

Synnex Technology International Corp.

2022 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 30, 2022

Convening Method: Physical shareholders' meeting

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Synnex Technology International Corp. 2022 Annual Shareholders' Meeting Agenda

- I. Time: May 30, 2022 (Monday) 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 2021**
 - (II) Report on the Audit Committee's review of 2021 financial statements**
 - (III) Report on the 2021 distribution of remuneration to employees and directors**
 - (IV) Report on the 2021 distribution of cash dividends from earnings**
- VI. Ratifications**
 - (I) Ratification of the 2021 financial statements**
 - (II) Ratification of the 2021 earnings distribution**
- VII. Discussions:**
 - (I) Discussion for amending certain provisions of Articles of Articles**
 - (II) Discussion for amending certain provisions of Procedures for the Acquisition and Disposal of Assets.**
 - (III) Discussion for amending certain provisions of Procedure for Derivatives Trading**
- 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 2021 business report is hereby submitted for inspection.

Description: Please refer to Attachment 1 of this Handbook. (See pages 12 to 14 for details)

Proposal 2

Agenda: The Audit Committee's review of the Company's 2021 financial statements is hereby submitted for inspection.

Description: Please refer to Attachments 2 and 3 of this Handbook. (See pages 15 to 40 for details)

Proposal 3

Agenda: The report on the Company's 2021 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 2021 NT\$2.2 million (approximately 0.01%) in employee remuneration and NT\$7.9 million (approximately 0.037%) in directors' remuneration should be distributed, both of which will be paid in cash.

Proposal 4

Agenda: The report on the 2021 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\$8,339,734,840 is distributed to shareholders at NT\$5 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 2021 financial statements are hereby submitted for ratification.

Description: (I) The Company's 2021 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 12 to 14 for Attachment 1 and pages 16 to 40 for Attachment 3)
(II) Please ratify.

Resolution:

Proposal 2 (Proposed by the Board of Directors)

Agenda: The Company's 2021 earnings distribution is hereby submitted for ratification.

Description: (I) The Company's 2021 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 41 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 legislations and the actual requirements of the Company. For Comparison Table of Amended Clauses, please refer to Attachment 5 to this Handbook (see pages 42 to 43 for details).

(II) Please resolve.

Resolution:

Proposal 2 (Proposed by Board of Directors)

Agenda: Proposed amendment to certain clauses of the Procedure for Acquisition or Disposal of Assets of the Company are submitted for approval.

Description: (I) Proposed amendment to certain clauses of the Procedure for Acquisition or Disposal of Assets of the Company are prepared in accordance with the letter from the Financial Supervisory Commission Jing-Guang-Zheng-Fa-Zi No. 1110380465 dated 28 January 2022. For Comparison Table of Amended Clauses, please refer to Attachment 6 to this Handbook (see pages 44 to 64 for details).

(II) Please resolve.

Resolution:

Proposal 3 (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 legislations and the actual requirements of the Company. For Comparison Table of Amended Clauses, please refer to Attachment 7 to this Handbook (see pages 65 for details).

(II) Please resolve.

Resolution:

Elections

Agenda: Proposal for the by-election of directors. (Proposed by the Board of Directors)

Description: (I) It is planned to elect two directors at the 2022 annual shareholders' meeting to meet the company's operational and practical needs; the terms of office of the directors will start from the date of election and end on July 19, 2024.

(II) 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 the Company Act. 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 8 , 2022. For relevant information, please refer to Attachment 8 of this Handbook (see page 66 for details).

(III) 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:

Category	Director	Details of serving as director and manager in other companies
Director Candidate	Hong Ding Investments Corp. Representative : David Tu	Synnex Technology International Corp. DIGITIMES INC. JETWELL COMPUTER CO., LTD. NUVOTON TECHNOLOGY CORPORATION BESTCOM Infotech Corp. INFORCOM TECHNOLOGY INC. ASGARD SYSTEM, INC. Synnex (Thailand) Public Company Ltd. Redington (India) Ltd.
Director Candidate	Lien Hwa Industrial Holdings Corporation Representative : Scott-Matthew Miao	MiTAC Information Technology Corp. MiTAC Hikari Corp. SINO INFORMATION TECHNOLOGY CORP. Lienhwa United LPG
Director	Mei-Feng Investment Corporation Representative : Miao, Matthew Feng Chiang	Getac Holdings Corp. TD SYNnex Corporation

Category	Director	Details of serving as director and manager in other companies
Director	Tu Shu-Wu	Synnex (Thailand) Public Company Ltd.
Director	MiTAC Inc. Representative : Chou The-Chien	Getac Holdings Corp.
Independent Director	Hsuan Chien-Shen	TPV Technology Co., Ltd.
Independent Director	Yeh Kuang-Shih	SHANGHAI ORIENT CHAMPION HEALTHCARE PRODUCTS CO., LTD.

(III) Please resolve.

Resolution:

Extraordinary Motions

Meeting adjourned

Business Report

For 2021, Synnex set its core annual business theme as “Leap Forward”. From its base of leanness and agility, it actively advanced on the market and spurred growth in revenue. Due to its concerted efforts, the Company has finally achieved breakthrough growth. The group's annual consolidated revenue reached NT\$408.8 billion, an increase of 22%. Its profits also saw a massive breakthrough, surpassing NT\$10 billion. Both of these values have set new historical records for the Company, and the Company will continue its momentum into the future! On this occasion, I would like to thank every shareholder for their years of support.

Over the past four or five years, there has been continual turbulence in the political and economic situation around the world and in the industrial environment. After the outbreak of COVID, the resulting pandemic has further impacted and threatened all humanity. City lockdowns, border closures, sea, land/air shipping chain interruptions, factory shutdowns, store closures, school closures, government suspensions—all of these actions have broadly affected various industries and professions. Since Synnex has bases established all over the world, such unprecedented change will test our crisis handling capabilities, as well as our team's resilience and digital capabilities.

In a market brimming with uncertainty about the future, Synnex, as a leader, was able to see the clarity within the uncertainty. One crucial component of its insight is that, over the past five years, Synnex has implemented its "Lean and Agile Leap Forward" plan to make proper adjustments and transformations in advance, making the Company more streamlined and healthier.

In 2019, the “Agility Project” cut high-loss but low-profit businesses to make organizational operations leaner and more solid.

In 2020, the “Agility Project Phase II” made the operation mechanism massively AI and mobile driven; it improved the digital competency of all its employees, it accelerated the connection between upstream and downstream information; and it sped up the market response.

In 2021, the “Leap Forward Project” had each business unit actively advancing on the market and spurring growth in revenue, resulting in a massive success!

While performance took a large leap forward, Synnex simultaneously rolled out its transformation plan, in which it repositioned its role and value utilization as a Management Service Platform (MSP) on the supply chain.

As the ecology and business model of the technology industry supply chain continue to evolve, the

substantial meaning of the channel service industry has also undergone fundamental changes. Past business models based solely on distribution and sales have largely disappeared. In their place are diversified solutions for various problems, pain points, losses, and inefficiencies in supply chain operations. Synnex's own "Management Service Platform" was established in response to this developmental trend in the industry. Using its own information integration capabilities, it has integrated various internal operation management mechanisms and expanded the connection of upstream and downstream manufacturers on the supply chain, partnering manufacturers, and cross-industry partners from a variety of professional fields. This has allowed the Company to provide customers with business opportunity development services, business operation services, and analysis and management information services, etc. This new strategic positioning will enable Synnex to utilize its capabilities that have been accumulated for more than 30 years and its operational system mechanism that has matured over the years to achieve—with a new mode of thought and a new vision, exponentially greater benefits, thereby creating broader possibilities for enterprise development.

With its sights set on 2022, Synnex will define its core annual business theme as "Yet Another Leap Forward"!

We at Synnex believe that the growth generated by our lean and agile constitution will continue to exhibit vigorous stamina after last year's breakthrough and leap forward in performance. The upward slope of last year's performance growth curve will continue into this year. On the other aspect, the Synnex MSP project was rolled out successfully. Its benefits are expected to begin to show promise this year, injecting new vitality into the Company's performance growth. Combining these two drivers of growth form the basis for Synnex's continued breakthroughs and leaps forward this year.

Below are the key operational highlights of 2021:

1. Revenue and profit

Synnex's 2021 consolidated revenue was NT\$408.8 billion, representing 22% growth from the NT\$334.2 billion in 2020. The net profit after tax was NT\$17.27 billion, which is an increase of 112% from the NT\$8.16 billion in 2020. The EPS after tax was NT\$10.35, which is up 112% from NT\$4.89 in 2020. Revenue, net profit after tax, and earnings per share all struck new historical highs.

2. Concrete business results

- (1) Breakthrough growth in scale of performance, including component business, Taiwan Business Unit, Australia & New Zealand Business Unit, China Business Unit, Hong Kong and Macau Business Unit, Indonesia Business Unit, Vietnam Business Unit, and other major business units. Performance hit new record highs in all aspects!
- (2) Its logistics service unit had particularly brilliant performance. Synergy Intelligent Logistics Corp., a subsidiary of Synnex, was selected as a TOP10 Enterprise in the Top 5000 Largest Corporations in Taiwan by CRIF China Credit Information Service; it was also evaluated as an enterprise "with distinctive operational features, as well as spectacular revenue and profit,

arguably a 'hidden champion'".

- (3) On the other hand, we continued to expand external information cascading, extend the breadth and depth of information interfacing, and increased connections to 123 vendors covering major brands, manufacturers, sellers, logistics service providers, financial service providers and government agencies, etc., storing up massive potential for the development of our Management Service Platform.
- (4) We expanded app-based mobile digital tools, provided real-time, transparent service process information and analysis and management information to upstream and downstream customers, all of which were applauded by our customers.

The important production and marketing policies for 2022 are respectively described as follows:

1. We will dedicate our full effort to developing the MSP Management Service Platform, expanding participation of brand manufacturers, customers, partnering manufacturers, and cross-field partners, and win the trust of customers through our services.
2. Accelerate development of our recruitment service business, including cloud service recruitment business, mobile account recruitment business, and 3C product insurance recruitment business.
3. As we enter the post-pandemic era, we will expand the introduction of software and hardware products in certain application fields, including those for video conferencing, smart mobile offices, remote learning, and smart homes.
4. Our logistics service unit will expand and promote warehouse service deployed in cloud platform, home electronics installation and maintenance service, and technical services business, and continue to popularize the smartification of services and operations.
5. Expand the provision of customized, smart analysis and management information services to major brand factories and customers, along with real-time, transparent service process information services.

Lastly, I would like to thank all the shareholders for the long-term support and encouragement you have provided to Synnex's operation team. I also hope that Synnex can maintain the momentum of last year's "leap forward" into this year with yet another "leap forward", and thereby reward all our shareholders with even better business performance.

Wishing you good health,

Director: Matthew Feng-Chiang Miao

President: Evans S.W. Tu

Senior Director of Finance: Kim Lin

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

The board of directors has prepared and submitted the 2021 business report, financial reports (including consolidated and individual financial reports), and earnings distribution proposal. The board of directors have appointed CPA Jenny Yeh and CPA Scott Liang 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. 2022 General Shareholders' Meeting

Synnex Technology International Corp.

Chairman of the Audit Committee:
Yeh Kuang-Shih

March 8, 2022

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR21000349

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 of December 31, 2021 and 2020, 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 significant 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 of December 31, 2021 and 2020, 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 as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group 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 judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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 in relation to the consolidated financial statements for the year ended December 31, 2021 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, electronic products and components. 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 determining 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 reasonableness of 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 adequacy of the provision.
3. For accounts assessed as a group, considered historical uncollectible records and the management's forecastability adjustment information to determine whether the provision ratio of allowance for uncollectible accounts is reasonable. 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, electronic products and components. 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 determining net realizable 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 the policy applied to the assessment of allowance for valuation of inventory loss. Assessed whether the allowance recognition policy is applied in a manner consistent between comparative and current periods of the financial statements.
2. Obtained net realisable value report for inventory items and verified that a consistent systematic logic was 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 realizable 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 adequacy and reasonableness of allowance recognised.

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 components. 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 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 effectiveness of 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 the reasonableness of estimation.
3. First, 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 reasonableness of 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 obtained the original vouchers or supporting documents or 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\$1,539,457 thousand and NT\$1,373,157 thousand, both constituting 1% of the consolidated total assets as of December 31, 2021 and 2020, 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. We did not audit the financial statements of certain investees which were prepared under a different framework for financial reporting. We have performed necessary audit procedures for the adjustments of these reports in conformity 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 as endorsed by the Financial Supervisory Commission. Therefore, our opinion expressed regarding the amounts before adjustments in the aforementioned investees' financial statements is based solely on the reports of the other auditors. For the years ended December 31, 2021 and 2020, the recognised net profit of investments accounted for using equity method was NT\$2,205,169 thousand and NT\$1,952,790 thousand, respectively, constituting 12% and 23% of the consolidated net profits respectively; the recognised comprehensive income of investments accounted for using equity method was NT\$2,043,630 thousand and NT\$1,977,232 thousand, respectively, constituting 14% and 21% of the consolidated comprehensive income, respectively. As of December 31, 2021 and 2020, the balance of related investments was NT\$11,041,956 thousand and NT\$14,928,931 thousand, respectively, constituting 5% and 9% of the consolidated total assets respectively.

Other matter – Parent company only financial reports

We have audited and expressed an unqualified opinion with other matter on the parent company only financial statements of Synnex Technology International Corporation as of and for the years ended December 31, 2021 and 2020.

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 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 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 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 generally accepted auditing standards in 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 generally accepted auditing standards in the Republic of China, we exercise professional judgment and maintain 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 auditors' 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 auditors' 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 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.

Yeh, Tsui-Miao

Liang Yi Chang

For and on behalf of PricewaterhouseCoopers, Taiwan

March 8, 2022

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, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Assets		Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 7,052,958	4	\$ 15,229,773	10
1110	Current financial assets at fair value through profit or loss	6(2) and 12(3)	2,323,570	1	120,604	-
1120	Current financial assets at fair value through other comprehensive income	6(3) and 12(3)	12,240,488	6	-	-
1136	Current financial assets at amortised cost	6(4) and 8	-	-	9,390	-
1150	Notes receivable, net	6(5)	6,380,332	3	7,622,345	5
1170	Accounts receivable, net	6(5), 8 and 12(2)	78,379,888	39	56,451,172	35
1180	Accounts receivable - related parties, net	6(5) and 7(2)	701,473	-	331,988	-
1200	Other receivables	6(7) and 7(2)	6,283,010	3	6,363,831	4
1220	Current income tax assets		47,909	-	89,408	-
130X	Inventories	6(8) and 8	47,713,272	24	30,886,665	19
1410	Prepayments		4,928,721	2	4,497,978	3
11XX	Total current assets		166,051,621	82	121,603,154	76
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(3) and 12(3)	6,613,070	3	5,185,936	3
1535	Non-current financial assets at amortised cost	6(4) and 8	1,439,507	1	1,255,138	1
1550	Investments accounted for under equity method	6(9)	12,662,828	6	16,409,181	10
1600	Property, plant and equipment	6(10)	9,568,187	5	9,599,877	6
1755	Right-of-use assets	6(11)	1,105,654	1	1,264,896	1
1760	Investment property, net	6(13)	1,004,071	1	1,222,623	1
1780	Intangible assets	6(14)	639,919	-	637,705	-
1840	Deferred income tax assets	6(33)	970,043	-	825,525	1
1900	Other non-current assets	6(5)(12)(15)	1,628,806	1	1,671,678	1
15XX	Total non-current assets		35,632,085	18	38,072,559	24
1XXX	Total assets		\$ 201,683,706	100	\$ 159,675,713	100

(Continued)

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Liabilities and Equity		Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(16)	\$ 53,326,707	26	\$ 42,967,204	27
2110	Short-term notes and bills payable	6(17)	12,490,000	6	13,730,000	9
2120	Current financial liabilities at fair value through profit or loss	6(2) and 12(3)	700	-	751	-
2150	Notes payable		1,046,556	1	1,027,413	1
2170	Accounts payable	7(2)	49,046,067	24	32,561,833	20
2200	Other payables	6(18) and 7(2)	7,204,272	4	5,294,800	3
2230	Current income tax liabilities		1,275,524	1	2,365,438	2
2280	Current lease liabilities		222,101	-	233,715	-
2300	Other current liabilities	6(19)	4,781,962	2	3,563,035	2
21XX	Total current liabilities		129,393,889	64	101,744,189	64
Non-current liabilities						
2540	Long-term borrowings	6(20)	1,500,000	1	-	-
2570	Deferred income tax liabilities	6(33)	4,110,062	2	194,196	-
2580	Non-current lease liabilities		223,920	-	310,826	-
2600	Other non-current liabilities	6(21)	564,758	-	576,334	-
25XX	Total non-current liabilities		6,398,740	3	1,081,356	-
2XXX	Total liabilities		135,792,629	67	102,825,545	64
Equity attributable to owners of parent						
	Share capital	6(22)				
3110	Share capital - ordinary share		16,679,470	8	16,679,470	10
	Capital surplus	6(23)				
3200	Capital surplus		14,199,960	7	14,709,395	9
	Retained earnings	6(24)				
3310	Legal reserve		9,673,477	5	8,855,413	6
3320	Special reserve		6,336,545	3	7,295,010	5
3350	Unappropriated retained earnings		24,968,224	13	13,380,084	8
	Other equity interest	6(25)				
3400	Other equity interest		(8,247,112)	(4)	(6,336,546)	(4)
31XX	Total equity attributable to owners of parent		63,610,564	32	54,582,826	34
36XX	Non-controlling interest		2,280,513	1	2,267,342	2
3XXX	Total equity		65,891,077	33	56,850,168	36
	Significant contingent liabilities and unrecognized contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		\$ 201,683,706	100	\$ 159,675,713	100

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT FOR EARNINGS PER SHARE AMOUNTS)

Items		Notes	Years ended December 31			
			2021		2020	
			AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(26) and 7(2)	\$ 408,811,612	100	\$ 334,200,976	100
5000	Operating costs	6(8) and 7(2)	(391,212,144)	(96)	(319,106,359)	(96)
5950	Net operating margin		17,599,468	4	15,094,617	4
	Operating expenses	6(31)(32)				
6100	Selling expenses		(6,543,389)	(2)	(6,145,691)	(2)
6200	General and administrative expenses		(1,475,687)	-	(1,480,326)	-
6450	Impairment loss (impairment gain and reversal of impairment loss)	12(2)				
	determined in accordance with IFRS 9		(247,430)	-	(234,843)	-
6000	Total operating expenses		(8,266,506)	(2)	(7,860,860)	(2)
6900	Operating profit		9,332,962	2	7,233,757	2
	Non-operating income and expenses					
7100	Interest income	6(27)	299,752	-	295,245	-
7010	Other income	6(28) and 7(2)	1,007,171	-	1,142,813	-
7020	Other gains and losses	6(29)	9,824,049	3	143,982	-
7050	Finance costs	6(30)	(490,128)	-	(511,711)	-
7060	Share of profit of associates and joint ventures accounted for using equity method	6(9)	3,258,136	1	2,196,806	1
7000	Total non-operating income and expenses		13,898,980	4	3,267,135	1
7900	Profit before income tax		23,231,942	6	10,500,892	3
7950	Income tax expense	6(33)	(5,454,218)	(1)	(1,962,506)	-
8200	Profit for the year		\$ 17,777,724	5	\$ 8,538,386	3

(Continued)

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT FOR EARNINGS PER SHARE AMOUNTS)

	Items	Notes	Years ended December 31			
			2021		2020	
			AMOUNT	%	AMOUNT	%
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Gains (losses) on remeasurements of defined benefit plans		\$ 3,642	-	(\$ 19,707)	-
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(3)	14,496	-	1,014,464	-
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	6(9)(25)	28,689	-	7,039	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(33)	(1,069)	-	4,769	-
8310	Components of other comprehensive income that will not be reclassified to profit or loss		45,758	-	1,006,565	-
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations	6(25)	(2,614,824)	(1)	(301,457)	-
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	6(9)(25)	(110,304)	-	17,403	-
8360	Components of other comprehensive income that will be reclassified to profit or loss		(2,725,128)	(1)	(284,054)	-
8300	Total other comprehensive (loss) income		(\$ 2,679,370)	(1)	\$ 722,511	-
8500	Total comprehensive income for the year		\$ 15,098,354	4	\$ 9,260,897	3
	Profit, attributable to:					
8610	Owners of parent		\$ 17,271,560	5	\$ 8,158,539	3
8620	Non-controlling interest		506,164	-	379,847	-
	Profit for the year		\$ 17,777,724	5	\$ 8,538,386	3
	Comprehensive income attributable to:					
8710	Owners of parent		\$ 15,029,919	4	\$ 9,109,055	3
8720	Non-controlling interest		68,435	-	151,842	-
	Comprehensive income for the year		\$ 15,098,354	4	\$ 9,260,897	3
	Earnings per share					
9750	Basic earnings per share	6(34)	\$	10.35	\$	4.89
9850	Diluted earnings per share	6(34)	\$	10.35	\$	4.89

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2021 AND 2020
(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			
Notes		Share capital – ordinary share	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings			Total	Non-controlling interest	Total equity
Year ended December 31, 2020											
		\$ 16,679,470	\$ 14,743,296	\$ 8,175,300	\$ 6,177,007	\$ 11,334,225	(\$ 8,626,394)	\$ 1,331,383	\$ 49,814,287	\$ 2,131,385	\$ 51,945,672
		-	-	-	-	8,158,539	-	-	8,158,539	379,847	8,538,386
Other comprehensive income (loss)	6(25)	-	-	-	-	(8,578)	(63,919)	1,023,013	950,516	(228,005)	722,511
Total comprehensive income (loss)		-	-	-	-	8,149,961	(63,919)	1,023,013	9,109,055	151,842	9,260,897
Appropriations of 2019 earnings	6(24)										
Legal reserve		-	-	680,113	-	(680,113)	-	-	-	-	-
Special reserve		-	-	-	1,118,003	(1,118,003)	-	-	-	-	-
Cash dividends		-	-	-	-	(4,336,662)	-	-	(4,336,662)	-	(4,336,662)
Changes in equity of associates and joint ventures accounted for using equity method	6(23)	-	(34,323)	-	-	30,047	-	-	(4,276)	-	(4,276)
Difference between consideration and carrying amount of subsidiaries acquired	6(35)	-	126	-	-	-	-	-	126	(15,885)	(15,759)
Capital surplus transferred from unclaimed dividends	6(23)	-	296	-	-	-	-	-	296	-	296
Disposal of equity instruments at fair value through other comprehensive income	6(25)	-	-	-	-	629	-	(629)	-	-	-
Balance at December 31, 2020		\$ 16,679,470	\$ 14,709,395	\$ 8,855,413	\$ 7,295,010	\$ 13,380,084	(\$ 8,690,313)	\$ 2,353,767	\$ 54,582,826	\$ 2,267,342	\$ 56,850,168
Year ended December 31, 2021											
		\$ 16,679,470	\$ 14,709,395	\$ 8,855,413	\$ 7,295,010	\$ 13,380,084	(\$ 8,690,313)	\$ 2,353,767	\$ 54,582,826	\$ 2,267,342	\$ 56,850,168
		-	-	-	-	17,271,560	-	-	17,271,560	506,164	17,777,724
Other comprehensive income (loss)	6(25)	-	-	-	-	474	(2,282,714)	40,599	(2,241,641)	(437,729)	(2,679,370)
Total comprehensive income (loss)		-	-	-	-	17,272,034	(2,282,714)	40,599	15,029,919	68,435	15,098,354
Appropriations of 2020 earnings	6(24)										
Legal reserve		-	-	818,064	-	(818,064)	-	-	-	-	-
Special reserve		-	-	-	(958,465)	958,465	-	-	-	-	-
Cash dividends		-	-	-	-	(5,504,225)	-	-	(5,504,225)	-	(5,504,225)
Changes in equity of associates and joint ventures accounted for using equity method	6(23)	-	29,158	-	-	(157,342)	-	-	(128,184)	-	(128,184)
Difference between consideration and carrying amount of subsidiaries acquired	6(35)	-	1,472	-	-	-	-	-	1,472	(55,264)	(53,792)
Capital surplus transferred from unclaimed dividends	6(23)	-	480	-	-	-	-	-	480	-	480
Disposal of investments accounted for using equity method	6(23)	-	(540,545)	-	-	(162,728)	331,549	-	(371,724)	-	(371,724)
Balance at December 31, 2021		\$ 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

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	Years ended December 31,	
		2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 23,231,942	\$ 10,500,892
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation charges on property, plant and equipment	6(31)	309,985	289,216
Depreciation charges on right-of-use assets	6(31)	261,291	283,187
Depreciation charges on investment property	6(31)	44,536	62,152
Amortization charges on intangible assets	6(31)	39,396	39,436
Impairment loss (impairment gain and reversal of impairment loss) determined in accordance with IFRS 9	12(2)	247,430	234,843
Net gain on financial assets at fair value through profit or loss	6(29)	(360,093)	(383,270)
Loss on decline in (gain on reversal of) market value and obsolete and slow-moving inventories	6(8)	(18,908)	(170,642)
Interest expense	6(30)	490,128	511,711
Interest income	6(27)	(299,752)	(295,245)
Dividend income	6(28)	(201,799)	(113,011)
Share of profit of associates accounted for under equity method	6(9)	(3,258,136)	(2,196,806)
Gain on disposal of property, plant and equipment and investment property	6(29)	(8,446)	(12,110)
Gain on disposal of investments	6(29)	(820,319)	-
Gain on remeasurement of investments at fair value that were previously accounted for using equity method		(9,020,026)	-
Gain on lease modification	6(11)	(164)	-
Changes in operating assets and liabilities			
Changes in operating assets			
Notes and accounts receivable		(21,101,069)	(12,670,960)
Other receivables		80,821	594,201
Inventories		(16,807,699)	975,898
Prepayments		(430,743)	(246,159)
Long-term notes and overdue receivables		(516,794)	297,151
Long-term lease receivables		47,706	(56,818)
Changes in operating liabilities			
Notes and accounts payable		16,503,377	(2,157,058)
Other payables		2,061,704	618,744
Other current liabilities		1,218,927	83,568
Other non-current liabilities		(49,317)	(62,249)
Cash outflow generated from operations		(8,356,022)	(3,873,329)
Dividends received from investments accounted for under equity method		914,559	508,955
Interest paid		(490,128)	(516,227)
Interest received		299,752	295,245
Dividends received		201,799	113,011
Income taxes paid		(2,492,830)	(1,449,693)
Net cash flows used in operating activities		(9,922,870)	(4,922,038)

(Continued)

CASH FLOWS FROM INVESTING ACTIVITIES

(Increase) decrease in financial assets at fair value through profit or loss		(\$	2,046,087)	\$	9,179,350
Proceeds from disposal of non-current financial assets at fair value through other comprehensive income			-		7,589
Decrease in financial assets at amortized cost			-		19,188
Proceeds from disposal of investments accounted for under equity method			1,097,835		-
Acquisition of additional shares in subsidiary	6(35)	(	53,792 )	(	15,759)
Acquisition of property, plant and equipment		(	445,043 )	(	780,215)
Proceeds from disposal of property, plant and equipment			27,365		17,143
Acquisition of investment property	6(13)	(	354 )	(	2,195)
Acquisition of intangible assets	6(14)	(	16,001 )	(	35,986)
Decrease in refundable deposits			472,138		48,181
Increase in refundable deposits		(	24,835 )	(	131,340)
Increase in restricted time deposits		(	425,706 )	(	5,777)
Decrease in restricted time deposits			241,337		74,582
Increase in other non-current assets		(	48,887)		4,427
Decrease in time deposits maturing over three months			347,881		1,764,289
Increase in time deposits maturing over three months		(	338,491 )	(	867,868)
Net cash flow on loss of control of subsidiary	6(37)		189,657		-
Net cash flows (used in) from investing activities		(	1,022,983)		9,275,609
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>					
Increase in short-term borrowings	6(36)		10,359,503		1,432,837
(Decrease) increase in short-term notes and bills payable	6(36)	(	1,240,000)		7,450,000
Increase in guarantee deposits received	6(36)		93,211		169,426
Decrease in guarantee deposits received	6(36)	(	41,823 )	(	86,586)
Increase in long-term borrowings	6(36)		1,500,000		-
Payments of lease liabilities	6(36)	(	244,900 )	(	255,165)
Cash dividends paid	6(36)	(	5,504,225 )	(	4,336,662)
Net cash flows from financing activities			4,921,766		4,373,850
Effects of changes in foreign exchange rates		(	2,152,728)		160,194
Net (decrease) increase in cash and cash equivalents		(	8,176,815)		8,887,615
Cash and cash equivalents at beginning of year			15,229,773		6,342,158
Cash and cash equivalents at end of year		\$	7,052,958	\$	15,229,773

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR21000350

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, 2021 and 2020, 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 significant 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, 2021 and 2020, 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 Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards in 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 parent company only financial statements of the current period. 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, 2021 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 components. 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 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 uncollectibility records, current economic conditions and the forecastable information to assess the default possibility of uncollectible accounts.

As management's judgement on determining 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 reasonableness of 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 adequacy of the provision.
3. For accounts assessed as a group, considered historical uncollectibility records and the management's forecastable adjustment information to determine whether the provision ratio of allowance for uncollectible accounts is reasonable. 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(7) for details of inventory items.

For the purpose of meeting diverse customer needs, the Company applied a 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 determining net realizable 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 the policy applied to the assessment of allowance for valuation of inventory loss. Assessed whether the allowance recognition policy is applied in a manner consistent between comparative and current periods of the financial statements.
2. Obtained net realisable value report for inventory items and verified that a consistent systematic logic was 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 realizable 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 adequacy and reasonableness of allowance recognised.

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 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 effectiveness of 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 the reasonableness of estimation.
3. First, 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 reasonableness of 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 obtained the original vouchers or supporting documents or tested subsequent collections after the balance sheet date.

Other matter – Reference to report of other auditors

We did not audit the financial statements of investments accounted for using equity method of certain subsidiaries 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. Additionally, we did not audit the financial statements of certain investees which were prepared under a different framework for financial reporting. We have performed necessary audit procedures for the adjustments of these reports in conformity with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”. Therefore, our opinion expressed regarding the amounts before adjustments in the aforementioned investees’ financial statements is based solely on the reports of the other auditors.

As of December 31, 2021 and 2020, the balance of investments accounted for using equity method of certain subsidiaries was NT\$11,352,268 thousand and NT\$15,216,033 thousand, respectively, constituting 9% and 15% of the parent company only total assets, respectively. For the years ended December 31, 2021 and 2020, the recognised net profit of investments accounted for using equity method was NT\$2,254,173 thousand and NT\$2,003,772 thousand, respectively, constituting 13% and 25% of the parent company only net profits, respectively; for the years ended December 31, 2021 and 2020, the recognised comprehensive income of investments accounted for using equity method was NT\$2,092,634 thousand and NT\$2,028,214 thousand, respectively, constituting 14% and 22% 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 generally accepted auditing standards in 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 generally accepted auditing standards in the Republic of China, we exercise professional judgement and maintain 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 individual 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.

Yeh, Tsui Miao

Liang, Yi Chang

For and on behalf of PricewaterhouseCoopers, Taiwan

March 8, 2022

The accompanying parent company only 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 parent company only 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, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Assets		Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 760,454	1	\$ 516,157	-
1110	Current financial assets at fair value	6(2)				
	through profit or loss		127,945	-	80,048	-
1150	Notes receivable, net	6(5)	223,914	-	106,159	-
1170	Accounts receivable, net	6(5)(6)	5,212,184	4	5,219,286	5
1180	Accounts receivable - related parties, net	6(5) and 7(2)	305,612	-	243,558	-
1200	Other receivables		741,001	1	720,875	1
1210	Other receivables - related parties	7(2)	629,444	1	1,697,061	2
1220	Current income tax assets		5,217	-	-	-
130X	Inventories	6(7)	4,924,427	4	2,992,525	3
1410	Prepayments		91,923	-	79,119	-
11XX	Total current assets		13,022,121	11	11,654,788	11
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(3)	6,402,661	5	5,077,326	5
1535	Non-current financial assets at amortised cost	6(4) and 8	729,589	1	720,052	1
1550	Investments accounted for under equity method	6(8)	97,863,528	80	82,413,026	80
1600	Property, plant and equipment	6(9)	3,550,547	3	3,546,804	3
1755	Right-of-use assets	6(10)	99,515	-	150,749	-
1780	Intangible assets		81,894	-	76,570	-
1840	Deferred income tax assets	6(28)	84,695	-	90,252	-
1900	Other non-current assets	6(5)	29,117	-	32,270	-
15XX	Total non-current assets		108,841,546	89	92,107,049	89
1XXX	Total assets		\$ 121,863,667	100	\$ 103,761,837	100

(Continued)

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Liabilities and Equity		Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(12)	\$ 33,770,000	28	\$ 30,440,000	29
2110	Short-term notes and bills payable	6(13)	11,580,000	9	13,150,000	13
2150	Notes payable		329,029	-	53,377	-
2170	Accounts payable		4,456,841	4	3,356,435	3
2180	Accounts payable - related parties	7(2)	74,211	-	601,607	1
2200	Other payables	6(14)	924,138	1	713,586	1
2220	Other payables - related parties	7(2)	625,136	1	65,596	-
2230	Current income tax liabilities		302,134	-	5,838	-
2280	Current lease liabilities		50,581	-	50,753	-
2300	Other current liabilities	6(15)	443,104	-	334,678	-
21XX	Total current liabilities		52,555,174	43	48,771,870	47
Non-current liabilities						
2540	Long-term borrowings	6(16)	1,500,000	1	-	-
2570	Deferred income tax liabilities	6(28)	3,848,853	3	-	-
2580	Non-current lease liabilities		49,198	-	99,780	-
2600	Other non-current liabilities	6(17)	299,878	1	307,361	-
2XXX	Total liabilities		58,253,103	48	49,179,011	47
Equity						
	Share capital	6(18)				
3110	Share capital - ordinary share		16,679,470	14	16,679,470	16
	Capital surplus	6(19)				
3200	Capital surplus		14,199,960	12	14,709,395	14
	Retained earnings	6(20)				
3310	Legal reserve		9,673,477	8	8,855,413	9
3320	Special reserve		6,336,545	5	7,295,010	7
3350	Unappropriated retained earnings		24,968,224	20	13,380,084	13
	Other equity interest	6(21)				
3400	Other equity interest		(8,247,112)	(7)	(6,336,546)	(6)
3XXX	Total equity		63,610,564	52	54,582,826	53
	Significant contingent liabilities and unrecognized contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		\$ 121,863,667	100	\$ 103,761,837	100

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT FOR EARNINGS PER SHARE AMOUNTS)

Items		Notes	Years ended December 31			
			2021		2020	
			AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(22) and 7(2)	\$ 54,070,857	100	\$ 42,990,429	100
5000	Operating costs	6(7) and 7(2)	(51,491,954)	(95)	(40,831,167)	(95)
5950	Net operating margin		2,578,903	5	2,159,262	5
	Operating expenses	6(17)(26)(27) and 7(2)				
6100	Selling expenses		(1,024,371)	(2)	(969,306)	(2)
6200	General and administrative expenses		(1,123,107)	(2)	(1,029,192)	(3)
6450	Impairment loss (Impairment gain and reversal of impairment loss) determined in accordance with IFRS 9	12(2)	1,367	-	3,113	-
6000	Total operating expenses		(2,146,111)	(4)	(2,001,611)	(5)
6900	Operating profit		432,792	1	157,651	-
	Non-operating income and expenses					
7100	Interest income	7(2)	4,763	-	37,022	-
7010	Other income	6(23) and 7(2)	1,094,441	2	814,777	2
7020	Other gains and losses	6(24)	8,583	-	172,877	-
7050	Finance costs	6(25)	(338,755)	(1)	(362,597)	(1)
7070	Share of profit of subsidiaries, associates, and joint ventures accounted for using equity method	6(8)	20,238,826	38	7,782,699	18
7000	Total non-operating income and expenses		21,007,858	39	8,099,024	19
7900	Profit before income tax		21,440,650	40	8,256,675	19
7950	Income tax expense	6(28)	(4,169,090)	(8)	(98,136)	-
8200	Profit for the year		\$ 17,271,560	32	\$ 8,158,539	19
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Gains on remeasurements of defined benefit plans	6(17)	\$ 7,360	-	\$ 458	-
8316	Unrealised gains from investments in equity instruments measured at fair value through other comprehensive income	6(3)	1,325,336	2	1,043,526	2
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		(1,290,151)	(2)	(29,457)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(28)	(1,472)	-	(92)	-
8310	Components of other comprehensive income that will not be reclassified to profit or loss		41,073	-	1,014,435	2
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations	6(21)	(2,172,410)	(4)	(81,322)	-
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		(110,304)	-	(17,403)	-
8360	Components of other comprehensive income that will be reclassified to profit or loss		(2,282,714)	(4)	(63,919)	-
8300	Other comprehensive (loss) income		(\$ 2,241,641)	(4)	\$ 950,516	2
8500	Total comprehensive income for the year		\$ 15,029,919	28	\$ 9,109,055	21
	Earnings per share	6(29)				
9750	Basic earnings per share		\$ 10.35		\$ 4.89	
9850	Diluted earnings per share		\$ 10.35		\$ 4.89	

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		Retained earnings				Other equity interest		
							Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	
	Notes	Share capital – ordinary share	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Total equity
<u>Year ended December 31, 2020</u>								
Balance at January 1, 2020		\$ 16,679,470	\$ 14,743,296	\$ 8,175,300	\$ 6,177,007	\$ 11,334,225	(\$ 8,626,394)	\$ 49,814,287
Profit		-	-	-	-	8,158,539	-	8,158,539
Other comprehensive income (loss)	6(21)	-	-	-	-	(8,578)	(63,919)	950,516
Total comprehensive income (loss)		-	-	-	-	8,149,961	(63,919)	9,109,055
Appropriations of 2019 earnings	6(20)							
Legal reserve		-	-	680,113	-	(680,113)	-	-
Special reserve		-	-	-	1,118,003	(1,118,003)	-	-
Cash dividends		-	-	-	-	(4,336,662)	-	(4,336,662)
Changes in equity of associates and joint ventures accounted for using equity method	6(19)	-	(34,323)	-	-	30,047	-	(4,276)
Difference between consideration and carrying amount of subsidiaries acquired	6(30)	-	126	-	-	-	-	126
Capital surplus transferred from unclaimed dividends	6(19)	-	296	-	-	-	-	296
Disposal of equity instruments at fair value through other comprehensive income	6(21)	-	-	-	-	629	-	-
Balance at December 31, 2020		\$ 16,679,470	\$ 14,709,395	\$ 8,855,413	\$ 7,295,010	\$ 13,380,084	(\$ 8,690,313)	\$ 54,582,826
<u>Year ended December 31, 2021</u>								
Balance at January 1, 2021		\$ 16,679,470	\$ 14,709,395	\$ 8,855,413	\$ 7,295,010	\$ 13,380,084	(\$ 8,690,313)	\$ 54,582,826
Profit		-	-	-	-	17,271,560	-	17,271,560
Other comprehensive income (loss)	6(21)	-	-	-	-	474	(2,282,714)	(2,241,641)
Total comprehensive income (loss)		-	-	-	-	17,272,034	(2,282,714)	15,029,919
Appropriations of 2020 earnings	6(20)							
Legal reserve		-	-	818,064	-	(818,064)	-	-
Special reserve		-	-	-	(958,465)	958,465	-	-
Cash dividends		-	-	-	-	(5,504,225)	-	(5,504,225)
Changes in equity of associates and joint ventures accounted for using equity method	6(19)	-	29,158	-	-	(157,342)	-	(128,184)
Difference between consideration and carrying amount of subsidiaries acquired	6(30)	-	1,472	-	-	-	-	1,472
Capital surplus transferred from unclaimed dividends	6(19)	-	480	-	-	-	-	480
Disposal of investments accounted for using equity method		-	(540,545)	-	-	(162,728)	331,549	(371,724)
Balance at December 31, 2021		\$ 16,679,470	\$ 14,199,960	\$ 9,673,477	\$ 6,336,545	\$ 24,968,224	(\$ 10,641,478)	\$ 63,610,564

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	Years ended December 31	
		2021	2020
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 21,440,650	\$ 8,256,675
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation charges on property, plant and equipment	6(26)	52,795	57,998
Depreciation charges on right-of-use assets	6(26)	51,234	51,805
Amortization charges on intangible assets	6(26)	24,598	23,506
Impairment loss (impairment gain and reversal of impairment loss) determined in accordance with IFRS 9	12(2)		
		(1,367)	3,113
Net loss on financial assets at fair value through profit or loss	6(24)	(47,897)	(20,193)
Loss on decline in (gain on reversal of) market value and obsolete and slow-moving inventories	6(7)	(11,685)	2,359
Interest expense	6(25)	338,755	362,597
Interest income		(4,763)	(37,022)
Dividend income	6(23)	(173,073)	(104,283)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(8)	(20,238,826)	(7,782,699)
Gain on disposal of property, plant and equipment	6(24)	(6,274)	(10,787)
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts and notes receivable		(174,166)	(652,189)
Inventories		(1,920,217)	(126,608)
Other receivables		9,452	283,351
Prepayments		(12,804)	(8,592)
Long-term notes and overdue receivables		4,393	(1,586)
Changes in operating liabilities			
Accounts and notes payable		848,662	303,086
Other payables		235,383	(142,473)
Other current liabilities		108,426	(82,156)
Accrued pension liabilities		(123)	(77)
Cash inflow (outflow) generated from operations		523,153	(190,877)
Dividends received from investments accounted for under equity method		770,813	336,423
Interest paid		(338,755)	(365,933)
Interest received		4,763	37,022
Dividends received		173,073	104,283
Income tax paid		(25,072)	(236,485)
Net cash flows from (used in) operating activities		1,107,975	(315,567)

(Continued)

CASH FLOWS FROM INVESTING ACTIVITIES

Decrease in other receivables due from related parties	7(2)	\$	1,038,039	\$	2,640,206
Increase in restricted time deposits		(	9,537 )	(	45)
Acquisition of investments accounted for using equity method	6(8)	(	53,792 )	(	16,759)
Acquisition of property, plant and equipment	6(9)	(	27,391 )	(	27,534)
Proceeds from disposal of property, plant and equipment			8,377		13,583
Acquisition of intangible assets		(	10,782 )	(	30,554)
Decrease in refundable deposits			1,170		90
Increase in other non-current assets		(	49,972 )	(	1,255)
Net cash flows from investing activities			<u>896,112</u>		<u>2,577,732</u>

CASH FLOWS FROM FINANCING ACTIVITIES

Increase (decrease) in short-term borrowings	6(31)		3,330,000	(	5,120,000)
(Decrease) increase in short-term notes and bills payable	6(31)	(	1,570,000)		7,300,000
Increase in long-term borrowings	6(31)		1,500,000		-
Decrease in guarantee deposits received	6(31)		-	(	28)
Increase (decrease) in other payables to related parties	7(2)		535,189	(	150,150)
Repayments of principal portion of lease liabilities	6(31)	(	50,754 )	(	49,939)
Payments of cash dividends	6(31)	(	5,504,225 )	(	4,336,662)
Net cash flows used in financing activities		(	<u>1,759,790 )</u>	(	<u>2,356,779)</u>
Net increase (decrease) in cash and cash equivalents			244,297	(	94,614)
Cash and cash equivalents at beginning of year			<u>516,157</u>		<u>610,771</u>
Cash and cash equivalents at end of year		\$	<u>760,454</u>	\$	<u>516,157</u>

Attachment 4**Synnex Technology International Corp.
2021 Profit Distribution Table**

Unit: NT\$

(I) Unappropriated retained earnings at the beginning of period	\$ 8,016,259,896
(II) Add: Net Income of 2021	17,271,560,414
Minus: Adjustment in 2021 retained earnings	(319,596,513)
Minus: Legal Reserve (10%)	(1,695,196,390)
Minus: : Special reserve	(1,910,567,097)
Earnings in 2021 available for distribution	13,346,200,414
Retained earnings available for distribution as of December 31, 2021	21,362,460,310
(III) Distributable Items:	
Cash Dividends (NT\$5 per share)	(8,339,734,840)
Total Distributions	(8,339,734,840)
(IV) Unappropriated retained earnings at the end of the period	\$ 13,022,725,470

Synnex Technology International Corp.

Comparison Table of Amended Clauses of Articles of Incorporation

Amended provisions	Before amendment	Reasons for amendment
<p>Article 13</p> <p>The Company holds two types of shareholders' meeting, listed in the following:</p> <p>I. Annual shareholders' meeting;</p> <p>II. Extraordinary shareholders meeting.</p> <p>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.</p> <p>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.</p> <p>Extraordinary shareholders' meetings may be held whenever necessary, and are subject to compliance with relevant laws.</p> <p><u>A shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.</u></p>	<p>Article 13</p> <p>The Company holds two types of shareholders' meeting, listed in the following:</p> <p>I. Annual shareholders' meeting;</p> <p>II. Extraordinary shareholders meeting.</p> <p>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.</p> <p>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.</p> <p>Extraordinary shareholders' meetings may be held whenever necessary, and are subject to compliance with relevant laws.</p>	<p>Amended in accordance with legislation and 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</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</p>	<p>Added number of amendments and amendment dates.</p>

Amended provisions	Before amendment	Reasons for amendment
<p>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. <u>The 30th amendment was made on May 30, 2022.</u></p>	<p>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.</p>	

Attachment 6

Synnex Technology International Corp.

Comparison Table of Amended Clauses of Procedure for the Acquisition or Disposal of Assets

Article	Amended provisions	Existing articles	Description
Article 3	<p>(Definitions of terms)</p> <p>I.Derivatives: 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.</p> <p>II.Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.</p> <p>III.Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities</p>	<p>(Definitions of terms)</p> <p>I.Derivatives: 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.</p> <p>II.Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.</p> <p>III.Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities</p>	Amended in consideration of laws and regulations.

	<p>Issuers.</p> <p>IV. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.</p> <p>V. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.</p> <p>VI. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission and conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland China Area.</p> <p>VII. "Within the preceding year" as used in this procedure refers to the year preceding the date of occurrence of the current transaction and retrospectively calculated one year ahead. Items have been announced, for those have been approved by an appraisal report from a professional appraiser or a CPA opinion or those that have been submitted <u>to the shareholders' meeting</u> and Audit Committee for approval and passed by the Board of Directors need not be counted toward the transaction amount.</p> <p>VIII. The "latest financial</p>	<p>Issuers.</p> <p>IV. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.</p> <p>V. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.</p> <p>VI. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission and conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland China Area.</p> <p>VII. "Within the preceding year" as used in this procedure refers to the year preceding the date of occurrence of the current transaction and retrospectively calculated one year ahead. Items have been announced, for those have been approved by an appraisal report from a professional appraiser or a CPA opinion or those that have been submitted to the Audit Committee for approval and passed by the Board of Directors need not be counted toward the transaction amount.</p> <p>VIII. The "latest financial</p>	
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	<p>statements" mentioned in this Procedure refers to the individual or separate financial statements that the Company has had verified, certified, or reviewed by a CPA in the latest period.</p> <p>IX.For the calculation of "10% of total assets" under this Procedure, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p> <p>X.In the case of a company whose shares have no par value or a par value other than NT\$10-for the calculation of transaction amounts of 20% of paid-in capital under these Regulations as in the Procedure, 10% of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.</p>	<p>statements" mentioned in this Procedure refers to the individual or separate financial statements that the Company has had verified, certified, or reviewed by a CPA in the latest period.</p> <p>IX.For the calculation of "10% of total assets" under this Procedure, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p> <p>X.In the case of a company whose shares have no par value or a par value other than NT\$10-for the calculation of transaction amounts of 20% of paid-in capital under these Regulations as in the Procedure, 10% of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.</p>	
Article 4	<p>(Independence of experts)</p> <p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>I.May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding</p>	<p>(Independence of experts)</p> <p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>I.May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding</p>	Amended in consideration of laws and regulations.

<p>Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>II. May not be a related party or de facto related party of any party to the transaction.</p> <p>III. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall <u>comply with the legal regulations of the respective industry association</u> as in the following:</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>executing</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>III. They shall undertake an item-by-item evaluation of the <u>appropriateness</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or</p>	<p>Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>II. May not be a related party or de facto related party of any party to the transaction.</p> <p>III. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>examining</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>III. They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy,</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the</p>	
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	<p>the opinion.</p> <p>IV.They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations.</p>	<p>opinion.</p> <p>IV.They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.</p>	
Article 5	<p>(Procedures for the Acquisition and Disposal of Securities Investment)</p> <p>I.Assessment and Operating Procedures</p> <p>The purchase and sale of securities investments by the Company shall be carried out in accordance with the relevant operating regulations. The finance department shall submit an evaluation report, and the most recent individual or separate financial report or other relevant information of the target company shall be obtained before the date of occurrence as the evaluation basis.</p> <p>II.The procedure for deciding the transaction conditions and authorized amounts for each transaction must be approved by the President or Chairman. If the amount of each transaction exceeds NT\$300 million, it should be submitted to the Board of Directors for approval. However, for low-risk financial investments, such as bills of exchange for acceptance, commercial papers, negotiable certificates of deposit, money market funds, and stable fund products, the highest manager of the financial department is authorized to approve the investment, after which the investment may be made.</p> <p>III.Executing unit</p> <p>Investment in securities by the</p>	<p>(Procedures for the Acquisition and Disposal of Securities Investment)</p> <p>I.Assessment and Operating Procedures</p> <p>The purchase and sale of securities investments by the Company shall be carried out in accordance with the relevant operating regulations. The finance department shall submit an evaluation report, and the most recent individual or separate financial report or other relevant information of the target company shall be obtained before the date of occurrence as the evaluation basis.</p> <p>II.The procedure for deciding the transaction conditions and authorized amounts for each transaction must be approved by the President or Chairman. If the amount of each transaction exceeds NT\$300 million, it should be submitted to the Board of Directors for approval. However, for fixed-income investments, such as time deposits, bills of exchange for acceptance, commercial papers, negotiable certificates of deposit, domestic money market funds, the President is authorized to approve the investment, after which the investment may be made.</p> <p>III.Executing unit</p> <p>Investment in securities by the</p>	<p>Amended according to actual needs of the operation and delete text for laws and regulations.</p>

	<p>Company shall be submitted for approval in accordance with the approval authority in the preceding paragraph; after approval, the financial department is responsible for executing the investment.</p> <p>IV.Obtain expert opinion</p> <p>Where the Company acquires or disposes of securities and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where other regulations of the competent authority prevail.</p> <p>V.Provision of long-term investment in subsidiaries shall be handled in accordance with the procedures specified in this article.</p>	<p>Company shall be submitted for approval in accordance with the approval authority in the preceding paragraph; after approval, the financial department is responsible for executing the investment.</p> <p>IV.Obtain expert opinion</p> <p>If the dollar amount of securities to be acquired or disposed by the Company is 20% or more of the Company's paid-in capital or NT\$300 million or more, the Company shall engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. <u>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of the Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation of the Republic of China (the "ARDF of the ROC").</u> This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where other regulations of the competent authority prevail.</p> <p>V.Provision of long-term investment in subsidiaries shall be handled in accordance with the procedures specified in this article.</p>	
Article 6	<p>(Procedures for Acquiring or Disposing of Real Property, Equipment, or Right-of-Use Assets Thereof)</p> <p>I.Assessment and Operating Procedures:</p> <p>The acquiring or disposing of real property, equipment, or right-of-use assets thereof by the Company shall be handled by the respective department of the Company and relevant responsible units in</p>	<p>(Procedures for Acquiring or Disposing of Real Property, Equipment, or Right-of-Use Assets Thereof)</p> <p>I.Assessment and Operating Procedures:</p> <p>The acquiring or disposing of real property, equipment, or right-of-use assets thereof by the Company shall be handled by the respective department of the Company and relevant responsible units in</p>	Text deleted in consideration of laws and regulations.

<p>accordance with relevant operating regulations.</p> <p>II.Procedure for Determining Transaction Conditions and Authorized Amounts</p> <p>(I)Acquisition or disposal of real property or right-of-use assets thereof shall be based on the publicly announced current value, appraised value and actual sale prices of neighboring property to determine the transaction terms and the transaction price.</p> <p>(II)Acquisition or disposal of equipment or right-of-use assets thereof shall be conducted by one method chosen among price inquiry, price competition, price negotiation, or bidding.</p> <p>(III)Transactions exceeding NT\$15 million must be approved by the President; those exceeding NT\$200 million must be approved by the Chairman; those exceeding NT\$300 million must be reported to and approved by the Board of Directors.</p> <p>III.Executing unit</p> <p>When the Company acquires or disposes of real property, equipment, or right-of-use assets thereof, it shall submit for approval in accordance with approval authority stipulated in the preceding paragraph; the respective department and management department shall be responsible for execution.</p> <p>IV.Appraisal reports of real property, equipment, or right-of-use assets thereof</p> <p>In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic</p>	<p>accordance with relevant operating regulations.</p> <p>II.Procedure for Determining Transaction Conditions and Authorized Amounts</p> <p>(I)Acquisition or disposal of real property or right-of-use assets thereof shall be based on the publicly announced current value, appraised value and actual sale prices of neighboring property to determine the transaction terms and the transaction price.</p> <p>(II)Acquisition or disposal of equipment or right-of-use assets thereof shall be conducted by one method chosen among price inquiry, price competition, price negotiation, or bidding.</p> <p>(III)Transactions exceeding NT\$15 million must be approved by the President; those exceeding NT\$200 million must be approved by the Chairman; those exceeding NT\$300 million must be reported to and approved by the Board of Directors.</p> <p>III.Executing unit</p> <p>When the Company acquires or disposes of real property, equipment, or right-of-use assets thereof, it shall submit for approval in accordance with approval authority stipulated in the preceding paragraph; the respective department and management department shall be responsible for execution.</p> <p>IV.Appraisal reports of real property, equipment, or right-of-use assets thereof</p> <p>In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic</p>	
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	<p>government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(I)Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>(II)Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>(III)Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price.</p>	<p>government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(I)Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>(II)Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>(III)Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal <u>in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF)</u> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction</p>	
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	<p>1. Where the discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.</p> <p>2. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.</p> <p>(IV) No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; However, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	<p>price.</p> <p>1. Where the discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.</p> <p>2. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.</p> <p>(IV) No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; However, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	
Article 8	<p>(Procedures for Acquiring or Disposing of Memberships, Intangible Assets, or Right-of-Use Assets Thereof and Other Important Assets)</p> <p>I. Assessment and Operating Procedures:</p> <p>The acquiring or disposing of memberships, intangible assets, or right-of-use assets thereof and other important assets by the Company shall be handled by the respective department of the Company and relevant responsible units in accordance with relevant operating regulations.</p> <p>II. Procedure for Determining Transaction Conditions and Authorized Amounts</p> <p>(I) Acquisition or disposal of memberships, intangible assets, or right-of-use assets thereof and other important assets shall be conducted by one method chosen among price inquiry, price competition, price negotiation, or bidding.</p>	<p>(Procedures for Acquiring or Disposing of Memberships, Intangible Assets, or Right-of-Use Assets Thereof and Other Important Assets)</p> <p>I. Assessment and Operating Procedures:</p> <p>The acquiring or disposing of memberships, intangible assets, or right-of-use assets thereof and other important assets by the Company shall be handled by the respective department of the Company and relevant responsible units in accordance with relevant operating regulations.</p> <p>II. Procedure for Determining Transaction Conditions and Authorized Amounts</p> <p>(I) Acquisition or disposal of memberships, intangible assets, or right-of-use assets thereof and other important assets shall be conducted by one method chosen among price inquiry, price competition, price negotiation, or bidding.</p>	Text deleted in consideration of laws and regulations.

	<p>(II) Transactions exceeding NT\$15 million must be approved by the President; those exceeding NT\$200 million must be approved by the Chairman; those exceeding NT\$300 million must be reported to and approved by the Board of Directors.</p> <p>III. Executing unit</p> <p>When the Company acquires or disposes of memberships, intangible assets, or right-of-use assets thereof and other important assets, it shall submit for approval in accordance with approval authority stipulated in the preceding paragraph; the respective department and management unit shall be responsible for execution.</p> <p>IV. Obtain expert opinion</p> <p>Where the Company acquires or disposes of memberships, intangible assets, or right-of-use assets thereof and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.</p>	<p>(II) Transactions exceeding NT\$15 million must be approved by the President; those exceeding NT\$200 million must be approved by the Chairman; those exceeding NT\$300 million must be reported to and approved by the Board of Directors.</p> <p>III. Executing unit</p> <p>When the Company acquires or disposes of memberships, intangible assets, or right-of-use assets thereof and other important assets, it shall submit for approval in accordance with approval authority stipulated in the preceding paragraph; the respective department and management unit shall be responsible for execution.</p> <p>IV. Obtain expert opinion</p> <p>Where the Company acquires or disposes of memberships, intangible assets, or right-of-use assets thereof, and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; <u>the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u></p>	
Article 9	<p>(Procedures for Related Party Transactions)</p> <p>I. Acquisition or disposal of real property or right-of-use assets thereof by the Company from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the</p>	<p>(Procedures for Related Party Transactions)</p> <p>I. Acquisition or disposal of real property or right-of-use assets thereof by the Company from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the</p>	Amended in consideration of laws and regulations.

	<p>company's total assets, or NT\$300 million or more, in addition to performing the relevant resolution procedures and the evaluation of the reasonableness of the transaction conditions in accordance with the provisions of Article 6 procedures for acquiring or disposing of real property, the relevant resolution procedures and the evaluation of the rationality of the transaction conditions shall also be handled in accordance with the following provisions. Also, when judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>II.The acquiring or disposing of assets meeting the conditions of Paragraph 1 of this article from or to related parties, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been submitted to the Audit Committee and passed by the Board of Directors:</p> <p>(I)The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(II)The reason for choosing the related party as a transaction counterparty.</p> <p>(III)With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Paragraph 3,</p>	<p>company's total assets, or NT\$300 million or more, in addition to performing the relevant resolution procedures and the evaluation of the reasonableness of the transaction conditions in accordance with the provisions of Article 6 procedures for acquiring or disposing of real property, the relevant resolution procedures and the evaluation of the rationality of the transaction conditions shall also be handled in accordance with the following provisions. Also, when judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>II.The acquiring or disposing of assets meeting the conditions of Paragraph 1 of this article from or to related parties, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been submitted to the Audit Committee and passed by the Board of Directors:</p> <p>(I)The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(II)The reason for choosing the related party as a transaction counterparty.</p> <p>(III)With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Paragraph 3,</p>	
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<p>Subparagraphs (1) and (4) of this Article.</p> <p>(IV)The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.</p> <p>(V)Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>(VI)An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.</p> <p>(VII)Restrictive covenants and other important stipulations associated with the transaction.</p> <p>III.Reasonableness assessment of transaction costs</p> <p>(I)When the Company acquires real property or right-of-use assets thereof from a related party, it shall evaluate the reasonableness of the transaction costs by the following means:</p> <ol style="list-style-type: none"> 1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. Necessary interest on funding is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. Total loan value appraisal from a financial institution where the related party has previously created 	<p>Subparagraphs (1) and (4) of this Article.</p> <p>(IV)The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.</p> <p>(V)Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>(VI)An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.</p> <p>(VII)Restrictive covenants and other important stipulations associated with the transaction.</p> <p>III.Reasonableness assessment of transaction costs</p> <p>(I)When the Company acquires real property or right-of-use assets thereof from a related party, it shall evaluate the reasonableness of the transaction costs by the following means:</p> <ol style="list-style-type: none"> 1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. Necessary interest on funding is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. Total loan value appraisal from a financial institution where the related party has previously created 	
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	<p>a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.</p> <p>(II)Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>(III)When the Company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with Paragraph 3, Subparagraphs (1) and (2) of this Article, it shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>(IV)Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with Paragraph 3, Subparagraphs (1) and (2) of this Article are uniformly lower than the transaction price, it shall process in accordance with Paragraph 3, Subparagraph (5) of this Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA, this restriction shall not</p>	<p>a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.</p> <p>(II)Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>(III)When the Company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with Paragraph 3, Subparagraphs (1) and (2) of this Article, it shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>(IV)Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with Paragraph 3, Subparagraphs (1) and (2) of this Article are uniformly lower than the transaction price, it shall process in accordance with Paragraph 3, Subparagraph (5) of this Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA, this restriction shall not</p>	
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	<p>apply:</p> <p>1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:</p> <p>(1) Where undeveloped land is appraised in accordance with the means described in Paragraph 3, Subparagraphs (1) and (2) of this Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>(2) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.</p> <p>2. Where the Company is acquiring real property or obtaining real property right-of-use assets through leasing from a related party and provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions involving neighboring or closely valued parcels of land in the</p>	<p>apply:</p> <p>1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:</p> <p>(1) Where undeveloped land is appraised in accordance with the means described in Paragraph 3, Subparagraphs (1) and (2) of this Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>(2) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.</p> <p>2. Where the Company is acquiring real property or obtaining real property right-of-use assets through leasing from a related party and provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions involving neighboring or closely valued parcels of land in the</p>	
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	<p>preceding in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.</p> <p>(V)Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with Paragraph 3, Subparagraphs (1) and (2) of this Article are uniformly lower than the transaction price, the following steps shall be taken.</p> <ol style="list-style-type: none"> 1. A special reserve shall be set aside in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase and issuance of bonus shares. 2. The Audit Committee shall comply with Article 218 of the Company Act. 3. Actions taken pursuant to items 1 and 2 shall be reported to a General Shareholders' Meeting, and the details of the transaction shall be disclosed in the annual report and investment prospectus. <p>When the Company has set aside a special reserve under the preceding, it may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium,</p>	<p>preceding in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.</p> <p>(V)Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with Paragraph 3, Subparagraphs (1) and (2) of this Article are uniformly lower than the transaction price, the following steps shall be taken.</p> <ol style="list-style-type: none"> 1. A special reserve shall be set aside in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase and issuance of bonus shares. 2. The Audit Committee shall comply with Article 218 of the Company Act. 3. Actions taken pursuant to items 1 and 2 shall be reported to a General Shareholders' Meeting, and the details of the transaction shall be disclosed in the annual report and investment prospectus. <p>When the Company has set aside a special reserve under the preceding, it may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium,</p>	
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<p>or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent authority has given its consent.</p> <p>(VI)When the Company acquires real property or right-of-use assets thereof from a related party, if there is one of the following circumstances, it shall proceed with evaluation and operation procedures in accordance with the provisions of Paragraphs 1 and 2 of this Article, and Paragraph 3, Subparagraphs (1), (2), and (3) of this Article may not apply on the reasonableness assessment of transaction costs:</p> <ol style="list-style-type: none"> 1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift. 2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction. 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land. 4. The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital. 	<p>or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent authority has given its consent.</p> <p>(VI)When the Company acquires real property or right-of-use assets thereof from a related party, if there is one of the following circumstances, it shall proceed with evaluation and operation procedures in accordance with the provisions of Paragraphs 1 and 2 of this Article, and Paragraph 3, Subparagraphs (1), (2), and (3) of this Article may not apply on the reasonableness assessment of transaction costs:</p> <ol style="list-style-type: none"> 1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift. 2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction. 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land. 4. The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital. 	
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	<p>IV. With respect to the types of transactions listed below, when conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's Board of Directors may pursuant to regulations delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:</p> <p>(I) Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p>(II) Acquisition or disposal of real property right-of-use assets held for business use.</p> <p>V. Where the Company has created the position of independent director pursuant to regulations, and if a matter is submitted for discussion by the Board of Directors in accordance with the provisions of Paragraph 2, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</p> <p><u>VI. If the Company or a subsidiary is a non-domestic public company and engages in a transaction from Paragraph 1, and the transaction amount is more than 10% of the Company's total assets, it may not proceed to enter into a transaction contract or make a payment until the materials listed in Paragraph 1 have been submitted to the shareholders' meeting for approval. However, this does not</u></p>	<p>IV. With respect to the types of transactions listed below, when conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's Board of Directors may pursuant to regulations delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:</p> <p>(I) Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p>(II) Acquisition or disposal of real property right-of-use assets held for business use.</p> <p>V. Where the Company has created the position of independent director pursuant to regulations, and if a matter is submitted for discussion by the Board of Directors in accordance with the provisions of Paragraph 2, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</p>	
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	<u>apply to transactions between the Company and the parent company, subsidiaries, or their subsidiaries.</u>		
Article 13	<p>(Period and content of announcement and report)</p> <p>I. Under any of the following circumstances, when the Company is acquiring or disposing of assets, it shall report the relevant information on the designated website of the securities competent authority in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event; it shall keep relevant contracts, minutes, reference books, appraisal reports, and opinions of accountants, lawyers or securities underwriters in the Company. Unless otherwise provided by other laws, keep it for at least five years:</p> <p>(I) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(II) Merger, demerger, acquisition, or transfer of shares.</p> <p>(III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures</p>	<p>(Period and content of announcement and report)</p> <p>I. Under any of the following circumstances, when the Company is acquiring or disposing of assets, it shall report the relevant information on the designated website of the securities competent authority in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event; it shall keep relevant contracts, minutes, reference books, appraisal reports, and opinions of accountants, lawyers or securities underwriters in the Company. Unless otherwise provided by other laws, keep it for at least five years:</p> <p>(I) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(II) Merger, demerger, acquisition, or transfer of shares.</p> <p>(III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures</p>	Amended in consideration of laws and regulations.

	<p>adopted by the company.</p> <p>(IV)The type of asset acquired or disposed of is equipment or right-of-use assets thereof for operating purposes, the transaction counterparty is not a related party, and the transaction amount reaches NT\$1 billion or more.</p> <p>(V)Where a real property is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p> <p>(VI)Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital of the Company or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Buying and selling domestic government bonds <u>or foreign government bonds with a credit rating not lower than Taiwan's sovereign credit rating.</u> 2. Where done by professional investors-securities trading on securities exchanges or OTC markets, or subscription of <u>foreign bonds or</u> ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of 	<p>adopted by the company.</p> <p>(IV)The type of asset acquired or disposed of is equipment or right-of-use assets thereof for operating purposes, the transaction counterparty is not a related party, and the transaction amount reaches NT\$1 billion or more.</p> <p>(V)Where a real property is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p> <p>(VI)Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital of the Company or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Trading of domestic government bonds. 2. Where done by professional investors-securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment 	
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<p>securities investment trust funds or futures trust funds, <u>or subscription or resale of exchange-traded note,</u> or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(VII)The calculation method of the transaction amounts mentioned in the preceding six subparagraphs as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>II.When the Company makes an error or omission in an item required by regulations to be publicly announced, all the items shall be properly corrected and publicly announced in entirety</p>	<p>trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(VII)The calculation method of the transaction amounts mentioned in the preceding six subparagraphs as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>II.When the Company makes an error or omission in an item required by regulations to be publicly announced, all the items shall be properly corrected and publicly announced in entirety</p>
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	<p>within 2 days upon knowledge of its error or omission.</p> <p>III.If the following situations arise after the Company has announced or reported according to the Paragraph 1, it shall report the relevant information on the designated website of the securities competent authority in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <ol style="list-style-type: none"> 1. Change, termination, or rescission of a contract signed in regard to the original transaction. 2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract. 3. Change to the originally publicly announced and reported information. 	<p>within 2 days upon knowledge of its error or omission.</p> <p>III.If the following situations arise after the Company has announced or reported according to the Paragraph 1, it shall report the relevant information on the designated website of the securities competent authority in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <ol style="list-style-type: none"> 1. Change, termination, or rescission of a contract signed in regard to the original transaction. 2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract. 3. Change to the originally publicly announced and reported information. 	
Article 19	<p>(Date of amendment)</p> <p><u>The Procedures are amended on OO OO, 2022.</u></p>	<p>(Date of amendment)</p> <p><u>The Procedures were amended on Thursday, June 6, 2019.</u></p>	Expressly stated the date of amendment.

Attachment 7

Synnex Technology International Corp.

Comparison Table of Amended Clauses of Procedure for Derivatives Trading

Article	Amended provisions	Before amendment	Reasons for amendment																		
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 <u>as follows:</u>	(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. <u>Such table shall be submitted to the following board meeting for records. The same shall be applicable to any amendment.</u>	Amended in accordance with actual requirements of the Company.																		
	<table><tr><td>Authorized Unit</td><td>Single Closing Amount (US\$)</td></tr><tr><td>Chairman</td><td>20 Million and above</td></tr><tr><td>President</td><td>10 to 20 Million(inclusive)</td></tr><tr><td>Highest-Level Finance Executive</td><td>5 to 10 Million (inclusive)</td></tr></table>	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)	<table><tr><td>Authorized Unit</td><td>Single Closing Amount (US\$)</td></tr><tr><td>Chairman</td><td>10 Million and above</td></tr><tr><td>President</td><td>5 to 10 Million(inclusive)</td></tr><tr><td>Highest-Level Finance Executive</td><td>1 to 5 Million (inclusive)</td></tr><tr><td>Finance Manager</td><td>(Below) 1 Million</td></tr></table>	Authorized Unit	Single Closing Amount (US\$)	Chairman	10 Million and above	President	5 to 10 Million(inclusive)	Highest-Level Finance Executive	1 to 5 Million (inclusive)	Finance Manager	(Below) 1 Million
	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)																			
Authorized Unit	Single Closing Amount (US\$)																				
Chairman	10 Million and above																				
President	5 to 10 Million(inclusive)																				
Highest-Level Finance Executive	1 to 5 Million (inclusive)																				
Finance Manager	(Below) 1 Million																				
<p>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.</p>	<p>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.</p>																				
2. Execution Unit Execution by the Finance Department, provided that transactions are subject to approvals in accordance with the authority.	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.	3. Execution Process Flow Please refer to Attachment.																				
Article 17	(Date of Amendment) This Procedure was amended on <u>00 002022</u> .	(Date of Amendment) This Procedure was amended on 6 June 2019.	Added number of amendments and amendment dates.																		

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	David Tu	<ul style="list-style-type: none"> • Master of Computer Engineering, California State University • Doctor of Computer Engineering, National Chiao Tung University Department 	<ul style="list-style-type: none"> • President of Planning Department, Synnex Technology International Corp. 	<ul style="list-style-type: none"> • Vice President Group Business Development & Strategy, Synnex Technology International Corp. • Director, DIGITIMES INC. • Director, JETWELL COMPUTER CO., LTD. • Independent Director, NUVOTON TECHNOLOGY CORPORATION • Director, BESTCOM Infotech Corp. • Director, Synnex (Thailand) Public Company Ltd. • Director, Redington (India) Ltd. 	Hong Ding Investments Corp.	N/A
Director	Scott-Matthew Miao	<ul style="list-style-type: none"> • PhD in NCCU Department of Management Information Systems 	<ul style="list-style-type: none"> • Vice-president, MITAC Inc. • Special Assistant to the Chairman, MITAC SYNEX Group 	<ul style="list-style-type: none"> • Vice President Internet of Things Business Group, MITAC Information Technology Corp. • Chairman, MITAC Hikari Corp. • Chairman, SINO INFORMATION TECHNOLOGY CORP. • Vice Chairman, Lienhwa United LPG • GLOBALinks Publisher, MITAC SYNEX Group 	Lien Hwa Industrial Holdings Corporation	N/A

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:

III. Annual shareholders' meeting;

IV. 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.

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 30 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.

Synnex Technology International Corporation

Procedure for Acquisition or Disposal of Assets

Article 1 (Basis)

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

Article 2 (Scope of Application)

The term "assets" as used in this Procedure includes the following:

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
2. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
3. Memberships.
4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
5. Right-of-use assets.
6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
7. Derivatives.
8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
9. Funds provided to subsidiaries in the nature of long-term investment.
10. Other major assets.

Matters related to the acquisition and disposal of the above assets are governed by this Procedure.

Article 3 (Definitions)

1. Derivatives: 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.
2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. "Within the preceding year" as used in this Procedure refers to the year preceding the date of occurrence of the current transaction. Items already filed, for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained or which have been submitted to the audit committee or the board of directors for approval need not be counted toward the transaction amount.
8. "Most recent parent company only financial report or individual financial report" as used in this Procedure refers to financial statements of the Company for the most recent period certified or reviewed by a certified public accountant.
9. For the calculation of "10 percent of total assets" under this Procedure, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.
10. In the case of a company whose shares have no par value or a par value other than NT\$10, for the calculation of transaction amounts of 20 percent of paid-in capital under this Procedure, 10 percent of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of this Procedure regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.

Article 4 (Independence of Experts)

Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the transaction.
3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding

paragraph shall comply with the following:

1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
2. When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
3. They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.

They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.

Article 5 (Procedure for Acquisition and Disposal of Securities)

1. Evaluation and Procedure

The Company's purchase and sale of securities investments shall be done in accordance with applicable procedures. The Finance Department shall provide an evaluation report and shall acquire the financial report of the most recent target company only financial report or individual financial report or other relevant information as the basis for evaluation.

2. Decision Procedure for Transaction Terms and Authorized Amount

Each transaction shall be approved by the President or the Chairman. Any transaction with an amount over NT\$300 Million shall be submitted to the board of directors for approval. However, for fixed-income investments, such as term deposits, drafts, commercial papers, negotiable term deposit certificates and domestic money market funds, the President is authorized to grant approval.

3. Execution Department

After the Company's investment in securities is approved in accordance with the approval authority under the previous paragraph, the Finance Department shall be responsible for execution.

4. Expert Opinion

In acquiring or disposing of securities, if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the competent authority.

5. The provision of funds in the nature of long-term investments is governed by this Article.

Article 6 (Procedure for Acquisition and Disposal of Real Property, equipment or right-of-use assets)

1. Evaluation and Procedure:

The acquisition or disposal of real property, equipment or the right-of-use assets thereof by the Company shall be carried out by the user department and relevant responsible department in accordance with applicable procedures.

2. Decision Procedure for Transaction Terms and Authorized Amount

- (1) To acquire or dispose of real property or the right-of-use assets thereof, reference shall be made to published current value, appraised value and actual transaction price for real properties in the vicinity in order to determine the transaction terms and transaction price.
- (2) Equipment or the right-of-use assets thereof shall be acquired or disposed of through price enquiry, price comparison, price negotiation or tender.
- (3) If the transaction amount is more than NT\$15 Million, it shall be approved by the President. If the amount of more than NT\$200 Million, it shall be approved by the Chairman. If the amount is more than NT\$300 Million, it shall be submitted to the board of directors for approval.

3. Execution Department

When the Company acquires or disposes of real property, equipment or the right-of-use assets thereof, after approval is granted in accordance with the approval authority under the previous paragraph, the user department and management department shall be responsible for execution.

4. Appraisal Report for Real Property, Equipment or the Right-of-Use Thereof

When the Company acquires or disposes of real property, equipment or the right-of-use assets thereof, where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

- (1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
- (2) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- (3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price .
 - i. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 - ii. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
- (4) No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6

months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 7 (Investment Limit Amount)

1. Neither the total nor individual amount of investment in securities by the Company and its subsidiaries shall exceed 150% of the shareholders' equity belonging to the parent company in the most recent parent company only financial report or individual financial report prepared by the Company in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the amount of investment in individual securities shall not exceed 150% of the above shareholders' equity belonging to the parent company.
2. Neither the total nor individual amount of real property and the right-of-use assets thereof held by the Company and its subsidiaries shall exceed 10% of the shareholders' equity belonging to the parent company in the most recent parent company only financial report or individual financial report prepared by the Company in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 8 (Procedure for Acquisition and Disposal of Membership, Intangible Assets or Right-of-Use Assets thereof and Other Important Assets)

1. Evaluation and Procedure:
The acquisition of membership, intangible assets or the right-of-use assets thereof and other important assets by the Company shall be carried out by the user department and relevant responsible departments of the Company in accordance with applicable procedures.
2. Decision Procedure for Transaction Terms and Authorized Amount
 - (1) Membership, intangible assets or the right-of-use assets thereof and other important assets shall be acquired or disposed of through price enquiry, price comparison, price negotiation or tender.
 - (2) If the transaction amount is more than NT\$15 Million, it shall be approved by the President. If the amount of more than NT\$200 Million, it shall be approved by the Chairman. If the amount is more than NT\$300 Million, it shall be submitted to the board of directors for approval.
3. Execution Department
When the Company acquires or disposes of membership, intangible assets or the right-of-use assets thereof and other important assets, after approval is granted in accordance with the approval authority under the previous paragraph, the user department and management department shall be responsible for execution.
4. Expert Opinion
In acquiring or disposing of membership, intangible assets or the right-of-use assets thereof and other important assets, if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, unless transacting with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. The CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation.

Article 9 (Procedure for Transaction with Related Parties)

1. When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other

than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, in addition to the procedure for the acquisition of real property under Article 6, the Company shall also carry out relevant resolution procedure and evaluate the reasonableness of the transaction terms in accordance with the following. When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered

2. When the Company intends to acquire or dispose of assets under paragraph 1 of this Article from or to a related party, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and submitted to the board of directors for approval:
 - (1) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
 - (2) The reason for choosing the related party as a transaction counterparty.
 - (3) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with subparagraphs (1) and (4), paragraph 3 of this Article.
 - (4) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
 - (5) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
 - (6) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.
 - (7) Restrictive covenants and other important stipulations associated with the transaction
3. Appraisal of Reasonableness of Transaction Cost
 - (1) When the Company acquires real property or right-of-use assets thereof from a related party, it shall evaluate the reasonableness of the transaction costs by the following means:
 - i. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
 - ii. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.
 - (2) Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may

be separately appraised in accordance with either of the means listed in the preceding paragraph.

- (3) When the Company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding subparagraphs (1) and (2), paragraph 3 of this Article, it shall also engage a CPA to check the appraisal and render a specific opinion.
- (4) When the Company acquires real property or right-of-use assets thereof from or to a related party and the results of the Company's appraisal conducted in accordance with subparagraphs (1) and (2), paragraph 3 of this Article are uniformly lower than the transaction price, the matter shall be handled in compliance with subparagraph (5), paragraph 3 of this Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:
 - i. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - (i) Where undeveloped land is appraised in accordance with the means in subparagraphs (1) and (2) paragraph 3 of this Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - (ii) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
 - ii. Where the Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.
- (5) Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with subparagraphs (1) and (2), paragraph 3 of this Article are uniformly lower than the transaction price, the following steps shall be taken:
 - i. A special reserve shall be set aside by the Company in accordance with Article 41,

paragraph 1 of the Act against the difference between the transaction price of the real property or right-of-use assets thereof and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares.

ii. The audit committee shall comply with Article 218 of the Company Act.

iii. Actions taken pursuant to paragraphs 1 and 2 shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

After the Company has set aside a special reserve in accordance with the preceding paragraph, it may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

- (6) When the Company acquires real property or right-of-use assets thereof from a related party and if there is any of the following circumstances, only the evaluation and procedure under paragraphs 1 and 2 of this Article are required and the provisions about evaluation of the reasonableness of the transaction cost under subparagraphs (1), (2) and (3), paragraph 3 of this Article are not applicable:
- i. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
 - ii. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
 - iii. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
 - iv. The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital
4. When the Company engages in below transactions with its parent, subsidiary or when subsidiaries in which the Company directly or indirectly holds 100% outstanding shares or total capital engage in below transactions, the board of directors may authorize the Chairman to proceed to the extent of a certain amount, followed by ratification in the following board meeting:
- (i) Acquisition or disposal of equipment for business use or right-of-use assets thereof.
 - (ii) Acquisition or disposal of real property right-of-use assets for business use.
5. Where the position of independent director has been created by the Company in accordance with the rules, upon submission for discussion by the board of directors pursuant to paragraph 2, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

Article 10 (Procedure for Derivatives Trading)

The Company shall engage in derivatives trading in accordance with the Procedure for Derivatives Trading established by the Company.

Article 11 (Procedure for Merger, Demerger, Acquisition or Share Transfer)

1. Evaluation and Procedure

- (1) When the Company conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the public company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.
- (2) The Company shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in subparagraph (1), paragraph 1 of this Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. However, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

2. Other Matters

- (1) Date of Board or Shareholders Meeting: A company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.
When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference:
 - i. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information:
 - ii. of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
 - iii. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report in the prescribed format through the Internet-based information system the information set out in above paragraphs 1 and 2 to the competent authority for recordation.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding paragraphs.

- (2) Prior Confidentiality Undertaking: Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.
- (3) Principles for Establishment and Change of Share Swap Ratio or Acquisition Price: The share exchange ratio or acquisition price shall not be arbitrarily altered unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:
 - i. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.

An action, such as a disposal of major assets, that affects the company's financial operations.

An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.

An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.

An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.

Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

- (4) Contract Provisions: The contract for participation by a public company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:

Handling of breach of contract.

Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.

The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.

The manner of handling changes in the number of participating entities or companies.

Preliminary progress schedule for plan execution, and anticipated completion date.

Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the

deadline without completion, and relevant procedures.

- (5) After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.
- (6) Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of subparagraphs (1), (2) and (5), paragraph 2 of this Article.

Article 12 (Auction Procedure)

Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Article 13 (Public Announcement and Regulatory Filing Deadlines and Details)

1. Under any of the following circumstances in the acquisition or disposal of assets, the Company shall key in the relevant information on information filing website designated by the competent authority in the appropriate format and with the details as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event and keep relevant contract, minutes, register, appraisal report, accountant's, attorney's or securities dealer's opinion in the Company for at least 5 years unless otherwise provided by law:
 - (1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
 - (2) Merger, demerger, acquisition, or transfer of shares.
 - (3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.
 - (4) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount exceeds NT\$100 Million.
 - (5) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.

- (6) Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:
 - i. Trading of domestic government bonds.
 - ii. Where done by professional investors, securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.
 - iii. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- (7) The amount of transactions under the previous six subparagraphs shall be calculated as follows:
 - i. The amount of any individual transaction .
 - ii. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
 - iii. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
 - iv. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year .
2. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.
3. Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with paragraph 1, the Company shall key in the relevant information on information filing website designated by the competent authority in the appropriate format and with the details as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:
 - i. Change, termination, or rescission of a contract signed in regard to the original transaction.
 - ii. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
 - iii. Change to the originally publicly announced and reported information.

Article 14 (Control Procedure for Acquisition or Disposal of Assets by Subsidiaries)

1. Subsidiaries shall also carry out and execute the procedure for acquisition or disposal of assets in accordance with applicable provisions of this Procedure.
2. Information required to be publicly announced and reported in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies by the Company's subsidiary that is not itself a public company in Taiwan shall be reported by the

public company.

3. The paid-in capital or total assets of the Company shall be applicable to a subsidiary in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing.

Article 15 (Directors' Objections)

With respect to the Company's acquisition or disposal of assets that is subject to the approval of the board of directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the audit committee.

Article 16 (Sanction)

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

Article 17 (Applicable Laws)

Matters not stipulated in this Procedure are governed by applicable laws.

Article 18 (Implementation and Amendment)

This Procedure shall be approved by the audit committee, submitted to the board of directors for approval and further submitted to the shareholders meeting for approval. The same shall be applicable to any amendment.

expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the audit committee.

Article 19 (Date of Amendment)

This Procedure was amended on 6 June 2019.

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 (Procedure)

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. Such table shall be submitted to the following board meeting for records. The same shall be applicable to any amendment.

Authorized Unit	Single Closing Amount (US\$)
Chairman	10 Million and above
President	5 to 10 Million (inclusive)
Highest-Level Finance Executive	1 to 5 Million (inclusive)
Finance Manager	(Below) 1 Million

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 10th 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 10th 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

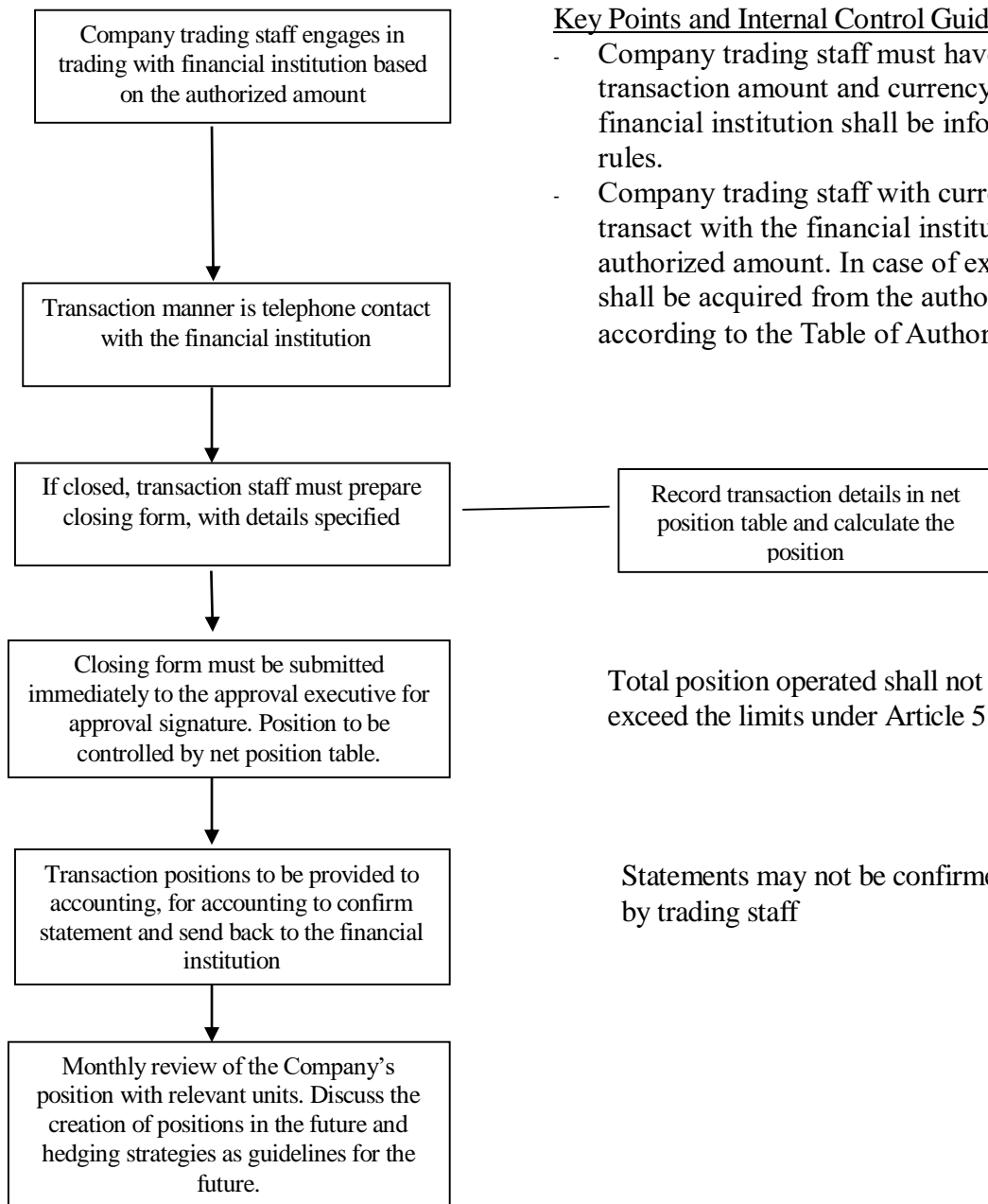
further submitted to the shareholders meeting for approval. The same shall be applicable in case of amendment. If any director voices any objection with records or written statements, the Company shall submit such objection to the audit committee.

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 6 June 2019.

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. The Company shall prepare an electronic file that contains the meeting notice, a proxy form, a detailed description of various agenda items to be acknowledged 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. At least 21 days before an annual shareholders' meeting, or 15 days before an extraordinary shareholders' meeting, an electronic copy of the shareholders' meeting procedures manual and supplementary information shall be posted to the MOPS. 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, and distributed on-site at the shareholders' meeting.

The meeting notices and announcements shall specify the reason for convening a Board meeting. Subject to agreement by the receiving party, meeting notices may also be delivered electronically. Matters pertaining to election or discharge of directors, alteration of the Articles of Incorporation, capital reduction, application for the approval of ceasing its 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 hereof 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; the essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the Company, and such website shall be indicated in the notice.

Where the causes or subjects for convening a shareholders' meeting had specified a re-election of all directors and their terms of office, after the completion of the election for that meeting, the terms of office for the directors cannot be altered by special 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. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. However, where an agenda item proposed by the shareholder promotes public interests or fulfills social responsibilities, the board of directors may include such an item in the meeting agenda. The board of directors may disregard shareholders' proposals if the proposed agenda item involve any of the circumstances listed in Article 172-1, Paragraph 4 of the Company Act.

The Company shall announce, prior the Book Closure Period before a regular shareholders meeting is held, to accept shareholder's proposals, the acceptance methods in writing or by way of electronic transmission, the conditions, places and period. The period of acceptance shall be no shorter than ten days.

Shareholders shall limit their proposed agenda items within 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.

The Company shall notify the proposing shareholders of the outcome of the proposed agenda items before the date the meeting notice is sent. Meanwhile, agenda items that satisfy the conditions listed in this Article shall be included as part of the meeting notice. During the shareholders' meeting, the board of directors shall explain the reasons why certain proposed agenda items are excluded from 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.

4. The location for shareholders meetings of the Company shall be the place where the Company is located or locations that are convenient for shareholders' attendance and suitable for holding a shareholders meeting. The start time of the meeting shall be no earlier than 9 am or later than 3pm.

5. (Preparation of attendance logs and documents)

This company shall specify in its shareholders' meeting notices the time during which shareholder attendance registrations 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.

Shareholders and their proxies (hereinafter referred to as "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. Solicitors soliciting proxy forms shall also bring identification documents 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.

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 recording shall be retained until the conclusion of the litigation.

8. Attendance at Shareholders Meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book or sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall announce the commencement of the meeting as soon as the appointed time arrives. 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. The chair shall dismiss the meeting if shareholders in attendance represent less than one-third of current outstanding shares after two postponements.

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 current outstanding 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 1 month.

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.

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 and may be exercised 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.

If the Shareholder decides to attend the shareholders' meeting in person after submitting a written or electronic vote, a proper declaration of withdrawal must be issued in the same method as the original vote no later than two days before 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.

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.

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 and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders 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 within the prescribed time period.

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. (Date of establishment and amendment)

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings. The third amendment is approved by the annual shareholders' meeting. approved on June 12, 2015. The 4th amendment was on June 12, 2020.

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 6

Impact of share allocation without consideration proposed in this shareholders meeting on the Company's operating performance and earnings per share

Item			Year	2022 (Forecast)
				(2021 Profit Distribution)
Paid-in capital at beginning of period (\$1,000)				16,679,470
Dividend distribution in current year	Cash dividend per share (\$)			5
	Number of shares allocated per existing share in capital increase through conversion of earnings (\$)			-
	No. of shares allocated per existing share in capital increase through conversion of capital reserve (\$)			-
Change in Operating Performance	Operating Profit (\$1,000)			Not applicable (Note)
	Increase (decrease) percentage in operating profit from last year			
	Net profit after tax (\$1,000)			
	Increase (decrease) percentage in net profit after tax compared to same period last year			
	Earnings per share (\$)			
	Increase (decrease) percentage in earnings per compared to same period last year			
	Annualized investment rate of return (reverse number of annualized PE ratio)			
Simulated earnings per share and PE ratio	If cash dividend is issued in lieu of capital increase through conversion of earnings	Simulated earnings per share (\$)		Not applicable (Note)
		Simulated annualized investment rate of return		
	If capital increase through conversion of capital reserve does not take place	Simulated earnings per share (\$)		
		Simulated annualized investment rate of return		
	If conversion of capital reserve does not take place and cash dividend is issued in lieu of capital increase through conversion of earnings	Simulated earnings per share (\$)		
		Simulated annualized investment rate of return		

Note: The Company has not published its 2022 financial forecast. Therefore there is no information on 2022 forecasts. 2021 allocation of stock dividend is shown based on profit distribution proposal approved by board resolution.

Appendix 7

Shareholding by All Directors

Record Date: 1 April 2022

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, The-Chien	Representative of MITAC Inc.		260,521,054	15.62%	
Director	Yang, Hsiang-Yun			36,156,381	2.17%	
Director	Tu, Shu-Wu			0	0.00%	
Independent Director	Yeh Kuang-Shih			0	0.00%	
Independent Director	Hsuan Chien-Shen			0	0.00%	
Independent Director	Ling-Long Shen			0	0.00%	
Total				299,960,435		

Total number of outstanding shares on 1 April 2022: 1,667,946,968 shares

Note 1: Statutory minimum number of shares to be held by all directors: 40,030,727 shares. 299,960,435 shares held as of 1 April 2022.

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

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