

Schedule 3

Part II

**Certification and Agreement of Persons acquiring Rule 144A GDRs upon Deposit of Shares
pursuant to Condition 1 of the GDRs and either Clause 3B or Clause 5 of the Deposit Agreement** [Date]

Citibank, N.A., as Depositary
111 Wall Street
5th Floor
New York, New York 10043

Dear Sirs,

SYNNEX TECHNOLOGY INTERNATIONAL CORPORATION

Reference is hereby made to the Deposit Agreement, dated •, 1997 (the "Deposit Agreement"), between Synnex Technology International Corporation (the "Company") and Citibank, N.A., as Depositary with respect to Global Depositary Receipts ("GDRs") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares and issuance of Rule 144A Global Depositary Receipts pursuant to Condition 1 and either Clause 3B or Clause 5 of the Deposit Agreement.
2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the Rule 144A GDRs, certificates evidencing Rule 144A GDRs and the Shares represented thereby have not been and will not be registered under the Securities Act.
3. We certify that we are not an affiliate (as used in Rule 144 of the Securities Act) of the Company or a person acting on behalf of the Company or any affiliate thereof, and
 - (A) We are a qualified institutional buyer as defined in Rule 144A under the Securities Act ("QIB"), and at the time of issuance of the GDRs referred to above, we (or one or more QIBs for whose account we are acting) will be the beneficial owner of such GDRs; or
 - (B) We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it is a QIB and either (i) at the time of issuance of the GDRs referred to above, it will be the beneficial owner of such GDRs, or (ii) it is acting for the account of a QIB that, at the time of issuance of the GDRs referred to above, will be the beneficial owner of such GDRs.
4. We agree (or if we are acting for the account of another person, such person has confirmed to us that, as the beneficial owner of the Rule 144A GDRs, it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Rule 144A GDRs, the certificates evidencing the Rule 144A GDRs or the Shares represented thereby except (i) in accordance with Rule 144A to a person whom we and any person acting on our behalf (or it and anyone acting on its behalf) reasonably believes is a QIB purchasing for its own account or for the account of a QIB, (ii) in a transaction in accordance with Regulation S under the Securities Act, or (iii) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available), in each case in accordance with any applicable securities laws of any State of the United States.

Terms used in this certificate shall be construed in accordance with applicable United States Federal securities laws.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____

Title: _____