## Synnex Technology International Corp.

# 2015 General 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.

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

- I. Time: 9 a.m., 12 June 2015 (Friday)
- II. Location: Auditorium, 3F, Central Pictures Ba-De Building, No. 260, Section 2, Ba-De Road, Taipei City
- III. Announcement to start meeting
- IV. Chairman's Statements
- V. Reports
  - (I) Report on 2014 annual operation
  - (II) Supervisor's report on audit of 2014 closing statements
  - (III) Report on amendment to the Company's Ethical Corporate Management Best Practice Principles
  - (IV) Report on establishment of the Company's Code of Conduct

#### VI. Approvals

- (I) Approval of 2014 closing statements
- (II) Approval of 2014 profit distribution proposal

#### VII. Discussions

- (I) Discussion about amendment to certain provisions of the Articles of Incorporation
- (II) Discussion about amendment to certain provisions of the Procedures for Acquisition or Disposal of Assets
- (III) Discussion about amendment to certain provisions of the Operational Procedures for Loaning Funds to Others
- (IV) Discussion about amendment to certain provisions of the Procedures for Endorsement and Guarantee
- (V) Discussion about amendment to certain provisions of the Procedures for Engaging in Derivatives Trading
- (VI) Discussion about amendment to certain provisions of the Rules of Procedure for Shareholders' Meetings
- (VII) Discussion about amendment to certain provisions of the Rules for Election of Directors and Supervisors

- VIII. Elections
- IX. Other Agenda
- X. Motions
- XI. Adjournment

#### **Reports**

#### No. 1

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

Explanation: Please refer to Attachment 1.

#### No. 2

Subject: The supervisor's report on the audit on the Company's 2014 closing statements is submitted for review.

Explanation: Please refer to Attachments 2 and 3.

#### No. 3

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

#### **Explanation:**

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

#### No. 4

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

#### **Explanation:**

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

#### No. 1 (Proposed by Board of Directors)

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

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

#### Resolution:

#### No. 2 (Proposed by Board of Directors)

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

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

#### 2014 Profit Distribution Table

Unite: NT\$

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

(IV) Carry-forward of undistributed profit at the end of the period into next year	3,646,949,651
Note:	
Distribution of employee bonus (cash)	600,000
Remuneration to directors and supervisors	7,600,000

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

Resolution:

#### **Discussions**

#### No. 1 (Proposed by Board of Directors)

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

#### **Explanation:**

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

#### Resolution:

#### No. 2 (Proposed by Board of Directors)

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

#### **Explanation:**

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

#### Resolution:

#### No. 3 (Proposed by Board of Directors)

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

#### **Explanation:**

(1) It is proposed that certain provisions of the Operational Procedures for Loaning Funds to Others be amended to reflect the establishment of an audit committee in accordance with the letter from the Financial Supervisory Commission Jing-Guang-Zheng-Fa-Zhi No. 10200531121 dated 31 December 2013 and actual operational requirements. Please refer to Attachment 8 for the Comparison Table for Amendments of the Operational Procedures for Loaning Funds to Others. (2) Please approve.

#### Resolution:

No. 4 (Proposed by Board of Directors)

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

#### **Explanation:**

- (1) It is proposed that certain provisions of the Procedure for Endorsements and Guarantees be amended to reflect the establishment of an audit committee in accordance with the letter from the Financial Supervisory Commission Jing-Guang-Zheng-Fa-Zhi No. 10200531121 dated 31 December 2013. Please refer to Attachment 9 for a Comparison Table for the Amendments of the Procedures for Endorsement and Guarantee.
- (2) Please approve.

#### Resolution:

No. 5 (Proposed by Board of Directors)

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

#### Explanation:

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

#### Resolution:

No. 6 (Proposed by the Board of Directors)

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

(1) It is proposed that certain provisions of the Rules of Procedure for Shareholders' Meetings be amended in accordance with the law and the Company's actual requirements. Please refer to Attachment 11 for the

Comparison Table for Amendments of the Rules of Procedure for Shareholders' Meetings.

(2) Please approve.

Resolution:

No. 7 (Proposed by the Board of Directors)

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

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

Resolution:

#### **Elections**

Subject: Please elect directors to constitute a new term of the board of directors. (Proposed by the Board of Directors)

#### **Explanation:**

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

**Result of Election:** 

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

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

(2) The waiver for competitive restriction for the new directors is as follows:

	waiver for competitive restriction for the new directors is as follows.						
Name	Current position(s) in other companies						
	Chairman of Matic Inc.						
	Chairman of Matic International Corp.						
	Chairman of Lien Hwa Industrial Corp.						
	Director of MiTAC Computing Technology Corp.						
	Chairman of UPC Technology Corporation						
Miau	Director of Getac Technology Corp.						
Feng-Chiang	Director of Winbond Electronics Corp.						
	Director of Taitac Chemical Co., Ltd.						
	Director of BOC Lienhwa Industrial Gases Co., Ltd.						
	Director of MiTAC Information Technology Corp.						
	Chairman of Mitac Holdings Corp.						
	Director of SYNNEX Corp.						
Tu Shu-Wu	Chairman of Seper Marketing Corp.						
ra Sila vva	Director of Digitimes Inc.						
	Director of Harbinger Venture Capital Corp.						
	Director of Bestcom Infotech Corp.						
	Director of MiTAC Inc.						
	Director of National Aerospace Fasteners Corp.						
	Chairman of Tong Da Investment Corp.						
N 4:4	Director of Harbinger II Venture Capital Co., Ltd.						
Mitac Inc.	Director of Harbinger III Venture Capital Co., Ltd.						
Representative	Director of Harbinger V Venture Capital Co., Ltd.						
Chou	Director of Harbinger VI Venture Capital Co., Ltd.						
The-Chien	Director of Harbinger VII Venture Capital Co., Ltd.						
	Director of Lien Jei Investment Co., Ltd.						
	Director of Union Venture Capital Corp.						
	Director of Harbinger Venture Capital Corp.						
Mitac Inc.	Director of Tai Lian Investment Corp.						
Representative	Director of Tong Da Investment Corp.						
Yang	Chairman of Lien Yuan Investment Corp.						
Hsiang-Yun	Director of Color food Corp.						
Tisiang ran							

Way, Yung-Do	Chairman of Yong Qin Xing ye Co., Ltd. Independent Director of Apex Biotechnology Corp. Director of Vanguard International Semiconductor Corp. Independent Director of Taiwan Cement Co., Ltd. Director of Wangsteak Corp. Independent Director of Far Eastern Department stores Corp. Director of Mitac holdings Corp.
Chang, An-Ping	Vice Chairman of Chia Hsin Cement Corp. Director of Taiwan Cement Co., Ltd Director of China Synthetic Rubber Co., Ltd. Director of Taiwan Prosperity Chemical Corp. Chairman of Chia Hsin Foundation Director of Taiwan Stock Exchange Corp. Director of Cheng Hsin General Hospital Director of cement manufacturing Co. Ltd. Hongkong CEO of L'Hotel de Chine Group
Chiao, Yu- Cheng	CEO & Chairman of Winbond Electronics Corp. Chairman of NUVOTON Co., Ltd. Independent Director of Taiwan Cement Co., Ltd. Director of Walsin Technology Corp. Director of Song Yong Investment Corp. Director of Techdesign Corp.

(3) Please approve.

Resolution:

Motion

Adjournment

### **Attachment 3**

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

				December 31, 20	14	December	31, 20	13
	Liabilities and Equity	Notes	_	Amount	<u>%</u>	Amount		%
	Current assets							
1100	Cash and cash equivalents	6(1)	\$	22,632,188	17	\$ 11,469	,901	9
1110	Financial assets at fair value through profit or loss - current	6(2)		10,893	-	109	,036	_
1125	Available-for-sale financial assets - current	6(3)		1,616,259	1	1,823	,764	2
1150	Notes receivable - net	6(5)		6,344,647	5	5,486	,421	5
1170	Accounts receivable - net	6(6)		38,707,137	28	39,754	,661	32
1180	Accounts receivable - related parties - net	7		263,295	-	121	,117	-
1200	Other receivables			8,225,648	6	9,049	,054	7
1210	Other receivables- related parties	7		17,254	-	12	,197	-
1220	Current tax assets	6(30)		40,047	-		-	-
130X	Inventories	6(7)		31,181,915	23	32,591	,311	26
1410	Prepayments			2,774,295	2	1,672	,968	1
1470	Other current assets			717,951	-	40	,694	-
11XX	Total current assets			112,531,529	82	102,131	,124	82
	Non-current assets							
1523	Available-for-sale financial assets - noncurrent	6(3)		18,074	-	8	,036	-
1543	Financial assets measured at cost - noncurrent	6(4)		1,804,515	1	1,863	,586	2
1550	Investments accounted for under the equity method	6(8)		10,081,235	8	8,577	,047	7
1600	Property, plant and equipment	6(9)		6,737,367	5	5,847	,671	5
1760	Investment property, net	6(10)		1,594,489	1	1,569	,244	1
1780	Intangible assets	6(11)		413,243	-	407	,761	-
1840	Deferred income tax assets	6(30)		597,910	1	500	,495	-
1900	Other non-current assets	6(6)(12)						
		and 8	_	2,908,975	2	3,549	,693	3
15XX	Total non-current assets		_	24,155,808	18	22,323	,533	18
1XXX	Total assets		\$_	136,687,337	100	\$ 124,454	,657	100

(Continued)

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

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

### $\frac{\text{SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES}}{\text{CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME}}$

#### (EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT FOR EARNINGS PER SHARE AMOUNTS)

				For the year ended			For the year ended		
		<b>3.</b> 7		December 31, 2014			December 31, 2013	3	
1000		Notes	-	Amount	%	_	Amount	_	%
4000	Operating revenues	6(24) and 7	\$	331,532,594	100	\$	330,259,753	,	100
5000	Operating costs	6(7)		320,007,409) (	97)		319,200,976)	(_	97)
5950	Gross profit, net	5/40)/40)/20)/20)		11,525,185	3		11,058,777	_	3
c100	Operating expenses	6(18)(19)(28)(29)		4400.054		,	4 000 720)		4
6100	Selling expenses		(	4,138,854) (	1)	(	4,980,530)	(	1)
6200	General and administrative expenses		(	2,936,652) (	1)	(	2,198,967)	(_	1)
6000	Total operating expenses		(	7,075,506) (	2)	(	7,179,497)	(	2)
6900	Operating income			4,449,679	1		3,879,280	_	1
	Non-operating income and expenses								
7010	Other income	6(25)		1,642,441	1		1,442,670		1
7020	Other gains and losses	6(26)	(	297,149)	-		663,434		-
7050	Finance costs	6(27)	(	706,562)	-	(	578,421)		-
7060	Share of profit/(loss) of associates and joint	6(8)							
	ventures accounted for under equity method			1,128,824			984,861	_	
7000	Total non-operating income and								
	expenses			1,767,554	1		2,512,544	_	1
7900	Profit before tax			6,217,233	2		6,391,824		2
7950	Income tax expense	6(30)	(	962,037) (	1)	(	959,316)	(	1)
8200	Profit		\$	5,255,196	1	\$	5,432,508	_	1
	Other comprehensive income								
8310	Cumulative translation differences of foreign	6(23)							
	operations		\$	2,295,038	1	(\$	544,570)		-
8325	Unrealized loss on valuation of available	6(3)(23)							
	-for-sale financial assets		(	197,766)	-		9,219		-
8360	Actuarial gain (loss) on defined benefit plan	6(18)		11,849	-		11,478		-
8370	Share of other comprehensive income of	6(8)(23)							
	associates and joint ventures accounted for								
	under equity method		(	123,216)	-	(	61,162)		-
8399	Income tax relating to the components of	6(8)(23)							
	other comprehensive income		(	199)		(	4,850)		
8300	Other comprehensive income for the year, net								
	of tax		\$	1,985,706	1	(\$	589,885)		
8500	Total comprehensive income for the year		\$	7,240,902	2	\$	4,842,623		1
	Profit, attributable to:								
8610	Owners of parent		\$	5,024,099	1	\$	5,273,995		1
8620	Non-controlling interest			231,097	_		158,513		_
	Profit		\$	5,255,196	1	\$	5,432,508	_	1
	Comprehensive income attributable to:		<del></del>			<del></del>	-, - ,	_	
8710	Owners of parent		\$	7,123,598	2	\$	4,684,110		1
8720	Non-controlling interest		Ψ	117,304	_	Ψ	158,513		-
0720	Total comprehensive income for the year		\$	7,240,902	2	\$	4,842,623	_	1
	rotal comprehensive income for the year		Ψ	1,240,702		Ψ	4,042,023	-	
	Earnings per share								
9750	Basic earnings per share	6(31)	\$		3.16	\$			3.32
9850	Diluted earnings per share		\$		3.16	\$			
7020	Dituted earnings per snare	6(31)	\$		3.10	\$			3.23

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

			_		Retained Earnings				Other Equity	Interest	İ	_				
_	Notes	Share capital - common stock	Capital Surplus	 Legal reserve	Special reserve		nappropriated nined earnings		nulative translation ferences of foreign operations	0	lized gain or loss n available- -sale financial assets	Total	N	on-controlling interest		Total equity
For the year ended December 31, 2013																
Balance at January 1, 2013		\$ 15,838,869	\$14,030,505	\$ 4,485,382	\$ 165,580	\$	7,639,092	( \$	1,610,859)	\$	244,495	\$ 40,793,064	\$	-	\$	40,793,064
Appropriations of 2012 net income	6(22)															
Provision for legal reserve		-	-	581,611	-	(	581,611)		-		-	-		-		-
Provision for Special reserve		-	-	-	1,505,048	(	1,505,048)		-		-	-		-		-
Distribution of cash dividends		-	-	-	-	(	3,173,778)		-		-	( 3,173,778)		-	(	3,173,778)
Change in net assets of the associate and joint ventures accounted for under the equity method		-	68,569	-	-		-		-		-	68,569		-		68,569
Common stock issued for employee stock options	6(19)	45,860	163,666	-	-		-		-		-	209,526		-		209,526
Convertible bond conversions	6(17)	480	1,892	-	-		-		-		-	2,372		-		2,372
Non-controlling interest increase		-	-	-	-		-		-		-	-		606,018		606,018
Other comprehensive income for the period	6(23)	-	-	-	-		9,526	(	610,675)		11,264	( 589,885)		-	(	589,885)
Net income for 2013				 <u>-</u>		_	5,273,995		<u> </u>			5,273,995		158,513		5,432,508
Balance at December 31, 2013		\$ 15,885,209	\$ 14,264,632	\$ 5,066,993	\$ 1,670,628	\$	7,662,176	(\$	2,221,534)	\$	255,759	\$ 42,583,863	\$	764,531	\$	43,348,394
For the year ended December 31, 2014																
Balance at January 1, 2014		\$ 15,885,209	\$ 14,264,632	\$ 5,066,993	\$ 1,670,628	\$	7,662,176	( \$	2,221,534)	\$	255,759	\$ 42,583,863	\$	764,531	\$	43,348,394
Appropriations of 2013 net income	6(22)															
Provision for legal reserve		-	-	527,400	-	(	527,400)		-		-	-		-		-
Provision for Special reserve		-	-	-	295,146	(	295,146)		-		-	-		-		-
Distribution of cash dividend		-	-	-	-	(	4,447,860)		-		-	( 4,447,860)		-	(	4,447,860)
Change in net assets of the associate and joint ventures accounted for under the equity method		-	67,225	-	-		-		-		-	67,225		-		67,225
Other comprehensive income for the period	6(23)	-	-	-	-		9,835		2,287,452	(	197,788)	2,099,499	(	113,793)		1,985,706
Net income for 2014				 <u>-</u>		_	5,024,099		<u> </u>			5,024,099		231,097		5,255,196
Balance at December 31, 2014		\$ 15,885,209	\$ 14,331,857	\$ 5,594,393	\$ 1,965,774	\$	7,425,704	\$	65,918	\$	57,971	\$ 45,326,826	\$	881,835	\$	46,208,661

# SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		F	For the years ended D	<u>ecemb</u> e	r 31
	Notes		2014	-	2013
GARALES ON GENERAL OPEN ATTING A CONTINUE OF					
CASH FLOWS FROM OPERATING ACTIVITIES  Profit before income tax for the year		\$	6,217,233	\$	6,391,824
Adjustments to reconcile profit before income tax to net cash		Ф	0,217,255	Þ	0,391,824
provided by operating activities					
Income and expenses having no effect on cash flows					
Depreciation expense	6(9)(28)		288,546		396,278
Amortization	6(11)(12)(28)		54,999		47,842
Provision for bad debts expense	6(6)		306,594		277,169
Net (gain) loss on financial assets/liabilities at fair value	6(2)(26)		300,374		277,109
through profit	0(2)(20)	(	32,785)		3,659
Loss on inventory value decline	6(7)	(	90,138		175,016
Loss on obsolescence	6(7)		4,596		6,820
Interest expense	6(27)		706,562		578,421
Interest income	6(25)	(	776,333 )	(	589,003
Dividend income	6(25)	(	112,929 )	(	128,557
Share of profit of associates and joint ventures accounted	6(8)		112,>2> )	(	120,007
for under equity method	-(0)	(	1,128,824 )	(	984,861
Cash dividends on investments accounted for under equity		,	, -,- ,	`	,,,,,,
method			147,115		135,590
Loss on disposal of property, plant and equipment	6(26)		1,284		6,170
Depreciation expense of investment property	6(10)		60,389		66,968
Changes in assets/liabilities relating to operating activities					
Net changes in assets relating to operating activities					
Financial assets at fair value through profit or loss			134,005		-
Notes and accounts receivable			306,055		400,590
Inventories			1,314,662	(	3,485,719
Other receivables			818,349	(	2,714,038
Prepayments		(	1,101,327)		1,929,697
Other current assets		(	677,257 )	(	40,694
Overdue receivables		(	898,185 )	(	543,992
Net changes in liabilities relating to operating activities					
Notes and accounts payable			563,547		3,412,402
Other payables		(	610,289 )	(	703,361
Other current liabilities			47,871	(	176,870
Other non-current liabilities			91,172	()	8,802
Cash generated from operation			5,815,188		4,452,549
Interest paid		(	733,169)	(	506,594
Interest received			776,333		589,003
Dividend received			112,929		128,557
Income taxes paid		(	922,025)	(	1,111,446
Net cash provided by operating activities			5,049,256		3,552,069

(Continued)

# SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

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

### **Attachment 4**

### Synnex Technology International Corp.

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

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

including breach of ethics, illegal acts, or breach of fiduciary duty (hereinafter "Unethical Conduct") for purposes of acquiring or maintaining benefits.

Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees, mandataries or Substantial Controllers or other stakeholders.

of ethics, illegal acts, or breach of fiduciary duty (hereinafter "Unethical Conduct") for purposes of acquiring or maintaining benefits.

Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees, or Substantial Controllers or other stakeholders.

#### Article 6

(Prevention Programs) The Company shall in their own ethical management policy clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct ("Prevention Programs"), including operational procedures, guidelines, and training. When establishing the Prevention Programs, the Company shall comply with relevant laws and regulations of the territory where the companies and their business group are operating. In the course of developing the prevention programs, the Company is advised to negotiate with staff, important trading counterparties, or

(Prevention Programs)
The Company in their own management concept and policy in accordance with the previous Article clearly and thoroughly prescribes the specific ethical management practices and the programs to forestall unethical conduct ("Prevention Programs"), including operational procedures, guidelines, and training.
When establishing the

When establishing the
Prevention Programs, the
Company shall comply with
relevant laws and regulations
of the territory where the
companies and their business
group are operating.
In the course of developing the
prevention programs, the
Company is advised to

Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies

	other stakeholders.	negotiate with staff.	
Article 7	(Scope of Prevention Program) When establishing the prevention programs, the Company shall analyze which business activities within their business scope which are possibly at a higher risk of being involved in an unethical conduct, and strengthen the preventive measures. The prevention programs adopted by the Company shall at least include preventive measures against the following: 1. Offering and acceptance of bribes. 2. Illegal political donations. 3. Improper charitable donations or sponsorship. 4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits. 5. Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights. 6. Engaging in unfair competitive practices. 7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and	(Scope of Prevention Program) When establishing the prevention programs, the Company shall analyze which business activities within their business scope which are possibly at a higher risk of being involved in an unethical conduct, and strengthen the preventive measures. The prevention programs adopted by the Company shall at least include preventive measures against the following: 1. Offering and acceptance of bribes. 2. Illegal political donations. 3. Improper charitable donations or sponsorship. 4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.	Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies
Article 8	services. (Commitment and Execution)	(Commitment and Execution)	Amendment
	The Company and its Business	The Company and its Business	in reference

to the Ethical Group shall clearly specify in Group shall clearly specify in their rules and external their rules and external Corporate documents the ethical documents the ethical Management corporate management corporate management Best Practice policies and the commitment policies and the board of principles for by the board of directors and directors and the management TWSE/GTSM the management on rigorous shall commit to rigorous and Listed and thorough implementation thorough implementation of Companies of such policies, and shall carry such policies, and shall carry out the policies in internal out the policies in internal and management and in external commercial activities. commercial activities. Article 9 (Ethical Operation of (Ethical Operation of Amendment Commercial Activities) Commercial Activities) in reference to the Ethical The Company shall engage in The Company shall engage in commercial activities in a fair commercial activities in a fair Corporate and transparent manner based and transparent manner. Management **Best Practice** on the principle of ethical Prior to any commercial management. transactions, the Company principles for TWSE/GTSM Prior to any commercial shall take into consideration Listed transactions, the Company the legality of their agents, shall take into consideration suppliers, clients, or other Companies the legality of their agents, trading counterparties and suppliers, clients, or other whether any of them are trading counterparties and involved in unethical conduct, whether any of them are and shall avoid any dealings involved in unethical conduct, with persons so involved. and shall avoid any dealings When entering into contracts with persons so involved. with any person, it is advisable When entering into contracts that the Company includes in with their agents, suppliers, such contracts terms requiring clients, or other trading compliance with ethical counterparties, the Company corporate management policy shall include in such contracts and that in the event the terms requiring compliance trading counterparties are involved in unethical conduct, with ethical corporate management policy and that in the Company may at any time the event the trading terminate or rescind the counterparties are involved in contracts. unethical conduct, the Company may at any time

	terminate or rescind the contracts.		
Article 10	(Prohibition against Offer and Acceptance of Bribery) When conducting business, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.	(Prohibition against Offer and Acceptance of Bribery) When conducting business, the Company and its directors, supervisors, managers, employees and substantial controllers, may not directly or indirectly offer, promise to offer, request or accept any improper benefits in whatever form, including kickback, commission, facilitation fee, or offer or accept any improper benefits through any channel to or from clients, agents, contractors, suppliers, public servants, or other stakeholders, unless it is consistent with the local legislations of the place of	Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies
Article 11	(Prohibition against Provision of Illegal Political Donation) When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.	operation.  (Prohibition against Provision of Illegal Political Donation)  When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, supervisors, managers, employees and substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.	Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies

Article 12	(Prohibition against Improper	(Prohibition against Improper	Amendment
" " " " " " " " " " " " " " " " " " "	Charitable Donation or	Charitable Donation or	in reference
	Sponsorship)	Sponsorship)	to the Ethical
	When making or offering	When making or offering	Corporate
	donations and sponsorship,	donations and sponsorship,	Management
	the Company and its directors,	the Company and its directors,	Best Practice
	supervisors, managers,	supervisors, managers,	principles for
	employees, mandataries, and	employees and substantial	TWSE/GTSM
	substantial controllers shall	controllers shall comply with	Listed
	comply with relevant laws and	relevant laws and regulations	Companies
	regulations and internal	and internal operational	•
	operational procedures, and	procedures, and shall not	
	shall not surreptitiously engage	surreptitiously engage in	
	in bribery.	bribery.	
Article 13	(Prohibition against	(Prohibition against	Amendment
	Unreasonable Present,	Unreasonable Present,	in reference
	Hospitality or Other Improper	Hospitality or Other Improper	to the Ethical
	Benefit)	Benefit)	Corporate
	The Company and its directors,	The Company and its directors,	Management
	supervisors, managers,	supervisors, managers,	Best Practice
	employees, mandataries, and	employees and substantial	principles for
	substantial controllers shall not	controllers shall not directly or	TWSE/GTSM
	directly or indirectly offer or	indirectly offer or accept any	Listed
	accept any unreasonable	unreasonable presents,	Companies
	presents, hospitality or other	hospitality or other improper	
	improper benefits to establish	benefits to establish business	
	business relationship or	relationship or influence	
	influence commercial	commercial transactions.	
	transactions.		
Article 14	(Prohibition against		Amendment
	Infringement of Intellectual		in reference
	Property Right)		to the Ethical
	The Company and its directors,		Corporate
	supervisors, managers,		Management
	employees, mandataries, and		Best Practice
	substantial controllers shall		principles for
	observe applicable laws and		TWSE/GTSM
	regulations, the company's		Listed
	internal operational		Companies
	procedures, and contractual		and change
	provisions concerning		of clause

	intellectual property, and may	numbering
	not use, disclose, dispose, or	Hambering
	damage intellectual property	
	or otherwise infringe	
	intellectual property rights	
	without the prior consent of	
	the intellectual property rights	
At. al a 4.5	holder.	A
Article 15	(Prohibition against Unfair	Amendment
	Competition)	in reference
	The Company shall engage in	to the Ethical
	business activities in	Corporate
	accordance with applicable	Management
	competition laws and	Best Practice
	regulations, and may not fix	principles for
	prices, make rigged bids,	TWSE/GTSM
	establish output restrictions or	Listed
	quotas, or share or divide	Companies
	markets by allocating	and change
	customers, suppliers,	of clause
	territories, or lines of	numbering
	commerce.	
Article 16	(Prevention against Damage to	Amendment
	Stakeholders by Products or	in reference
	Services)	to the Ethical
	In the course of research and	Corporate
	development, procurement,	Management
	manufacture, provision, or sale	Best Practice
	of products and services, the	principles for
	Company and its directors,	TWSE/GTSM
	supervisors, managers,	Listed
	employees, mandataries, and	Companies
	substantial controllers shall	and change
	observe applicable laws and	of clause
	regulations and international	numbering
	standards to ensure the	_
	transparency of information	
	about, and safety of, their	
	products and services. They	
	shall also adopt and publish a	
	policy on the protection of the	
	policy on the protection of the	[

	rights and interests of		
	consumers or other		
	stakeholders, and carry out the		
	policy in their operations, with		
	a view to preventing their		
	products and services from		
	directly or indirectly damaging		
	the rights and interests, health,		
	and safety of consumers or		
	other stakeholders. Where		
	there are sufficient facts to		
	determine that the company's		
	products or services are likely		
	to pose any hazard to the		
	safety and health of consumers		
	or other stakeholders, the		
	company shall, in principle,		
	recall those products or		
	suspend the services		
	immediately.		
Article 1 <u>7</u>	(Organization and	(Organization and	Amendment
	Responsibility)	Responsibility)	in reference
	The <u>directors</u> , <u>supervisors</u> ,	The board of directors of the	to the Ethical
	managers, employees,	Company shall exercise the	Corporate
	mandataries, and substantial	due care of good	Management
	controllers of the Company	administrators to urge the	Best Practice
	shall exercise the due care of	company to prevent unethical	principles for
	good administrators to urge	conduct, always review the	TWSE/GTSM
	the company to prevent	results of the preventive	Listed
	unethical conduct, always	measures and continually	Companies
	review the results of the	make adjustments so as to	and change
	preventive measures and	ensure thorough	of clause
	continually make adjustments	implementation of its ethical	numbering
	so as to ensure thorough	corporate management	
	implementation of its ethical	policies.	
	corporate management	To achieve sound ethical	
	policies.	corporate management, it is	
	To achieve sound ethical	advisable that a dedicated unit	
	corporate management, it is	be responsible for establishing	
	advisable that a dedicated unit	and supervising the	
	be responsible for establishing	implementation of the ethical	

	and supervising the	corporate management	
	implementation of the ethical	policies and prevention	
	corporate management	programs. The dedicated unit	
	policies and prevention	shall report to the board of	
	programs. The dedicated unit	directors on a regular basis.	
	shall report to the board of		
	directors on a regular basis.		
Article 1 <u>8</u>	(Legal Compliance in Business	(Legal Compliance in Business	Amendment
	Operation)	Operation)	in reference
	The Company and its directors,	The Company and its directors,	to the Ethical
	supervisors, managers,	supervisors, managers,	Corporate
	employees, <u>mandataries</u> , and	employees and substantial	Management
	substantial controllers shall	controllers shall comply with	Best Practice
	comply with laws and	laws and regulations and the	principles for
	regulations and the prevention	prevention programs when	TWSE/GTSM
	programs when conducting	conducting business.	Listed
	business.		Companies
			and change
			of clause
			numbering
Article 1 <u>9</u>	(Recusal for Interest)	(Recusal for Interest by	Amendment
	The Company shall adopt	Directors, Supervisors and	in reference
	policies for preventing conflicts	Managers)	to the Ethical
	of interest to identify, monitor,	The Company shall adopt	Corporate
	and manage risks possibly	policies for preventing	Management
	resulting from unethical	conflicts of interest and shall	Best Practice
	conduct, and shall also offer	also offer appropriate means	principles for
	appropriate means for	for directors, supervisors and	TWSE/GTSM
	directors, supervisors,	managers to voluntarily	Listed
	managers, and other	explain whether their interests	Companies
	stakeholders attending or	would potentially conflict with	and change
	present at board meetings to	those of the company.	of clause
	voluntarily explain whether	The directors of the Company	numbering
	their interests would	shall exercise a high level of	
	potentially conflict with those	self-discipline. When a	
	of the company.	proposal at a given board of	
	When a proposal at a given	directors meeting concerns	
	board of directors meeting	the personal interest of, or the	
	concerns the personal interest	interest of the juristic person	
	of, or the interest of the juristic	represented by, any of the	
	0., 0	• • • •	

the directors, supervisors, managers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings. The Company's directors, supervisors, managers, employees, mandataries, and <u>substantial controllers</u> shall not take advantage of their positions or influence in the companies to obtain improper benefits for themselves, their spouses, parents, children or any other person.

concerned person and if his or her participation will prejudice the interest of the company, the concerned person may state his or her opinions and answer questions but may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings. The Company's directors, supervisors and managers shall not take advantage of their positions in the companies to obtain improper benefits for themselves, their spouses, parents, children or any other person.

#### Article 20

(Accounting and Internal Control)
The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical

Control)
The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical

(Accounting and Internal

Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM

conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results. The internal audit unit of the Company shall periodically examine the company's compliance with the foregoing systems and prepare audit reports and submit the same to the board of directors. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary. (Procedure and Guidelines) The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, supervisors, managers, employees,

conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results. The internal audit staff of the Company shall periodically examine the company's compliance with the foregoing systems and prepare audit reports and submit the same to the board of directors.

Listed Companies and change of clause numbering

#### Article 21

mandataries and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:

- 1. Standards for determining whether improper benefits have been offered or accepted.
- 2. Rules for avoiding work-related conflicts of interests and how they should be reported and handled.
- 3. Rules for keeping confidential trade secrets and sensitive business

(Procedure and Guidelines) The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, supervisors, managers, employees, mandataries and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:

- Standards for determining whether improper benefits have been offered or accepted.
- 2. Rules for avoiding work-related conflicts of interests and how they should be reported and handled.
- 3. Rules for keeping confidential trade secrets and sensitive business

Amendment in reference to the Ethical Corporate Management Best Practice principles for TWSE/GTSM Listed Companies and change of clause numbering

information obtained in information obtained in the ordinary course of the ordinary course of business. business. 4. Regulations and 4. Regulations and procedures for dealing procedures for dealing with suppliers, clients and with suppliers, clients and business transaction business transaction counterparties suspected counterparties suspected of unethical conduct. of unethical conduct. 5. Handling procedures for 5. Handling procedures for violations of these violations of these Principles. Principles. 6. Disciplinary measures on 6. Disciplinary measures on offenders. offenders. Article 22 (Educational Training and (Educational Training and Amendment Evaluation) in reference Evaluation) The chairperson, general The Company shall periodically to the Ethical manager, or senior organize training and Corporate management of the Company awareness programs for Management shall communicate the directors, supervisors, **Best Practice** importance of corporate ethics managers, employees and principles for TWSE/GTSM to its directors, employees, and substantial controllers and mandataries on a regular basis. invite the companies' Listed The Company shall periodically commercial transaction Companies organize training and counterparties so they and change awareness programs for understand the companies' of clause directors, managers, resolve to implement ethical numbering employees, mandataries, and corporate management, the substantial controllers and related policies, prevention invite the companies' programs and the commercial transaction consequences of committing counterparties so they unethical conduct. understand the companies' The Company shall apply the resolve to implement ethical policies of ethical corporate corporate management, the management when creating related policies, prevention its employee performance programs and the appraisal system and human resource policies to establish a consequences of committing unethical conduct. clear and effective reward and The Company shall apply the discipline system. policies of ethical corporate management when creating its employee performance

	appraisal system and human		
	resource policies to establish a		
	clear and effective reward and		
	discipline system.		
Article <u>23</u>	(Whistle-Blowing and	(Whistle-Blowing and	Amendment
Article <u>25</u>	Discipline)	Discipline)	in reference
	The Company shall provide a	The Company shall provide a	to the Ethical
	proper whistle-blowing	proper whistle-blowing	Corporate
	channel and shall duly	channel and shall duly	Management
	maintain the confidentiality of	•	Best Practice
	·	maintain the confidentiality of	
	the whistle-blower's identity	the whistle-blower's identity	principles for
	and the content of the	and the content of the	TWSE/GTSM
	reported case.	reported case.	Listed
	The Company adopts and	The Company adopts and	Companies
	publishes a well-defined	publishes a well-defined	and change
	disciplinary and appeal system	disciplinary and appeal system	of clause
	for handling violations of the	for handling violations of the	numbering
	ethical corporate management	ethical corporate management	
	rules, and shall make	rules, and shall make	
	immediate disclosure on the	immediate disclosure on the	
	company's internal website of	company's internal website of	
	the title and name of the	the title and name of the	
	violator, the date and details of	violator, the date and details	
	the violation, and the actions	of the violation, and the	
	taken in response.	actions taken in response.	
	When material misconduct or		
	<u>likelihood of material</u>		
	impairment to the Company		
	comes to its awareness upon		
	investigation, the dedicated		
	personnel or unit handling the		
	whistle-blowing system shall		
	immediately prepare a report		
	and notify the independent		
	directors or supervisors in		
	written form.		
Article <u>24</u>	(Information Disclosure)	(Information Disclosure)	Amendment
	The Company shall disclose the	The Company shall disclose	in reference
	implementation of its ethical	the implementation of its	to the Ethical
	corporate management on its	ethical corporate management	Corporate
	company website, annual	on its company website,	Management

			D 1 D 11
	report, and prospectus.	annual report, and prospectus.	Best Practice
			principles for
			TWSE/GTSM
			Listed
			Companies
			and change
			of clause
			numbering
Article <u>25</u>	(Review and Amendment to	(Review and Amendment to	Amendment
	Ethical Corporate	ethical Corporate	in reference
	Management Policy and	Management Guidelines)	to the Ethical
	Measure)	The Company shall at all times	Corporate
	The Company shall at all times	monitor the development of	Management
	monitor the development of	relevant local and	Best Practice
	relevant local and international	international regulations	principles for
	regulations concerning ethical	concerning ethical corporate	TWSE/GTSM
	corporate management and	management and encourage	Listed
	encourage their directors,	their directors, supervisors,	Companies
	supervisors, managers, and	managers, and employees to	and change
	employees to make	make suggestions, based on	of clause
	suggestions, based on which	which the adopted ethical	numbering
	the adopted ethical corporate	corporate management taken	
	management policies and	will be reviewed and improved	
	measures taken will be	with a view to achieving better	
	reviewed and improved with a	ethical management.	
	view to achieving better		
	implementation of ethical		
	management.		

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

#### Synnex Technology International Corp.

#### Code of Conduct

#### Article 1. Purpose and Scope of Application

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

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

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

#### Article 2. Honesty and Diligence

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

Article 3. Avoidance of Seeking Personal Interest and Prevention of Conflict of Interest Conflict of personal interest exists when a choice must be made between the personal interest (financial or otherwise) of a director, manager or employee and the interest of the Company. A conflict of interest may result in a challenge to the Company's reputation. It is strictly prohibited to place personal gains and interests before the Company's interest. Therefore, all directors, managers and employees have the responsibility to seek the best interest for the Company and to avoid the occurrence of any conflict of interest.

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

immediately discuss it with the audit department of the Company.

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

#### Article 4. Company Opportunities

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

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

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

#### Article 6. Compliance with Laws and Charters

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

#### Article 7. Complaint and Anti-Reprisal Protection Measures

Any one who engages in or learns about any conduct or event in breach of the Code of Conduct or any relevant regulation has the responsibility to file an immediate report with his/her direct supervisor or the audit department of the Company. Whistleblowing may be made on anonymous basis, provided that relevant information should be provided in full in order to facilitate the Company's verification. The Company has established a procedure for submitting accounting, internal control and audit related reports (as well as other information of concern raised by non-executive directors) to the board of

directors. No one will suffer any reprisal or threat due to reporting any suspicious event that may be in violation of the Code or securities exchange regulations or any other illegal event. Any person who suffers any reprisal, threat or warning should file an immediate report to the direct supervisor or th audit department of the Company.

#### Article 8. Imposition of Responsibility

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

#### Article 9. Confidentiality

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

#### Article 10. Waiver and Amendment

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

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

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

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

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

board of directors which shall be convened by the director who has received the most votes at the election of directors, board of directors meetings shall be convened by the Chairman of the Board, who shall preside over the meeting. The convener shall provide notice of subjects to be discussed at the meeting at least 7 days prior to each meeting to all the directors. In case of emergency, a meeting may be convened anytime without regard to the notice requirements stated above. The aforementioned convening or via e-mail or fax. Board of directors which shall be convened by the director who has received the most votes at the election of directors, board of directors meetings shall be convened by the Chairman of the Board. The convener shall provide notice of subjects to be discussed at the meeting at least 7 days prior to each meeting to all the directors and supervisors. Any director can give written statement prior or after the meeting to waive their right in regard to the notice; In case of emergency, a meeting may be convened anytime without regard to the notice requirements stated above. The aforementioned convening notice shall be made in writing or via e-mail or fax. Board of directors meeting may be held within or outside of Taiwan (ROC).	of supervisors and to comply with corporate governance.	board of directors which shall be convened by the director who has received the most votes at the election of directors, board of directors meetings shall be convened by the Chairman of the Board. The convener shall provide notice of subjects to be	board of directors which shall be convened by the director who has received the most votes at the election of directors, board of directors meetings shall be convened by the Chairman of	
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(ROC). via e-mail or fax. Board of directors meeting may be held		aforementioned convening	directors meeting may be held	
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within or outside of Taiwan		directors meeting may be held		
The state of the s		within or outside of Taiwan		
(ROC).		(ROC).		
Article 32 (Deleted). The Supervisor, in addition to Amended in	Amended in	The Supervisor, in addition to	(Deleted).	Article 32
fulfilling duties according to law, response to	response to	fulfilling duties according to law,		
may attend meetings of the the remova	the removal	may attend meetings of the		
<del>board of directors to voice his</del> of supervisor	of supervisor	board of directors to voice his-		
opinions, but cannot participate	<u>,</u>	opinions, but cannot participate		
in a vote.		<del>in a vote.</del>		
Article 37 The Company's fiscal The Company's fiscal Amended in	Amended in	The Company's fiscal	The Company's fiscal	Article 37
year shall be from year shall be from response to	response to	year shall be from	year shall be from	
January 1 <sup>st</sup> to December  January 1 <sup>st</sup> to December 31 <sup>st</sup> of the remova	the removal	January 1 <sup>st</sup> to December 31 <sup>st</sup> of	January 1 <sup>st</sup> to December	
31 <sup>st</sup> of each year. At the end of each year. At the end of every of	of	each year. At the end of every	31 <sup>st</sup> of each year. At the end of	
every fiscal year, the board of fiscal year, the Board of Directors supervisors	rs supervisors.	fiscal year, the Board of Directors	every fiscal year, the board of	
directors shall prepare and shall prepare and cause to be		shall prepare and cause to be	directors shall prepare and	
cause to be made, the following made, the following listed		made, the following listed	cause to be made, the following	
listed reports, and they reports. <del>The reports shall be</del>		reports. <del>The reports shall be</del>	listed reports, and they	
shall be tabled for delivered to the supervisor at		delivered to the supervisor at	shall be tabled for	

approval at the annual least 30 shareholders' meeting: days before the annual shareholders' meeting 1. Business Report; 2. Financial Statements; for examination, after which They shall be tabled for 3. Proposal for distribution of profits, or proposal for approval at the annual deficit compensation. shareholders' meeting: 1. Business Report; 2. Financial Statements; 3. Proposal for distribution of profits, or proposal for deficit compensation. Article 41 This Articles of Incorporation This Articles of Incorporation was To provide was established on September established on September 1, date and number of 1, 1988 by unanimous 1988 by unanimous agreement of the Promoters. It became agreement of the Promoters. times of It became officially effective officially effective after amendment. after submission and receiving submission and receiving approval from competent approval from competent authority; the same shall apply authority; the same shall apply to to any amendments thereafter. any amendments thereafter. 1<sup>st</sup> amendment: September 27, 1<sup>st</sup> amendment: September 27, 1990. 2<sup>nd</sup> amendment: June 18, 1990. 2<sup>nd</sup> amendment: June 18, 1991. 3rd amendment: April 6, 1991. 3rd amendment: April 6, 1992. 4<sup>th</sup> amendment: March 1992. 4th amendment: March 18, 18, 1993. 5<sup>th</sup> amendment: 1993. 5<sup>th</sup> amendment: October October 22, 1993. 6<sup>th</sup> 22, 1993. 6<sup>th</sup> amendment: May amendment: May 11, 1994. 7<sup>th</sup> 11, 1994. 7<sup>th</sup> amendment: May 20, 1995. 8<sup>th</sup> amendment: March amendment: May 20, 1995. 8th 28, 1996. 9<sup>th</sup> amendment: April amendment: March 28, 1996. 9<sup>th</sup> amendment: April 18, 1997. 18, 1997. 10<sup>th</sup> amendment: April 10<sup>th</sup> amendment: April 18, 1997. 18, 1997. 11<sup>th</sup> amendment: May 13, 1998. 12<sup>th</sup> amendment: May 11<sup>th</sup> amendment: May 13, 1998. 12<sup>th</sup> amendment: May 7, 1999. 7, 1999. 13<sup>th</sup> amendment: May 2, 13<sup>th</sup> amendment: May 2, 2000. 2000. 14<sup>th</sup> amendment: May 11, 14<sup>th</sup> amendment: May 11, 2001. 2001. 15<sup>th</sup> amendment: May 21, 15<sup>th</sup> amendment: May 21, 2002. 2002. 16<sup>th</sup> amendment: May 28, 16<sup>th</sup> amendment: May 28, 2003. 2003. 17<sup>th</sup> amendment: June 10, 17<sup>th</sup> amendment: June 10, 2005. 2005. 18<sup>th</sup> amendment: June, 13, 18<sup>th</sup> amendment: June. 13. 2007. 19<sup>th</sup> amendment: June 11, 2007. 19<sup>th</sup> amendment: June 11, 2008. 20<sup>th</sup> amendment: June 17,

2008. 20 <sup>th</sup> amendment: June 17,	2010. 21 <sup>st</sup> amendment: June 10,	
2010. 21 <sup>st</sup> amendment: June 10,	2011. 22 <sup>nd</sup> amendment: June 13,	
2011. 22 <sup>nd</sup> amendment: June 13,	2013. 23 <sup>rd</sup> amendment: June 11,	
2013. 23 <sup>rd</sup> amendment: June 11,	2014.	
2014. 24 <sup>th</sup> amendment: June 12,		
<u>2015.</u>		

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

مادها م	•	Original Article	Donovintin-
Article	Article as Amended	Original Article	Description
No. Article 3	(Definition of terms)	(Definition of terms)	Amended in response
Ai title 5	No amendments from 1 to 6.	7. The term "within one (1) year"	to the establishment
	7. The term "within one (1) year"	as set forth in this Procedure	of the audit
	as set forth in this Procedure	refers to the year preceding the	committee, which
	refers to the year preceding the	date of occurrence of the	replaces the function
	date of occurrence of the	current transaction. Items that	of supervisors,
	current transaction. Items that	have been announced or for	pursuant to the laws
	have been announced or for	which an appraisal report	and regulations.
	which an appraisal report	provided by a professional	and regulations.
	provided by a professional	appraiser or a CPA's opinion	
	appraiser or a CPA's opinion	have been obtained, or items	
	have been obtained, or items	which have been submitted to	
	which have been submitted to	the board of directors for	
	the <u>Audit Committee</u> and the	approval <del>and recognized by the</del>	
	board of directors for approval	<del>supervisors</del> pursuant to the	
	pursuant to the regulations	regulations need not be	
A -11-1- O	need not be counted.	counted.	C
Article 9	(Related Party Transactions)	(Related Party Transactions)	Same as above.
	2. When the Company intends to	2. When the Company intends to	
	acquire or dispose of assets as set	acquire or dispose of assets set as	
	forth in Article 1 herein from a	set forth in Article 1 herein from	
	related party, except in trading of	a related party, except in trading	
	government bonds or bonds	of government bonds or bonds	
	under repurchase and resale	under repurchase and resale	
	agreements, or subscription or	agreements, or subscription or	
	redemption of domestic money	redemption of domestic money	
	market funds, the Company may	market funds, the Company may	
	not proceed to enter into a	not proceed to enter into a	
	transaction contract or make a	transaction contract or make a	
	payment until the following	payment until the following	
	matters have been approved by	matters have been approved by	
	the audit committee and	the board of directors <del>and</del>	
	submitted to the board of	recognized by the supervisors:	
	<u>directors for approval</u> :		
		(1) The purpose, necessity and	
	(1) The purpose, necessity and	anticipated benefit of the	
	anticipated benefit of the	acquisition or disposal of	
	acquisition or disposal of	assets.	
	assets.	(2) The reason for choosing the	
	(2) The reason for choosing the	related party as a trading	

- related party as a trading counterparty.
- (3) With respect to the acquisition of real property from a related party, information regarding the reasonableness of the preliminary transaction terms in accordance with Subparagraphs 1 and 4 of Paragraph 3 of this Article.
- (4) The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship with the company and the related party.
- (5) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract; and evaluation on the necessity of the transaction and reasonableness of the funds utilization.
- (6) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding Article.
- (7) Restrictive covenants and other important stipulations associated with the transaction.
- 3. Evaluation of the reasonableness of the transaction costs
  - (1) When the Company acquires real property from a related party, the reasonableness of the

- counterparty.
- (3) With respect to the acquisition of real property from a related party, information regarding the reasonableness of the preliminary transaction terms in accordance with Subparagraphs 1 and 4 of Paragraph 3 of this Article.
- (4) The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship with the company and the related party.
- (5) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract; and evaluation on the necessity of the transaction and reasonableness of the funds utilization.
- (6) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding Article.
- (7) Restrictive covenants and other important stipulations associated with the transaction.
- 3. Evaluation of the reasonableness of the transaction costs
  - (1) When the Company acquires real property from a related party, the reasonableness of the

- transaction costs shall be evaluated by the following means:
- 1. Based upon the related party's transaction price plus necessary interest on funding and the costs that must be borne by the buyer by law. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
- 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been seventy percent (70%) or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one (1) year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties.
- (2) Where land and structures

- transaction costs shall be evaluated by the following means:
- 1. Based upon the related party's transaction price plus necessary interest on funding and the costs that must be borne by the buyer by law. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
- 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been seventy percent (70%) or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one (1) year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties.
- (2) Where land and structures

- thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with any of the means listed in the preceding paragraph.
- (3) The Company that acquires real property from a related party and appraises the cost of the real property in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article shall also engage a CPA to verify the appraisal and render a specific opinion.
- (4) When the results of the Company's appraisal conducted in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article are uniformly lower than the transaction price, the matter shall be processed in compliance with Subparagraph 5 of Paragraph 3 of this Article. However, under the following circumstances where an objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser as well as from a CPA, this restriction shall not apply:
  - 1. Where the related party acquired undeveloped land

- thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with any of the means listed in the preceding paragraph.
- (3) The Company that acquires real property from a related party and appraises the cost of the real property in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article shall also engage a CPA to verify the appraisal and render a specific opinion.
- (4) When the results of the Company's appraisal conducted in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article are uniformly lower than the transaction price, the matter shall be processed in compliance with Subparagraph 5 of Paragraph 3 of this Article. However, under the following circumstances where an objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser as well as from a CPA, this restriction shall not apply:
  - 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:
- (1) Where undeveloped land is appraised in accordance with the means set forth in Subparagraphs 1 and 2 of Paragraph 3 of this Article, and where the housing structures are valued in excess of the actual transaction price according to the sum of the related party's construction cost and reasonable construction profit. The reasonable construction profit referred herein shall mean the average gross operating profit margin of the related party's construction division over the most recent three (3) years or the most recent gross profit margin for the construction industry as announced by the Ministry of Finance, whichever is lower.
- (2) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market

- or leased land for development, it may submit proof of compliance with one of the following conditions:
- (1) Where undeveloped land is appraised in accordance with the means set forth in Subparagraphs 1 and 2 of Paragraph 3 of this Article, and where the housing structures are valued in excess of the actual transaction price according to the sum of the related party's construction cost and reasonable construction profit. The reasonable construction profit referred herein shall mean the average gross operating profit margin of the related party's construction division over the most recent three (3) years or the most recent gross profit margin for the construction industry as announced by the Ministry of Finance, whichever is lower.
- (2) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.

- practices.
- (3) Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.
- 2. Where the Company acquiring real property from a related party provides evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions for neighboring parcels of land mentioned above in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters, or parcels that are close in value based on publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than fifty percent (50%) of the property in the planned transaction. The term, "within the
- (3) Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.
- 2. Where the Company acquiring real property from a related party provides evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions for neighboring parcels of land mentioned above in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels that are close in value based on publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than fifty percent (50%) of the property in the planned transaction. The term, "within the preceding year"

- preceding year" mentioned above, refers to the year preceding the date of occurrence of the acquisition of the real property.
- (5) Where the Company acquires real property from a related party and the results of appraisals conducted in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article are uniformly lower than the transaction price, the following steps shall be taken.
  - 1. A special reserve shall be set aside in accordance with Paragraph 1 of Article 41 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, which may not be distributed or used for capital increase or issuance of bonus shares.
  - 2. The <u>audit committee</u> shall comply with Article 218 of the Company Act.
  - 3. Actions taken pursuant to Point 1 and Point 2 above shall be reported to the shareholders meeting, and the details of the transaction shall be disclosed in the annual report and the investment prospectus.

Where the Company has set aside a special reserve as set forth above, the Company may not utilize the special reserve until it has

- mentioned above, refers to the year preceding the date of occurrence of the acquisition of the real property.
- (5) Where the Company acquires real property from a related party and the results of appraisals conducted in accordance with Subparagraphs 1 and 2 of Paragraph 3 of this Article are uniformly lower than the transaction price, the following steps shall be taken.
  - 1. A special reserve shall be set aside in accordance with Paragraph 1 of Article 41of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, which may not be distributed or used for capital increase or issuance of bonus shares.
  - 2. The supervisors shall comply with Article 218 of the Company Act.
  - 3. Actions taken pursuant to Point 1 and Point 2 above shall be reported to the shareholders meeting, and the details of the transaction shall be disclosed in the annual report and the investment prospectus.

Where the Company has set aside a special reserve as set forth above, the Company may not utilize the special reserve until it has recognized a loss on decline

	recognized a loss on decline	in market value of the assets	
	in market value of the assets	it purchased at a premium, or	
	it purchased at a premium, or	they have been disposed of,	
	they have been disposed of,	or adequate compensation	
	or adequate compensation	has been made, or the status	
	has been made, or the status	quo ante has been restored,	
	quo ante has been restored,	or there is other evidence	
	or there is other evidence	confirming that there was	
	confirming that there was	nothing unreasonable about	
	nothing unreasonable about	the transaction, and with	
	the transaction, and with	consent of the competent	
	consent of the competent	authority.	
	authority.	,	
Article 15	(Objection of directors)	(Objection of directors)	Same as above.
	Where the Company's acquisition	Where the Company's acquisition	
	or disposal of assets pursuant to	or disposal of assets pursuant to	
	this Procedure or other laws and	this Procedure or other laws and	
	regulations requires the approval	regulations requires the approval	
	of the board of directors, in the	of the board of directors, in the	
	event of any objections from any	event of any objections from any	
	director which is recorded or is	director which is recorded or is	
	expressed in writing, the	expressed in writing, the	
	Company shall submit such	Company shall submit such	
	objection to the <u>audit committee</u> .	objection to <del>each supervisor</del> .	
Article 18	(Implementation and	(Implementation and	Same as above.
	Amendment)	Amendment)	
	With consent of the audit	Upon approval by the board of	
	committee and upon approval by	directors, this Procedures, and	
	the board of directors, this	any amendments hereto, shall be	
	Procedures, and any	notified to e <del>ach supervisor</del> and	
	amendments hereto, shall be	submitted to shareholders'	
	submitted to the shareholders'	meeting for approval. In the	
	meeting for approval. In the	event of any objections from any	
	event of any objections from any	director which is recorded or	
	director which is recorded or	expressed in writing, the	
	expressed in writing, the	Company shall submit such	
	Company shall submit such	objection to <del>each supervisor</del> .	
	objection to the <u>audit committee</u> .		
Article 19	(Date of Amendment)	(Date of Amendment)	To specify the date of
	The Procedure is amended on	The Procedure is amended on	amendment
	June 12, 2015.	<del>June 11, 201</del> 4.	

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

A ii l N					
Article No.	Article as Amended	Original Article	Reason for		
	(= 6)	(=	Amendment		
Article 5	(Duration of loans and calculation	(Duration of loans and calculation	Amended in		
	of interest)	of interest)	accordance		
	1. The duration of each loan shall	1. The duration of each loan shall	with relevant		
	be <u>limited to one (1) year</u> .	be in principle no more than	laws and		
		one (1) year. In the event of any	regulations.		
		business need or special			
		circumstance, the duration of			
		the loan shall be extended			
		based on actual conditions			
		upon approval by the board of			
		directors.			
Article 8	(Directions for making loans to	(Directions for making loans to	In response		
	others)	others)	to the		
	1. The Company shall prepare a	1. The Company shall prepare a	establishment		
	record for its loan activities and	record for its loan activities and	of the audit		
	truthfully record the following	truthfully record the following	committee,		
	information: borrower, amount,	information: borrower, amount,	amended by		
	date of approval by the board of	date of approval by the board of	relevant laws		
	directors, lending/borrowing	directors, lending/borrowing	and		
	date, and matters to be carefully	date, and matters to be carefully	regulations.		
	evaluated.	evaluated.	_		
	2. The internal auditors of the	2. The internal auditors of the			
	Company shall audit the	Company shall audit the			
	Operational Procedures for Loan	Operational Procedures for Loan			
	Extension to Others and the	Extension to Others and the			
	implementation thereof no less	implementation thereof no less			
	frequently than quarterly and	frequently than quarterly and			
	prepare written records	prepare written records			
	accordingly. They shall promptly	accordingly. They shall promptly			
	notify the <u>audit committee</u> in	notify <del>all the supervisors</del> in			
	writing of any material violation	writing of any material violation			
	found.	found.			
	3. If, as a result of a change in	3. If, as a result of a change in			
	circumstances, an entity for	circumstances, an entity for			
	which an	which an			
	endorsement/guarantee is	endorsement/guarantee is			
	made does not meet the	made does not meet the			
	requirements of the Procedures	requirements of the Procedures			

- or the loan balance exceeds the limit, a rectification plan shall be prepared and submitted to the <u>audit committee</u>, and such rectification shall be completed according to the timeframe set out in the plan.
- 4. The Company shall evaluate the status of its loans of funds and reserve sufficient allowance for bad debts. The Company shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.
- or the loan balance exceeds the limit, a rectification plan shall be prepared and submitted to all-the supervisors, and such rectification shall be completed according to the timeframe set out in the plan.
- 4. The Company shall evaluate the status of its loans of funds and reserve sufficient allowance for bad debts. The Company shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.

#### Article 13

(Implementation and amendment) With consent of the audit committee and approval by the board of directors, the Procedures shall be implemented upon approval by the shareholders' meeting. In the event of any objections from any directors which is recorded or expressed in writing, the Company shall submit such objections to the audit committee as well as the shareholders' meeting for discussion. The same shall apply to any amendments to the Procedures.

When submitting to the board of directors the Operational Procedures for Loaning Funds to Others for deliberation pursuant to the preceding paragraph, the opinions of each independent director shall be taken into full consideration. Any assenting opinion or specific objections and reasons for objections from independent directors shall be

(Implementation and amendment)
Upon approval by the board of
directors and notification to each
supervisor, the Procedures shall be
implemented upon approval by
the shareholders' meeting. In the
event of any objections from any
directors which is recorded or
expressed in writing, the Company
shall submit such objections to
each supervisor as well as to the
shareholders' meeting for
discussion. The same shall apply to
any amendments to the
Procedures.

Where a public company has established the position of independent director, when it loans funds to others, the opinions of each independent director shall be taken into full consideration. Any assenting opinion or specific objections and reasons for objections from independent directors shall be included in the minutes of the board of directors' meeting.

In response to the establishment of the audit committee, amended by relevant laws and regulations.

	included in the minutes of the board of directors' meeting.		
Article 14	(Date of Amendment)	(Date of Amendment)	To specify the
	This Procedure is amended on	This Procedure is amended on	date of
	<u>June 12, 2015</u> .	June 11, 2014.	amendment.

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

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

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

#### SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION

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

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

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

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

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

Article 20	passed through a vote.  The Rules, and every amendment thereafter, shall come into effect after approval through shareholders' meeting.	d every thereafter, shall fect after approval eholders' meeting.  The Rules, and every amendment thereafter, shall come into effect after approval through	To provide date and number of times of
	The first amendment was approved during the regular shareholders' meeting held on June 12, 2015.	shareholders' meeting.	amendment.

#### SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION

#### **Comparison Table for Amendments of the Rules for Election of Directors**

Article No.	Article as Amended	Original Article	Reason for
ALLICIE INU.	ALLICIE AS ATTICITUEU	Original Alticle	Amendment
Name of	Rules for Election of	Rules for Election of	Amended in
Rules	Directors	Directors and Supervisors	
		22222 3.18 28 20 21 210010	response to the
			establishment
			of the audit
			committee,
			which replaces
			the function of
			supervisors,
			pursuant to the
			laws and
			regulations.
			_
Article 1	Except as otherwise	Except as otherwise	Amended as
	provided by <u>laws and</u>	provided by law and the	actually
	regulations or by the	Company Act or by the	required.
	Company's articles of	Company's articles of	
	incorporation, elections of	incorporation, elections of	
	directors shall be conducted	directors <del>and supervisors</del>	
	in accordance with this	shall be conducted in	
	Rules.	accordance with this Rules.	
Article 2	Elections of directors of the	For the elections of directors	Amended
	Company shall be conducted	and supervisors of the	to reflect the
	in accordance with the	Company, each share will	actual 
	candidate nomination	have voting rights in number	nomination
	system and procedures as	equal to the number of	system and
	provided by the Company Act. Shareholders shall elect	people to be elected and may be cast for a single	voting method, as required by
	directors from among the	candidate or <del>divided</del> among	the laws and
	nominees listed in the roster	multiple candidates.	regulations
	of director candidates. The	manapic candidates.	. cpaidtions
	single-candidate cumulative		
	voting method shall be		
	adopted.		
	Each share will have voting		
	rights in number equal to		
	the number of people to be		
	elected, and may be cast for		
	a single candidate or split		

	among multiple candidates.		
Article 3	Directors of the Company	Directors and supervisors of	Amended to
Ai ticle 3	shall be elected by	the Company shall be	refine the
	shareholders' meeting from	elected with those receiving	wording and to
	persons with capacity to	ballots representing the	make the
		highest numbers of voting	election
	undertake juridical acts. In accordance with the number	rights being elected	process clearer
		sequentially according to	and more
	of directors as specified in	, ,	
	the Company's articles of	their respective numbers of votes. If two or more	comprehensive.
	incorporation and based on		
	the voting results provided	persons receive the same	
	by the electronic voting	number of votes, thus	
	platform as well as the	exceeding the specified	
	voting results from the	number of positions, they	
	shareholders' meeting,	should be put to the vote	
	those receiving ballots	again on-site to determine	
	representing the highest	who will be elected.	
	numbers of voting rights will	Those being elected as	
	be elected sequentially as	director and supervisor at	
	non-independent directors	the same time in accordance	
	and independent directors	with the preceding	
	respectively. If two or more	paragraph shall determine	
	persons receive the same	for himself whether to serve	
	number of votes, thus	as director or supervisor.	
	exceeding the specified		
	number of positions, they		
	shall draw lots to determine		
	the winner, with the chair		
	drawing lots on behalf of		
	any person not in		
	attendance.		
Article 4	The ballots shall be printed	The ballots shall be printed	Amended to
	and distributed by the	and distributed by the	make the
	Company and numbered	Company and numbered	election
	according to attendance	according to the attendance	process clearer
	card number, with the	card number, with the	and more
	number of entitled votes	number of entitled <del>shares</del>	comprehensive.
	filled in. No ballots will be	filled in.	
	printed and distributed to		
	those exercising their voting		
A 7	rights electronically.	IC d'day '	A 1 1
Article 7	If a candidate is a	If a candidate is a	Amended
	shareholder, a voter must	shareholder, a voter must	pursuant to the
	enter the candidate's account		laws and
	name and shareholder	account name and shareholder account number	regulations and to make the
	account number in the		

"candidate" column of the in the "candidate" column of election ballot; for a non-shareholder, the ballot; for a process clearer the voter shall enter the non-shareholder, the voter and more candidate's full name and shall enter the candidate's comprehensive. identity card number/unified full name and personal business number. However, identification when the candidate is an number/unified business institutional shareholder, the number. However, when the name of the institutional candidate is an institutional shareholder shall be entered shareholder, the name of the institutional shareholder in the column for the shall be entered in the candidate's account name in the ballot paper, or both the column for the candidate's name of the institutional account name in the ballot shareholder and the name of paper, or both the name of the institutional shareholder its representative may be entered. When there are and the name of its multiple representatives, the representative may be names of each respective entered. When there are representative shall be multiple representatives, the entered. names of each respective For the election of directors, representative shall be independent and entered. non-independent directors shall be voted at the same time with the numbers elected calculated separately. A ballot is invalid under any A ballot is invalid under any Amended to one of the following one of the following make it more circumstances: comprehensive. circumstances: 1. The ballot was not cast 1. The ballot was not cast into the ballot box. into the ballot box. 2. The ballot was not made 2. The ballot was not made in accordance with the in accordance with the provisions of the Rules. provisions of the Rules. 3. The ballot was left blank 3. The ballot was left blank by the voter. by the voter. 4. The candidate whose 4. The candidate whose name is entered in the ballot name is entered in the ballot is a shareholder, but the is a shareholder, but the candidate's account name candidate's account name does not conform with that does not conform with that given in the shareholder given in the shareholder register, or the candidate register, or the candidate whose name is entered in whose name is entered in

the ballot is a

Article 8

the ballot is a

	non-shareholder, and the	non-shareholder, and the	
	candidate's name and	candidate's name and	
	identity card	identity card	
	number/unified business	number/unified business	
	number do not match upon	number do not match upon	
	verification.	verification.	
	5. Ballot contains other	5. Ballot contains other	
	words or marks or other	words or marks or other	
	unknown markings along	unknown markings along	
	with the candidate's account	with the candidate's	
	name or shareholder	account name or	
	account number (or identity	shareholder account	
	card number).	number (or identity card	
	6. Ballot with unclear	number/unified business	
	writings that cannot be	number).	
	deciphered.	6. Ballot with unclear	
	7. Any of the candidate's	writings that cannot be	
	account name (name),	deciphered.	
	account number (identity	7. Any of the candidate's	
	card number/unified	account name (name),	
	business number) that has	account number (identity	
	been entered in the ballot	card number/unified	
	has been erased and	business number) that has	
	altered.	been entered in the ballot	
	8. Ballot without the	has been erased and	
	candidate's account name	altered.	
	(name) or shareholder	8. The name of the	
	account number (unified	candidate entered in the	
	business number) filled in.	ballot is identical to that	
	9. Two or more candidates	given in the shareholder	
	are entered on the same	register, but no shareholder	
	ballot.	account number is provided	
		in the ballot for	
		identification.	
Article 10	<u>Deleted</u>	The Company shall issue	Amended as
		notification to the directors	actually
		and supervisors who have-	required.
		<del>been elected.</del>	
Article 11	The Rules, and any	The Rules, and any	To provide date
	amendments hereto, shall	amendments hereto, shall	and number of
	be implemented after	be implemented after	times of
	approval by shareholders'	approval by a shareholders	amendment.
	meeting. <u>The first</u>	meeting.	
	amendment was approved		
	by shareholders' meeting on		
	May 2, 2000. The second		

amendment was approved	
by shareholders' meeting on	
May 21, 2002. The third	
amendment was approved	
by shareholders' meeting on	
June 12, 2015.	

		Director candidates	
Director	Current	Major experience and	Services concurrently with the
	shareholding	eduction	company and other company
	(Unit : share)		
Miau	30,417,147	Chairman of Mitac Inc.	Chairman of Synnex Technology
Feng-Chiang	33,127,217	Chairman of Mitac	International Corp.
		International Corp.	Chairman of Matic Inc.
		Chairman of Lien Hwa	Chairman of Matic International
		Industrial Corp.	Corp.
		President of Union	Chairman of Lien Hwa Industrial
		petrochemical Corp.	Corp.
		Santa Clara University MBA	Director of MiTAC Computing
		UC Berkeley, EECS, BSA	Technology Corp.
			Chairman of Lien Hwa Industrial
			Corp.
			Chairman of UPC Technology
			Corporation.
			Director of Getac Technology Corp.
			Director of Winbond Electronics
			Corp.
			Director of Taitac Chemical Co., Ltd.
			Director of BOC Lienhwa Industrial
			Gases Co., Ltd.
			Director of MiTAC Information
			Technology Corp.
			Chairman of Mitac Holdings Corp.
			Director of SYNNEX Corp.
Tu Shu-Wu	34,434,649	President of Micro	President of Synnex Technology
	, ,	Electronics Corp.	International Corp.
		Vice-president of Mitac	Chairman of Seper Marketing Corp.
		Inc.	Director of Digitimes Inc.
		Electrical and control	Director of Harbinger Venture
		engineering degree,	Capital Corp.
		National Chiao Tung	Director of Bestcom Infotech Corp.
		University	Supervisor of Mitac Inc.
			Supervisor of Mitac Information
			Technology Corp.
Mitac Inc.	216,381,957	Investment special	Supervisor of Synnex Technology
Representative		assistant of chairman,	International Corp.
Chou		Mitac Inc.	Supervisor of Waffer Technology
The-Chien		Rutgers, The State	Corp.
		University of New Jersey,	Supervisor of Innopharmax, Inc.
		PHD in engineering	Director of MiTAC Inc.
			Director of National Aerospace
			Fasteners Corp.
			Supervisor of Getac Technology
			Corp.
			Chairman of Tong Da Investment
			Corp.
Mitac Inc.	216,381,957	Special assistant of	Supervisor of Synnex Technology
Representative		chairman in Mitac Inc.	International Crop.

Yang		CFO of MiTAC	Supervisor of Harbinger Venture
•			1 -
Hsiang-Yun		International Corp.	Capital Corp.
		National Taiwan	Supervisor of Mitac Information
		University ,MBA	Technology Corp.
			Director of Tai Lian Investment Corp.
			Director of Tong Da Investment
			Corp.
			Supervisor of Claridy Solutions, Inc.
			Supervisor of Mitac Inc.
			Chairman of Lien Yuan Investment
			Corp.
			Director of Color food Corp.
Way, Yung-Do	0	MBA, University of	Independent Director of Synnex
		Georgia, GA, USA	Technology International Corp.
		CEO Emeritus, Deloitte &	Chairman of Yong Qin Xing ye Co.,
		Touche, Taiwan	Ltd.
		Certified Public Account	Independent Director of Apex
		R.O.C	Biotechnology Corp.
		Certified Public Account	Director of Vanguard International
		Georgia USA	Semiconductor Corp.
			Independent Director of Taiwan
			Cement Co., Ltd.
			Director of Wangsteak Corp.
			Independent Director of Far Eastern
			Department stores Corp.
			Director of Mitac holdings Corp.
Chang, An-Ping	0	Master's Degree in	Independent Director of Synnex
		business Administration	Technology International Corp.
		from New York University,	Vice Chairman of Chia Hsin Cement
		U.S.A.	Corp.
		Advanced Professional	Director of Taiwan Cement Co., Ltd
		Certificate in Institute of	Director of China Synthetic Rubber
		Business Administration of	Co., Ltd.
		New York University	Director of Taiwan Prosperity
		,	Chemical Corp.
			Chairman of Chia Hsin Foundation
			Director of Taiwan Stock Exchange
			Corp.
			Director of Cheng Hsin General
			Hospital
			Director of cement manufacturing
			Co. Ltd. Hongkong
			CEO of L' Hotel de Chine Group
Chiao, Yu-	0	Chairman of Walsin Lihwa	Independent Director of Synnex
Cheng		Corp.	Technology International Corp.
Silering		Master of Electrical	CEO & Chairman of Winbond
		Engineering, University of	Electronics Corp.
		Washington	Chairman of NUVOTON Co., Ltd.
		vvasimigion	Independent Director of Taiwan
			Cement Co., Ltd.
			Supervisor of Mitac Investment
			Holdings Co., Ltd.
			Director of Walsin Technology Corp.

Director of Song Yong Investment
Corp.
Director of Techdesign Corp.