the summary details of the election provided by the electronic voting platform and the compiled results of voting at the shareholders meeting, candidates who obtain votes representing a higher number of voting rights are, in proper order, elected as non-independent directors and independent directors respectively. When two or more persons receive the same number of votes, thus exceeding the specified number of persons to be elected, those receiving the same number of votes shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

#### Article 4

Election ballots are prepared and issued by the Company, numbered according to the number of the shareholder's attendance card, and marked with the voting rights entitled. Ballots will not be separately issued for those who exercise the right to vote electronically.

#### Article 5

When an election begins, the chair shall assign several ballot monitors and tellers each to perform various related duties.

#### Article 6

The ballot box, produced by the Company, needs to be publicly inspected by the ballot monitors before voting commences.

#### Article 7

If the electee is a shareholder, the elector must fill in the electee's account name and shareholder account number in the "Electee" column of the ballot; if the electee whose name is entered in the ballot is a non-shareholder, the electee's name and ID number/UBN should be specified on the ballot. However, when a corporate shareholder is an electee, the electee column of the ballot should specify the name of the corporate entity or the names of the corporate entity and its representative. When there are several representatives, the names of the representatives should be added separately. The election of independent directors and non-independent directors are conducted jointly in directors' elections, but the numbers of candidates to be elected is counted separately.



#### Article 8

Ballots are considered void in any of the following circumstances:

- I. Ballots have not been placed in the ballot box.
- II. Ballots do not comply with these Rules.
- III. Ballots that are blank and have not been filled in by the elector.
- IV. The electee whose name is entered in the ballot is a shareholder, but whose account name does not conform with that is specified in the shareholder register, or the electee whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the electee's name and ID number/UBN do not match.
- V. Ballots specify the electee's account name (name) and shareholder account number (ID number/UBN) but also include other text, figures, symbols, or unknown affairs.
- VI. Ballots with unrecognizable writing.
- VII. Ballots specify the electee's account name (name) and account number (ID number/UBN) with at least one field having been altered.
- VIII. The electee's account name (name) or shareholder account number (ID number/UBN) is not provided.
- IX. Two or more candidates are named on the same ballot.

#### Article 9

Voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation shall be announced by the chair on site.

#### Article 10

(Deleted)

#### Article 11

These Rules shall come into effect upon approval of the shareholders' meeting. The same applies to all subsequent amendments. The 1st amendment was approved by the annual shareholders' meeting on May 2, 2000. The 2nd amendment was approved by the annual shareholders' meeting on May 21, 2002. The 3rd amendment was approved by the annual shareholders' meeting on June 12, 2015.

## Appendix 5

### Total directors' shareholdings

Record Date: 2 April 2024

Title	Name		No. of shares held on start of share transfer blackout period			Remarks
			Type	No. of Shares	% of total outstanding shares	
Chairman	Miau, Matthew Feng Chiang	Representative of Mei-Feng Investment Corporation	Ordinary Shares	3,283,000	0.20%	
Director	Chou Teh-Chien	Representative of MITAC Inc.		260,521,054	15.62%	
Director	Yang Hsiang-Yun					
Director	Tu Shu-Wu			36,156,381	2.17%	
Director	Tu Shu-Chyuan	Representative of Hong Ding Investments Corp.		17,690,053	1.06%	
Director	Miau, Scott-Matthew	Representative of Lien Hwa Industrial Holdings Corporation		59,526,125	3.57%	
Independent Director	Yeh Kuang-Shih			0	0.00%	
Independent Director	Hsuan Chien-Shen			0	0.00%	
Independent Director	Shen Ling-Long			0	0.00%	
Total				377,176,613		

Total number of outstanding shares on 2 April 2024: 1,667,946,968 shares

Note 1: Statutory minimum number of shares to be held by all directors: 40,030,727 shares. 377,176,613 shares held as of 2 April 2024.

Note 2: The Company has an audit committee. Thus minimum number of shares held by supervisors is not applicable.

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