

Acter Co., Ltd.



2015 Annual General Shareholders' Meeting Minutes

Time and Date : 09:00 a.m on Thursday, 28 May, 2015

Place : 33F, No.787, Jhongming S. Rd., Taichung, Taiwan (Acter's office meeting room)

Total outstanding Acter shares : 46,615,819 shares

Total shares represented by shareholders present in person or by proxy : 24,434,411 shares

Percentage of shares held by shareholders present in person or by proxy : 52.42%

Chairman : Liang, Chin-Li

Recorder : Huang, Tzu-Yen

Attendee : Yang, Jung-Tang , Director

Hu, Tai-Tsen , Director

Hsu, Chung-Cheng, Director

Wu, Pi-Huei, Supervisor

Yeh, Hui-Hsin, Independent Supersivor

Yang, Qian, Remuneration Committee Members

- 1. Call the Meeting to Order** : The aggregate shareholders of shareholders present in person or by proxy constituted a quorum. The chairman called the meeting to order.
- 2. Chairman Address** : (omitted)
- 3. Management Presentations**

Report No. 1 : 2014 Business Report. (proposed by the Board of Directors)

Explanation : The 2014 Business Report is attached as Attachment 1 and Attachment 2.

Report No. 2 : Supervisor's Review Report of the 2014 Financial Statements.
(proposed by the Board of Directors)

Explanation : The 2014 Supervisor's Review Report is attached as Attachment 3.

4. Proposals

Proposal No. 1 : Adoption of the 2014 Business Report and Financial Statements.
(proposed by the Board of Directors)

Explanation :

- (1) Acter Company's Financial Statements, including the balance sheet, statement of comprehensive income, statement of change in equity, and statement of cash flows, were audited by independent auditors, Wu, Whe-Land CPA and Chang, Tzu-Hsin CPA of KPMG Firm. Also Business Report and Financial Statements have been approved by the Board held on Feb. 26, 2015 and examined by the supervisors of Acter Company.
- (2) The 2014 Business Report, independent auditors' report, and the above-mentioned Financial Statements are attached as Attachment 1 and Attachment 2.

Voting Results : 24,412,411 sharers were represent at the time of voting; 24,382,411 shares were voted for the proposal ; 0 shares were voted against the proposal ; 0 shares were voted invalid ; 30,000 shares were voted abstained ; Shares voted for the proposal represented 99.88% of the total represented shares present at the time of voting.

Resolved : The above proposal be and hereby was apporved as proposed.

Proposal No. 2 : Adoption of the Proposal for Distribution of 2014 Profits. (proposed by the Board of Directors)

Explanation :

- (1) Please refer to the 2014 Profit Distribution Table as follows.

Acter Co., Ltd.
PROFIT DISTRIBUTION TABLE
Year 2014

Unit : NTD

Beginning retained earnings	667,373,555
Add: net profit after tax	94,830,617
Less: Defined benefit plans	3,068,735
Less: 10% legal reserve (2014)	9,483,062
Distributable net profit	749,652,375
Distributable items:	
Cash Dividend to shareholders(2 per share)	93,231,638
Stock Dividend to shareholders (0 per share)	0
Unappropriated retained earnings	656,420,737
Notes:	
Employee bonus sharing 3,457,308(According to the Articles of Association the employee bonus in the amount not less than 2%)	
Compensation of directors and supervisors1,707,313 (According to the Articles of Association the director and supervisor remuneration in the amount not exceeding 3%)	

(2) When distributing cash dividends, the total amount paid to each shareholder shall be in whole NT dollars and any fractional amount less than one NT dollar shall be rounded up to the next NT dollar. The resulting difference shall be recognized as a Company expense.

(3) Upon the approval of the Annual Meeting of Shareholders, it is proposed that the Board of Directors be authorized to determine the ex-dividend date, ex-rights date, and other relevant issues.

Voting Results : 24,412,411 sharers were represent at the time of voting; 24,382,411 shares were voted for the proposal ; 0 shares were voted against the proposal ; 0 shares were voted invalid ; 30,000 shares were voted abstained ; Shares voted for the proposal represented 99.88% of the total represented shares present at the time of voting.

Resolved : The above proposal be and hereby was apporved as proposed.

Proposal No. 3 : Adoption of waiving the right to subscription in 2014 capital increase by cash of Nova Technology Corp. (proposed by the Board of Directors)

Explanation : The company promised at the time of listing application that it might not give up its rights during capital increase efforts of its subsidiary Nova Technology Corp. in the coming years. However, when Nova Technology Corp. issued 1,901,000 shares of capital increase by cash in July 2014 for the purposes of expending company's business and strengthening business development, except for the 10.57% of shares kept as required under Article 267 of the Company Act, a total of 201,000 shares would be open for subscription by employees. The remainder 1,700,000 shares were given up by the company and subscribed by the strategic partner, Solar Technology Inc. The abstention of shares available for subscription upon capital increase by cash was applied for it by the GreTai Securities Market on June 4, 2014 and was approved through GSM Letter No. 1030014353 on June 17, 2014.

Voting Results : 24,412,411 sharers were represent at the time of voting; 23,479,411 shares were voted for the proposal ; 903,000 shares were voted against the proposal ; 0 shares were voted invalid ; 30,000 shares were voted abstained ; Shares voted for the proposal represented 96.18% of the total represented shares present at the time of voting.

Resolved : The above proposal be and hereby was apporved as proposed.

5. Discussion and Elections

Proposal No. 1 : Discussion on the proposal to amend"Articles of Incorporation".
(proposed by the Board of Directors)

Explanation :

(1) In order to conform to related commercial laws and establish an audit committee instead of supervisors, the company hereby proposes to amend "Articles of Incorporation".

(2) Please refer to Attachment 4 for details.

Voting Results : 24,412,411 sharers were represent at the time of voting; 24,409,411 shares were voted for the proposal ; 0 shares were voted against the proposal ; 0 shares were voted invalid ; 3,000 shares were voted abstained ; Shares voted for the proposal represented 99.99% of the total represented shares present at the time of voting.

Resolved : The above proposal be and hereby was apporved as proposed.

Proposal No. 2 : Discussion on the proposal to amend "Rules of Procedure for Shareholder Meetings". (proposed by the Board of Directors)

Explanation :

(1) In order to conform to the amendments of related commercial laws and establish an audit committee instead of supervisors, the company hereby proposes to amend "Rules of Procedure for Shareholder Meetings".

(2) Please refer to Attachment 5 for details.

Voting Results : 24,412,411 sharers were represent at the time of voting; 24,405,411 shares were voted for the proposal ; 0 shares were voted against the proposal ; 4,000 shares were voted invalid ; 3,000 shares were voted abstained ; Shares voted for the proposal represented 99.97% of the total represented shares present at the time of voting.

Resolved : The above proposal be and hereby was apporved as proposed.

Proposal No. 3 : Discussion on the proposal to amend "Procedure for Acquisition or Disposal of Assets" 、 "Endorsement and Guarantee Procedure" and "Procedures for Loaning of Company Funds". (proposed by

the Board of Directors)

Explanation :

- (1) In order to conform to the needs of business development and establish an audit committee instead of supervisors, the company hereby proposes to amend "Procedure for Acquisition or Disposal of Assets" 、 "Endorsement and Guarantee Procedure" and "Procedures for Loaning of Company Funds".
- (2) Please refer to Attachment 6~8 for details.

Voting Results : 24,412,411 sharers were represent at the time of voting; 24,405,411 shares were voted for the proposal ; 0 shares were voted against the proposal ; 0 shares were voted invalid ; 7,000 shares were voted abstained ; Shares voted for the proposal represented 99.97% of the total represented shares present at the time of voting.

Resolved : The above proposal be and hereby was apporved as proposed.

Proposal No. 4 : Discussion on the proposal to amend "Procedures for Election of Directors and Supervisors". (proposed by the Board of Directors)

Explanation :

- (1) In order to conform to the amendments of related commercial laws and establish an audit committee instead of supervisors, the company hereby proposes to amend " Procedures for Election of Directors and Supervisors".
- (2) Please refer to Attachment 9 for details.

Voting Results : 24,412,411 sharers were represent at the time of voting; 24,409,411 shares were voted for the proposal ; 0 shares were voted against the proposal ; 0 shares were voted invalid ; 3,000 shares were voted abstained ; Shares voted for the proposal represented 99.99% of the total represented shares present at the time of voting.

Resolved : The above proposal be and hereby was apporved as proposed.

Proposal No. 5 : Concerning about establishing presence overseas and human resources benefits, the company proposes to offer to buy within 15% shares of directly or indirectly reinvestment companies by high-performance employees. (proposed by the Board of Directors)

Explanation :

- (1) The company promised at the time of listing application that it would not give up direct or indirect holding of shares in reinvestments upon capital increase efforts in coming years. In order to establish presence overseas and to fulfill the needs of talent recruitment, retention, and incentives, consolidation of employee solidarity and for the take of creating maximum interests for shareholders, however, shares of Nova Technology Corp., Her Suo Eng., Co., Ltd., Sheng Huei (Suzhou) Engineering Co., Ltd., Sheng Huei (Shenzhen) Engineering Co., Ltd., Winmax Technology Corp., Nova Technology Singapore Pte., Ltd., and Sheng Huei Engineering Technology Co., Ltd. that the company holds within 15% will be transferred to be held by high-performance employees. If employees want to sell the shares they hold, the original shareholders or other employees have the right of first refusal.
- (2) The application form was submitted to GreTai Securities Market on December 15, 2014 and was approved through GSM Letter No. 1030034526 dated December 22, 2014.

Voting Results : 24,412,411 sharers were represent at the time of voting; 23,479,411 shares were voted for the proposal ; 903,000 shares were voted against the proposal ; 0 shares were voted invalid ; 30,000 shares were voted abstained ; Shares voted for the proposal represented 96.18% of the total represented shares present at the time of voting.

Resolved : The above proposal be and hereby was apporved as proposed.

Proposal No. 6 : Discussion of the listing plan of the company's subsidiary Nova Technology Corp. In order to meet the requirements of applicable laws and regulations, we intend to have the shareholders authorize through the meeting that the Board of Directors may handle related capital increase by cash and release of shares within one year for the subsidiary. (proposed by the Board of Directors)

Explanation :

(1) In order to help with the operation and development of the subsidiary Nova Technology Corp. and help attract and retain required professional talent, listing of stock will be sought for Nova Technology Corp. in the future. As required under Article 3 Subparagraph 5 of the Taipei Exchange Supplemental Rules Governing Applications by Group Enterprises for TPEX Listing of Stock, the shares held by the company and all of its subsidiaries and affiliates may not exceed 70% of the total shares issued by Nova Technology Corp. Capital increase by cash and release of shares for Nova Technology Corp. will be conducted as follows:

A. The price per share in each capital increase by cash effort organized by Nova Technology Corp. in the future may not be lower than the net value per share as is shown in the most recently inspected and signed-off financial report of the company. In addition, among the shares issued as a result of the capital increase by cash , except for 10% to 15% that should be retained for subscription by the company's employees according to law, the number of shares that may be subscribed by the company pro rata will be given up and will be prioritized for subscription by all shareholders of the company pro rata to the holding ratio as indicated in the shareholders' roster as of the most recent book closure date. Shares to be subscribed yet given up by shareholders or

fractional shares will consistently be handled by the Chairman upon authorization by the Board of Directors of Nova Technology Corp.; the Chairman will approach specific persons for possible subscriptions. The total number of shares available for subscription by the company's shareholders will be calculated by their respective holding ratios as is shown in the shareholders' roster on the baseline date for capital increase by cash of Nova Technology Corp.; all shareholders will receive a payment notification sent by the company. We intend to let the shareholders authorize through the meeting that the company's Board of Directors may take charge of handling prioritized subscription by the whole shareholders of the company and other matters with regard to shares given up during Nova Technology Corp.'s capital increase by case in order to reduce the options toward Nova Technology Corp.

- B. In order to meet the criterion for diverging listed options, the company may release shares at a price with reference to the contemporary operation, profitability, and capital market status of Nova Technology Corp. and appraised by a third party. All shareholders of the company are entitled to subscribe the shares according to their holding ratio as is shown in the shareholders' roster as of the most recent book closure date or strategic or financial investors to the advantages of the future operation and development of Nova Technology Corp.
- C. After the company completes the capital increase by cash and release of shares as indicated above, its holding ratio of Nova Technology Corp. may not be lower than 51%.

Voting Results : 24,412,411 sharers were represent at the time of voting; 24,409,411 shares were voted for the proposal ; 0 shares were voted against

the proposal ; 0 shares were voted invalid ; 3,000 shares were voted abstained ; Shares voted for the proposal represented 99.99% of the total represented shares present at the time of voting.

Resolved : The above proposal be and hereby was approved as proposed.

Proposal No. 7 : To elect the members of the 10th Board of Directors. (proposed by the Board of Directors)

Explanation :

- (1) The term of directors and supervisors of the 9th Board will expire on 06/17/15. According to the Articles of Incorporation, the company proposes to duly elect 7 new Board members at this year's Annual Meeting of Shareholders and 3 independent directors shall be elected by nomination. The three-year term will start from 05/28/15 and conclude on 05/27/18.
- (2) The qualification of the 3 nominees for the independent directors has been reviewed by the Board meeting. Please refer to Attachment 10 for details.

Voting by Poll : The list of the newly elected directors and independent directors is as follows.

Shareholder No./ID	Name	Votes Received
8	Liang, Chin-Li	33,634,933
1	Yang, Jung-Tang	23,470,808
218	Kao, Hsin-Ming	23,470,808
316	Hu, Tai-Tsen	23,470,808
Independent Director 465	Yeh, Hui-Hsin	21,005,840
Independent Director D101XXXXXX	Wang, Mao-Rong	21,005,840
Independent Director F103XXXXXX	Yang, Qian	21,005,840

Proposal No. 8 : To release the directors and independent directors from non-competition restrictions. (proposed by the Board of Directors)

Explanation :

- (1) In accordance with Article 209 of Company Law, any director acting for himself/ herself, or for any other person within the scope of the Company business, should explain the important matters of such acts and acquire the approval of the shareholders' meeting.
- (2) It is hereby proposed to release the restriction on competitive activities for newly-elected directors and independent directors, who participate in the operations of other company that engages in the same or similar business as the Company.
- (3) In accordance with Article of Company Law, it is hereby proposed to request the 2015 General Shareholders' Meeting to release the restriction on competitive activities for newly-elected directors and independent directors.

Voting Results : 24,434,411 sharers were represent at the time of voting; 18,493,127 shares were voted for the proposal ; 903,000 shares were voted against the proposal ; 0 shares were voted invalid ; 5,038,284 shares were voted abstained ; Shares voted for the proposal represented 95.22% of the total represented shares present at the time of voting.

Resolved : The above proposal be and hereby was apporved as proposed.

6. Questions and Motions

7. Adjournment : The meeting were adjourned at 9:45 a.m.

Chairman : Liang, Chin-Li



Recorder : Huang, Tzu-Yen



I. Attachments

Attachment 1: Business Report

Acter Co., Ltd.

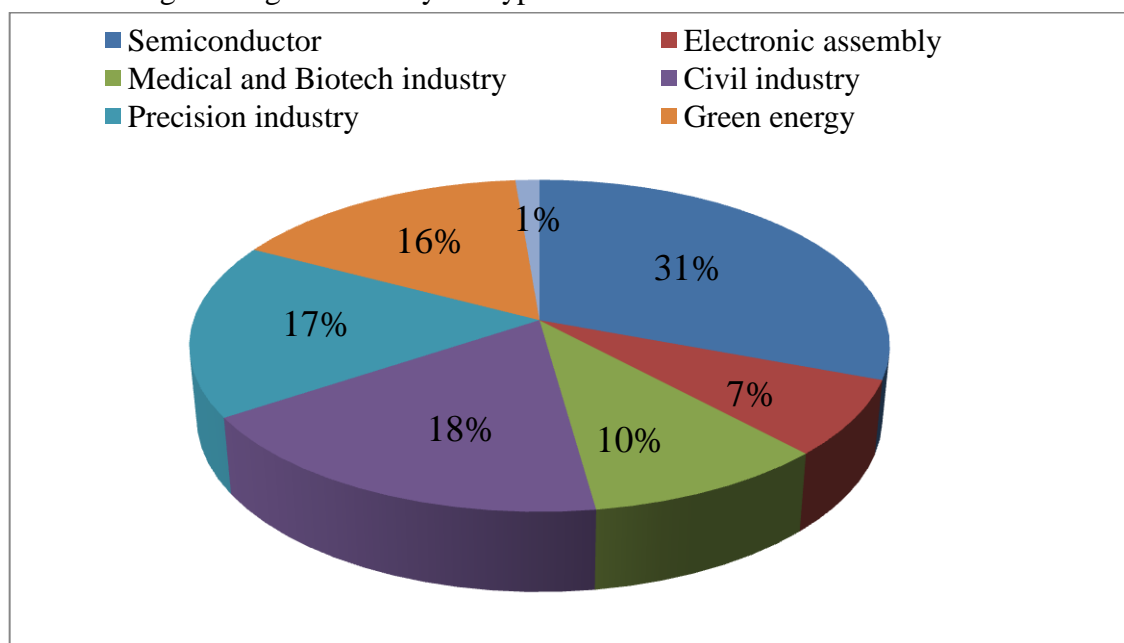
2014 Business Report

1. 2014 Business results

(1). Business plan implementation results

The consolidated revenue of the ACTER Group in 2014 was NTD 7,581 million, a decline of around 12% from the previous year, mainly because of the fact that the economic growth in China and Southeast Asia slowed down, which made it impossible for the high-tech industry to expand capital expenditures. In terms of profitability, the fierce competition in the Chinese market resulted in reduced gross profit margins. Profits for overseas subsidiaries fell short of expectations. In addition, Taiwanese customers faced financial difficulties. As such, huge losses were accounted for in the third quarter. Net profits after consolidated tax revenue throughout the year came to NTD 94 million, with earnings per share of NTD 2.06, a decline of approximately 80%.

Ratios of engineering turnover by the type



Unit : In thousands of New Taiwan Dollars

Items	2014	%
Operating revenue	7,581,552	100
Operating cost	6,959,257	92
Gross profit	622,295	8
Operating expenses	568,414	7
Operating income	53,881	1
Non-Operating income and expenses	31,422	0
Income before income taxes	85,303	1

(2).State of budget implementation

This item is not applicable since Acter has not disclosed any financial forecasts.

(3).Financial structure and profitability

Items		2014	
Financial structure	Ratio of liabilities to assets (%)	61.24	
	Ratio of long-term capital to fixed assets (%)	839.98	
Solvency	Current ratio (%)	155.35	
	Quick ratio (%)	87.59	
Profitability	Return on total assets (%)	1.40	
	Return on stockholders' equity (%)	3.40	
	Ratio to issued capital (%)	Operating income	11.67
		Pre-tax income	18.48
	Profit ratio (%)	1.25	
	Earnings per share (\$)	2.06	

(4).Research and development

The department in charge of design, research, and development continued to develop different innovative techniques for different industries and projects taking advantage of value-added engineering in order to strengthen our competitive advantages. Descriptions are provided as follows:

I. Modular Design and Planning of Large Desalinators

Taiwan is now the 18th area most deprived of water resources in the world. The relatively little rainfall on the island of Taiwan in 2014 made the insufficient agricultural and industrial water supply even worse. Our company started a partnership with a large overseas desalination engineering company and developed desalination technology at the lowest investment cost and unit price of water production.

II. Pre-fabrication Technique for Large Cement Tanks

The application of the prefabrication technique in large cement tanks was known for issues such as lengthy construction and susceptibility to leaks in the past. With the new prefabrication technique developed by our company in collaboration with overseas engineering companies, however, the duration of work can be shortened and it helps effectively address the issue of leakage, too.

III. Biotech Industry

The innovation, research, and development efforts in the implementation of biotech pharmaceutical projects were mainly reflected in the system impact assessment (SIA).

Modern biotech pharmaceutical companies must comply with the PIC/S GMP requirements and GEP (Good Engineering Practice) is the cornerstone of PIC/S GMP while SIA is at the core of GEP.

The standard SIA operating procedure researched and developed by the Quality Control Department applies to projects during the design stage. Quality control engineers and system engineers apply the standard SIA operating procedure while performing internationally approved assessments of all systems involved in biotech pharmaceutical projects comprehensively. By successfully implementing the standard SIA operating procedure, it helps set a clear goal while biotech pharmaceutical projects are being qualified, which not only saves the manpower and time needed for a project but also perfects the qualification logic for biotech pharmaceutical projects.

We will proactively establish the standard operating procedures for critical component assessments (CCAs) of air-conditioning, water purification, distillation, steam purification, compressed air, partition, power, firefighting, drainage, and automatic control systems in order to more effectively, economically, and completely fulfill the needs of biotech pharmaceutical projects.

IV. Continued Developments in Respective Engineering Aspects

- Electrical and mechanical engineering: Storing ice in order to offload peak loads is an example of taking advantage of night-time off-peak hours to run the refrigerant compressor and produce ice. When the compressor is running and the brine water temperature is below 0°C, water inside the tank and container will experience phase changes and freeze in order to store lots of latent heat. The stored ice will then melt to release cold energy during the day when power utilization reaches the peak to satisfy the air-conditioning load demand and accomplish the goal of reducing the uptime of the compressor. By shifting air-conditioning power consumption from peak hours to off-peak ones, it successfully transfers peak air-conditioning load during the day and reduce electricity bills accordingly.
- Special engineering: The exclusive integrated negative-pressure SARS technology for hospitals is an example of taking advantage of air pressure differences between outdoors and indoors; the surrounding outdoor air will only flow toward the negative pressure area indoors because of the characteristic that air is flowing from a high pressure area to a lower one. Negative pressure is an important protection mechanism that blocks an area from an outside environment; it is often used as a means to control air dispersion as it helps ensure that air flows toward an anticipated direction. ACTER successfully applied the negative pressure technology to help hospitals configure isolated negative-pressure patient wards.
- Bio-tech engineering: Clean room integration technologies for cGMP plants are examples of how ACTER helps the pharmaceutical industry further enhance air

cleanness in operating rooms in order to comply with PIC/S GMP requirements. PIC/S GMP standards have more rigid requirements for clean rooms configured in pharmaceutical manufacturing facilities; they differ from existing cGMP standards in Taiwan the most in facilities and operations that help prevent against cross contamination.

- Clean room engineering: Clean room turnkey engineering is an example of how ACTER helps businesses complete clean room engineering by controlling the temperature, humidity, airflow, air pressure, and particles of indoor air along with indoor illumination and dust-free building materials.
- Ultra-high building engineering: The 42-story general-use buildings, for example, take advantage of separation through the turn layer to successfully reduce the pressure resistance level of pipeline, increase operation stability and security, and significantly cut the overall engineering cost.

2. Summary of business plan for 2015

(1).Business strategy

The company has been adhering to its corporate belief of "creating quality spaces" since its inception and operating on the business principles of "being honest, professional, international, and sustainable" with a primary focus on quality, technology, and service. Besides continuing to grow existing relationships with customers, internationalization and diversification are equally emphasized for the ultimate goal of becoming a leading brand while providing all-around engineering services. Operation directives for this year are described as follows:

- I. To strengthen corporate governance and customer financial risk control
- II. To consolidate the main business and continue to integrate diversified types of work while researching and developing new techniques and enhancing quality to ultimately become a leading brand in clean room engineering
- III. To continue expanding professional services in biological, pharmaceutical, and medical industries, strengthening customer relationships, proactively serving customers, and maximizing market share for the industry
- IV. To integrate mainland China resources, keep track of management risks, and bring down the overhead
- V. To expand the scope of operation in Southeast Asia: an additional subsidiary in Yangon, Myanmar is established
- VI. To develop process engineering professionalism required for gas and chemical supply systems and develop engineering integration technology of the new generation

(2).Expected sales volume and basis for estimates

The company is proactively developing new markets and customers domestically and internationally and providing multiple industries with cross-disciplinary integrated

engineering services to satisfy customers' demand and strengthen recognition and support among existing customers.

3. Future development strategies and major production and sales policies

The company will continue with its top three core technical advantages featuring focus, speed, and flexibility, adopt innovative engineering technologies, and integrate equipment and material suppliers to serve customers in respective precision industries and expand horizons for the engineering service industry. In addition, by horizontal integration and professional advancement within the industrial chain, the company will gradually expand its service items. Besides environmental engineering that requires water, electricity, air-conditioning, mechanics, electricity, and clean rooms, it will continue to expand recycling system engineering, gas and chemical supply system engineering and strengthen its relationship with customers by means of diversified management and development strategies.

The multi-area, multi-industry, and diversified deployment strategy adopted by the Group will continue to bring about results this year. Business on major markets such as Taiwan, China, and Southeast Asia will continue to grow steadily. There are new electrical and mechanical projects ongoing in Southeast Asian countries such as Indonesia, Cambodia, and Myanmar. In terms of industrial coverage, besides high-tech, residential buildings, healthcare facilities, and gases and chemicals, the company is collaborating with foreign companies as well to proactively develop customers in the bio-pharmaceutical field. To diversify operations, we have established new subsidiaries to take charge of importation and trading of equipment and Class A engineering and construction projects. As far as sales are concerned, we will focus on prospective customers and build domestic and international strategic partnerships to bring about momentum.

From now on, we will continue to integrate internal resources to exercise synergistic effects and proactively expand the scope of operation, strengthen sales capability, and boost customer satisfaction for the ultimate goal of creating even higher value for the company.

4. Effect of the external competitive environment, legal and regulatory environment, and overall business environment

The competition among businesses in the engineering industry is becoming fiercer day by day both domestically and internationally. In China there is the issue of decreased net profit margins while in Southeast Asia, businesses are faced with downstream collaborators that not professional enough but offer expensive quotations. Nevertheless, ACTER will try its best to retain existing customers while continuing to develop new ones, new markets, and new industrial engineering projects based on its core technical advantages and diversify risk in accordance with its strategy in order to ensure steady business and profit growth for the company.

As far as the regulatory environment is concerned, the company periodically reviews changes made to laws and regulations to ensure compliance with requirements of the competent authority and adheres to its belief of legitimate management. Generally speaking, changes to the regulatory environment will not have a major impact on the company.

Both China and Taiwan are deeply pegged to the international economy. International economic recovery and risks also concern the business performance of our company. ACTER will be brave while bearing the brunt and take the challenge while at the same time increasing its competitiveness in order to provide customers with better services.

5. Corporate Social Responsibility

While pursuing corporate developments, ACTER does not forget its responsibilities as a corporate citizen. Over the long term, the company has collaborated with multiple universities of science and technology to explore the possibilities of technical alliance, education-industry collaboration, and summer internships. Education-industry collaboration enables young students to accumulate practical experience via learning by doing. Summer internships combine theory and practice in one to enable young people to make the best of their professionalism. In addition, the company offers emergency financial scholarships that help students continue with their studies without having to worry about their economic conditions.

Social responsibility at the industrial level, concerns about sustainable development in the supply chain and society are being promoted by focusing on the main business, integrating mechanical and electrical equipment, performing environmental planning and control, utilizing energy effectively, energy-saving, renewability, waste reduction and reutilization. The company returns to society by promoting care for the environment. Only when businesses fulfill their commitment as a global citizen is sustainable development possible. ACTER will continue to carefully fulfill its corporate social responsibility while at the same time initiating the due care from the supply chain about corporate social responsibility to jointly create a better future.

Chairman: Liang , Chin-Li

General Manager: Hsu, Chung-Cheng

Accounting Supervisor : Tsao, Yun-Han

Attachment 2: 2014 Independent Auditors' Report and Financial Statements

Representation Letter

The entities that are required to be included in the combined financial statements of Acter Co., Ltd. as of and for the year ended December 31, 2014, under the Criteria Governing the Presentation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with the International Financial Reporting Standards No. 27 endorsed by the Financial Supervisory Commissions R.O.C. In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, Acter Co., Ltd. and Subsidiaries do not prepare a separate set of combined financial statements.

Very truly yours,

Acter Co., Ltd.

MR. Liang, Chairman

February 26, 2015

Independent Auditors' Report

The Board of Directors
Acter Co., Ltd.:

We have audited the accompanying consolidated statements of financial position of Acter Co., Ltd. (the "Company") and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of comprehensive income, changes in equity, and cash flows for the years then ended December 31, 2014 and 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Those standards and regulations require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred in the first paragraph present fairly, in all material respects, the consolidated financial position of Acter Co., Ltd. and subsidiaries as of December 31, 2014 and 2013, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers, the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations as well as SIC Interpretations endorsed by the Financial Supervisory Commission of the Republic of China with its effective dates.

We have audited the parent – company – only financial statements as of and for the years ended December 31, 2014 and 2013 on which we have expressed an unqualified opinion.

Hsinchu, Taiwan (the Republic of china)
February 26, 2015

Note to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, results of operations, and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to review such consolidated financial statements are those generally accepted and applied in the Republic of China.

The auditors' audit report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of, the English and Chinese language auditors' review report and consolidated financial statements, the Chinese version shall prevail.

Acter Co., Ltd. and Subsidiaries
Consolidated Statements of Financial Position
December 31, 2014, and 2013
(In Thousands of New Taiwan Dollars)

Assets		December 31,2014		December 31,2013		Liabilities and Equity		December 31,2014		December 31,2013	
		Amount	%	Amount	%			Amount	%	Amount	%
Current Assets:						Current Liabilities:					
1100	Cash and cash equivalents (Note 6 (1)and (17))	\$ 1,141,445	17	1,456,226	21	2100	Short-term loans (Note 6 (11) and(17))	\$ 78,235	1	287,832	4
1125	Available-for-sale financial assets—current (Note 6 (2)and (17))	233,202	3	249,004	4	2150	Notes payable (Note 6 (17))	285,161	4	155,881	2
1150	Notes receivable, net (Note 6 (3) and (17))	165,462	2	174,891	2	2170	Accounts payable (Note 6 (17))	2,081,856	30	2,021,105	29
1170	Accounts receivable, net (Note 6 (3) and (17))	1,682,364	24	1,932,376	28	2180	Payables to related parties (Note 6 (17) and 7 (3))	218	-	6,182	-
1180	Receivables from related parties (Note 6 (17)and 7 (3))	-	-	5,937	-	2190	Construction contracts payable (Note 6 (4) and 7 (3))	503,955	8	335,081	5
1190	Construction contracts receivable (Note 6 (4) and 7 (3))	1,387,905	20	1,390,413	20	2201	Accrued salaries and bonuses	149,017	2	139,293	2
1200	Other receivables (Note 6 (3)and (17))	43,703	1	35,634	1	2230	Income tax payable	29,898	-	93,758	1
1210	Other receivables from related parties (Note 6 (17)and 7 (3))	-	-	10,894	-	2250	Provisions—current (Note 6 (10))	195,917	3	200,651	3
1220	Current income tax assets (Note 6 (5))	21	-	-	-	2311	Advance sales receipts	613,712	9	537,749	8
1310	Inventories, net (Note 6 (5))	1,075,392	16	828,732	12	2399	Other current liabilities and accrued expenses	<u>86,991</u>	<u>1</u>	<u>115,221</u>	<u>1</u>
1476	Other financial assets—current (Note 8)	259,544	4	157,959	2			<u>4,024,960</u>	<u>58</u>	<u>3,892,753</u>	<u>55</u>
1479	Other current assets (Note 7 (3))	<u>263,847</u>	<u>4</u>	<u>235,887</u>	<u>2</u>						
		<u>6,252,885</u>	<u>91</u>	<u>6,477,953</u>	<u>92</u>	2570	Deferred tax liabilities (Note 6 (15))	157,568	2	181,044	3
Non-current assets:						2640	Accrued pension liabilities (Note 6 (12))	34,742	1	32,648	-
1523	Available-for-sale financial assets—noncurrent (Note 6 (2))	25,909	-	40,991	1	2645	Guarantee deposit received	<u>252</u>	<u>-</u>	<u>252</u>	<u>-</u>
1550	Investment accounted for using equity method (Note 6 (6))	1,407	-	6,497	-			<u>192,562</u>	<u>3</u>	<u>213,944</u>	<u>3</u>
1600	Property, plant and equipment (Note 6 (8))	340,595	5	334,438	4	Total Liabilities		<u>4,217,522</u>	<u>61</u>	<u>4,106,697</u>	<u>58</u>
1760	Investment property, net (Note 6 (9))	30,868	-	31,205	-	Equity Attributable to owners of parent company (Note 6 (13))					
1840	Deferred tax assets (Note 6 (15))	105,346	2	37,459	1	3100	Common stock	461,359	7	461,359	7
1985	Long-term prepaid rents	41,414	1	40,988	1	3200	Capital surplus	936,951	13	896,599	13
1990	Other non-current assets (Note 6 (2))	<u>87,476</u>	<u>1</u>	<u>35,751</u>	<u>1</u>	3300	Retained earnings	1,129,996	17	1,499,592	22
		633,015	9	527,329	8	3400	Other equity interest	<u>55,867</u>	<u>1</u>	<u>41,035</u>	<u>-</u>
							Total equity attributable to owners of parent company	<u>2,584,173</u>	<u>38</u>	<u>2,898,585</u>	<u>42</u>
						36XX	Non-controlling interests (Note 6 (7))	<u>84,205</u>	<u>1</u>	<u>-</u>	<u>-</u>
						Total Equity		<u>2,668,378</u>	<u>39</u>	<u>2,898,585</u>	<u>42</u>
Total Assets		<u>\$ 6,885,900</u>	<u>100</u>	<u>7,005,282</u>	<u>100</u>	Total Liabilities And Equity		<u>\$ 6,885,900</u>	<u>100</u>	<u>7,005,282</u>	<u>100</u>

See accompanying notes to consolidated financial statements.

Acter Co., Ltd. and Subsidiaries
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2014, and 2013
(In Thousands of New Taiwan Dollars)

		2014		2013	
		Amount	%	Amount	%
Operating revenues:					
4521	Construction revenue (Note 6 (4) and 7)	\$ 6,464,876	85	7,321,479	85
4529	Less: allowances	<u>(5,594)</u>	<u>-</u>	<u>(6,776)</u>	<u>-</u>
		6,459,282	85	7,314,703	85
4110	Sales	1,087,273	14	1,293,637	15
4800	Other operating revenue	<u>34,997</u>	<u>1</u>	<u>47,732</u>	<u>-</u>
		7,581,552	100	8,656,072	100
Operating cost:					
5520	Construction cost (Note 6 (4), 7 and 12)	6,048,954	80	6,517,139	75
5110	Cost of goods sold (Note 6 (5))	902,706	12	1,088,476	13
5800	Other operating cost	<u>7,597</u>	<u>-</u>	<u>11,492</u>	<u>-</u>
		<u>6,959,257</u>	<u>92</u>	<u>7,617,107</u>	<u>88</u>
Gross profit		<u>622,295</u>	<u>8</u>	<u>1,038,965</u>	<u>12</u>
Operating expenses:					
6100	Selling	120,931	2	111,100	1
6200	General and administrative (Note 6 (3) and 12)	397,932	5	319,861	4
6300	Research and development	<u>49,551</u>	<u>-</u>	<u>43,683</u>	<u>1</u>
		<u>568,414</u>	<u>7</u>	<u>474,644</u>	<u>6</u>
Operating income		<u>53,881</u>	<u>1</u>	<u>564,321</u>	<u>6</u>
Non-operating income and expenses:					
7050	Finance costs	(3,500)	-	(5,955)	-
7010	Other income (Note 6 (14))	26,345	-	26,012	-
7070	Share of gain (loss) of associates accounted for using equity method (Note 6 (6))	<u>(218)</u>	<u>-</u>	<u>4,203</u>	<u>-</u>
7020	Other gains and losses, net (Note 6 (14))	<u>8,795</u>	<u>-</u>	<u>31,750</u>	<u>1</u>
		<u>31,422</u>	<u>-</u>	<u>56,010</u>	<u>1</u>
7900	Profit before tax	85,303	1	620,331	7
7950	Income tax expense (benefit) (Note 6 (15))	<u>(3,731)</u>	<u>-</u>	<u>153,940</u>	<u>2</u>
8200	Profit for the year	<u>89,034</u>	<u>1</u>	<u>466,391</u>	<u>5</u>
8300	Other comprehensive income, net of tax:				
8310	Foreign currency translation differences — foreign operations	29,352	-	66,054	1
8325	Net change in fair value of available-for-sale financial assets	(16,079)	-	8,837	-
8360	Actuarial gain (loss) from defined benefit plans	(1,299)	-	759	-
8370	Share of other comprehensive income of subsidiaries and associates	<u>(1,769)</u>	<u>-</u>	<u>(1,729)</u>	<u>-</u>
8399	Less: Income tax relating to components of other comprehensive income	<u>(6,331)</u>	<u>-</u>	<u>(11,229)</u>	<u>-</u>
8300	Other comprehensive income, net	<u>3,874</u>	<u>-</u>	<u>62,692</u>	<u>1</u>
8500	Total comprehensive income	<u>\$ 92,908</u>	<u>1</u>	<u>529,083</u>	<u>6</u>
Profit attributable to:					
8610	Owners of parent	\$ 94,830	1	466,391	5
8620	Non-controlling interests	<u>(5,796)</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>89,034</u>	<u>1</u>	<u>466,391</u>	<u>5</u>
Comprehensive income attributable to:					
8710	Owners of parent company	\$ 106,594	1	529,083	6
8720	Non-controlling interests	<u>(13,686)</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>92,908</u>	<u>1</u>	<u>529,083</u>	<u>6</u>
Earnings per share (attributable to owner of parent company) (Note 6 (16))					
9750	Basic earnings per share(In New Taiwan Dollars)	<u>\$ 2.06</u>		<u>10.11</u>	
9850	Diluted earnings per share(In New Taiwan Dollars)	<u>\$ 2.05</u>		<u>10.04</u>	

See accompanying notes to consolidated financial statements.

Acter Co., Ltd. and Subsidiaries
Consolidated Statements of Changes in Equity
For the Years ended December 31, 2014 and 2013
(Expressed in Thousands of New Taiwan Dollars)

	Attributable to owners of parent						Other equity interest				
	Retained earnings						Foreign currency translation adjustments	Unrealized gains(losses) on available-for-sale financial assets	Total	Non- controlling interests	Total equity
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Total					
Balance, January 1, 2013	\$ 461,359	896,599	216,384	39,790	1,239,355	1,495,529	(27,235)	4,608	(22,627)	-	2,830,860
Appropriation and distribution of retained earnings for the year ended 2013:											
Legal reserve	-	-	70,953	-	(70,953)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(461,358)	(461,358)	-	-	-	-	(461,358)
Reversal of special reserve	-	-	-	(2,905)	2,905	-	-	-	-	-	-
	<u>461,359</u>	<u>896,599</u>	<u>287,337</u>	<u>36,885</u>	<u>709,949</u>	<u>1,034,171</u>	<u>(27,235)</u>	<u>4,608</u>	<u>(22,627)</u>	<u>-</u>	<u>2,369,502</u>
Comprehensive income for the year ended 2013											
Profit	-	-	-	-	466,391	466,391	-	-	-	-	466,391
Changes in comprehensive income	-	-	-	-	(970)	(970)	54,825	8,837	63,662	-	62,692
Total comprehensive income	-	-	-	-	465,421	465,421	54,825	8,837	63,662	-	529,083
Balance, December 31, 2013	\$ 461,359	896,599	287,337	36,885	1,175,370	1,499,592	27,590	13,445	41,035	-	2,898,585
Appropriation and distribution of retained earnings for the year ended 2014:											
Legal reserve	-	-	46,639	-	(46,639)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(461,358)	(461,358)	-	-	-	-	(461,358)
Changes in ownership interest in subsidiaries	-	40,352	-	-	-	-	-	-	-	-	40,352
	<u>461,359</u>	<u>936,951</u>	<u>333,976</u>	<u>36,885</u>	<u>667,373</u>	<u>1,038,234</u>	<u>27,590</u>	<u>13,445</u>	<u>41,035</u>	<u>-</u>	<u>2,477,579</u>
Comprehensive income for the year ended 2014											
Profit	-	-	-	-	94,830	94,830	-	-	-	(5,796)	89,034
Changes in comprehensive income	-	-	-	-	(3,068)	(3,068)	30,911	(16,079)	14,832	(7,890)	3,874
Total comprehensive income	-	-	-	-	91,762	91,762	30,911	(16,079)	14,832	(13,686)	92,908
Changes in non-controlling interest	-	-	-	-	-	-	-	-	-	97,891	97,891
Balance, December 31, 2014	\$ 461,359	936,951	333,976	36,885	759,135	1,129,996	58,501	(2,634)	55,867	84,205	2,668,378

See accompanying notes to consolidated financial statements.

Acter Co., Ltd. and Subsidiaries
Consolidated Statements of Cash Flows
For the Years ended December 31, 2014 and 2013
(All Amount Expressed in Thousands of New Taiwan Dollars)

	2014	2013
Cash flows from operating activities:		
Profit before tax	\$ 85,303	620,331
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation (Including investment property)	24,489	19,301
Amortization	8,463	6,041
Provision for bad debt expense	71,566	19,054
Provision for inventory obsolescence	1,299	22,829
Gain on disposal of available – for – sale financial assets	(3,309)	(3,781)
Share of loss (gain) of associates accounted for using equity method	218	(4,203)
Other	14,108	(13,433)
	116,834	45,808
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes receivable	9,429	82,799
Accounts receivable	173,019	(235,236)
Construction contracts receivable	2,508	(340,982)
Inventories	(247,959)	(60,639)
Other financial assets	(174,960)	5,480
	(237,963)	(548,578)
Changes in operating liabilities:		
Notes payable	129,280	(40,686)
Accounts payable	52,090	170,367
Construction contracts payable	168,440	(56,194)
Advance sales receipts	75,963	(164,325)
Other current liabilities	(54,862)	(13,809)
	370,911	(104,647)
Total adjustments	249,782	(607,417)
Cash inflow generated from operations	335,085	12,914
Interest received	10,670	8,438
Interest paid	(4,283)	(5,416)
Income taxes paid	(157,462)	(200,317)
Net cash generated from (used in) operating activities	184,010	(184,381)
Cash flows from investing activities:		
Acquisition of available-for-sale financial assets	(307,162)	(277,480)
Proceeds from disposal of available-for-sale financial assets	330,268	267,145
Acquisition of subsidiaries	15,429	-
Acquisition of property, plant and equipment	(16,779)	(11,268)
Proceeds from disposal of property, plant and equipment	275	702
Increase in other non-current assets	(21,746)	(624)
Net cash generated from (used in) investing activities	285	(21,525)
Cash flows from financing activities:		
Increase (decrease) in short-term loans	(209,597)	135,672
Payment of cash dividends	(461,358)	(461,358)
Changes in non-controlling interests	97,891	-
Net cash used in financing activities	(573,064)	(325,686)
Effect of exchange rate changes on cash and cash equivalents	73,988	52,823
Net decrease in cash and cash equivalents	(314,781)	(478,769)
Cash and cash equivalents at beginning of year	1,456,226	1,934,995
Cash and cash equivalents at end of year	\$ 1,141,445	1,456,226

See accompanying notes to consolidated financial statements.

Attachment 3: Supervisor's Review Report

Acter Co., Ltd. Supervisor's Review Report

This company's 2014 business report, financial statements, and earnings distribution proposal have been prepared and issued by the board of directors. Of these, the financial statement has been audited by Wu, Whe-Land CPA and Chang, Tzu-Hsin CPA of KPMG under commission to the board, and the auditor has issued an audit report giving an unqualified opinion. The foregoing business report, financial statements, and earnings distribution proposal have been reviewed by the supervisors, who have found them to comply with relevant requirements of the Company Act. The foregoing report has been prepared in accordance with Article 219 of the Company Act.

2015 shareholders meeting of Acter Co., Ltd.

Acter Co., Ltd.

Supervisor: Wu, Pi-Huei

Supervisor: Yeh, Hui-Hsin

Supervisor: Winsite Co., Ltd.

Legal Representative : Shih, Tung

February 26, 2015

Attachment 4: Comparison Table of the Articles of Incorporation

Article	After The Revision	Before The Revision
Article 16	<p>The company has 5 to 9 directors and 2 to 3 supervisors, all to be elected from among persons with legal capacities by the shareholder meeting for terms of 3 years. The same person may be elected again upon expiry of the term.</p> <p>The directors and supervisors of the company shall be elected by single selection, registered and accumulated election method. Each share is entitled to the same number of voting rights as the number of directors or supervisors to be elected. The votes may be cast to one single candidate or be distributed among several candidates. The candidates receiving more votes shall be elected directors or supervisors. If this method requires amendment, it shall be carried out in accordance with Article 172 of the Company Law and a table of comparison for such method shall be included in the agenda for convening the meeting.</p> <p>The total number of registered shares of the company that may be held by all directors and supervisors shall be determined by the standard established in accordance with the “Guidelines for Shareholding Percentage by Directors and Supervisors of Publicly Traded Companies and Audit Practice” promulgated by the Financial Supervisory Commission of the Executive Yuan.</p>	<p>The company has 5 to 9 directors and 2 to 3 supervisors, all to be elected from among persons with legal capacities by the shareholder meeting for terms of 3 years. The same person may be elected again upon expiry of the term.</p> <p>The directors and supervisors of the company shall be elected by single selection, registered and accumulated election method. Each share is entitled to the same number of voting rights as the number of directors or supervisors to be elected. The votes may be cast to one single candidate or be distributed among several candidates. The candidates receiving more votes shall be elected directors or supervisors. If this method requires amendment, it shall be carried out in accordance with Article 172 of the Company Law and a table of comparison for such method shall be included in the agenda for convening the meeting.</p> <p>The total number of registered shares of the company that may be held by all directors and supervisors shall be determined by the standard established in accordance with the “Guidelines for Shareholding Percentage by Directors and Supervisors of Publicly Traded Companies and Audit Practice” promulgated by the Financial Supervisory Commission of the Executive Yuan.</p>
Article 16-1	<p>The company may purchase liability insurance during the terms of directors and supervisors to cover the liability for compensation borne by them in accordance with the law within the scope of their duties.</p>	<p>The company may purchase liability insurance during the terms of directors and supervisors to cover the liability for compensation borne by them in accordance with the law within the scope of their duties.</p>
Article 16-2	<p>The company may have 2 to 4 independent directors among the above-mentioned number of directors and supervisors in accordance with Article 14-2 of the Securities Transaction Act. <u>The number of independent directors will not less than three in number and not less than one-fifth of the total number of directors.</u> They shall be elected under the candidate nomination system under Article 192-1 of the Company Law. The professional qualifications, shareholding, restrictions on</p>	<p>The company may have 2 to 4 independent directors among the above-mentioned number of directors and supervisors in accordance with Article 14-2 of the Securities Transaction Act. They shall be elected under the candidate nomination system under Article 192-1 of the Company Law. The professional qualifications, shareholding, restrictions on serving other functions, determination of independence and other compliance matters with regard to independent directors shall</p>

Article	After The Revision	Before The Revision
	serving other functions, determination of independence and other compliance matters with regard to independent directors shall be in accordance with relevant rules of the securities competent authority.	be in accordance with relevant rules of the securities competent authority.
Article 17	If one-third or more of the director's seats are vacant, or if all independent directors or all supervisors are dismissed, the board of directors shall convene a special shareholder meeting within 60 days to fill the vacancies.	If one-third or more of the director's seats are vacant, or if all independent directors or all supervisors are dismissed, the board of directors shall convene a special shareholder meeting within 60 days to fill the vacancies.
Article 19-1	The agenda of the board meeting shall be included in the convening notice and sent to all directors and supervisors 7 days in advance. However, a meeting may be convened at any time in case of an emergency. The notice may be sent in writing, by email or fax.	The agenda of the board meeting shall be included in the convening notice and sent to all directors and supervisors 7 days in advance. However, a meeting may be convened at any time in case of an emergency. The notice may be sent in writing, by email or fax.
Article 20	Unless otherwise provided by law, board resolutions shall be approved by the majority of directors attending a meeting that is attended by the majority of directors. Any director who cannot attend a meeting may issue a proxy to designate another director as a representative to attend the meeting on his behalf. The proxy shall indicate the scope of authorization. Each proxy holder shall represent no more than one person. Board meetings may be held by video conference. Directors participating in meetings through video conference shall be deemed to have participated in these meetings in person. <u>The company is configured with an audit committee in compliance with the requirements established under Article 14-4 of the Securities and Exchange Act. The Audit Committee shall consist of all independent directors. The Committee or its members are in charge of exercising functions as supervisors indicated in the Company Act, the Securities and Exchange Act, and other laws and regulations.</u>	Unless otherwise provided by law, board resolutions shall be approved by the majority of directors attending a meeting that is attended by the majority of directors. Any director who cannot attend a meeting may issue a proxy to designate another director as a representative to attend the meeting on his behalf. The proxy shall indicate the scope of authorization. Each proxy holder shall represent no more than one person. Board meetings may be held by video conference. Directors participating in meetings through video conference shall be deemed to have participated in these meetings in person.
Article 23	The expenses entailed through exercising their duties by the directors and supervisors of the company shall be determined by the board of directors based on the common standard of the industry. The remuneration of all directors and supervisors shall be in accordance with Article 27 of the	The expenses entailed through exercising their duties by the directors and supervisors of the company shall be determined by the board of directors based on the common standard of the industry. The remuneration of all directors and supervisors shall be in accordance with Article 27 of the

Article	After The Revision	Before The Revision
	company's articles of association.	company's articles of association.
Article 26	<p>The board of directors shall prepare the following statements at the end of the company's accounting year, submit them to the <u>Audit Committee</u>supervisors for inspection 30 days prior to the general shareholder meeting and then submit them to the general shareholder meeting for recognition:</p> <p>(1) Business report, (2) financial statements, (3) profit distribution or loss compensation proposal.</p>	<p>The board of directors shall prepare the following statements at the end of the company's accounting year, submit them to the supervisors for inspection 30 days prior to the general shareholder meeting and then submit them to the general shareholder meeting for recognition:</p> <p>(1) Business report, (2) financial statements, (3) profit distribution or loss compensation proposal.</p>
Article 27	<p>The company's profit following annual closing, if any, shall be distributed in the following order:</p> <ol style="list-style-type: none"> 1. Omitted. 2. Omitted. 3. Omitted. 4. Omitted. 5. Director and supervisor remuneration in the amount not exceeding 3% of the balance following reserves under subsections 1 to 4 above; 6. Omitted. 7. Omitted. 	<p>The company's profit following annual closing, if any, shall be distributed in the following order:</p> <ol style="list-style-type: none"> 1. Omitted. 2. Omitted. 3. Omitted. 4. Omitted. 5. Director and supervisor remuneration in the amount not exceeding 3% of the balance following reserves under subsections 1 to 4 above; 6. Omitted. 7. Omitted.
Article 30	<p>These articles of association were established on 10 February 1979..... Twenty second amendment was made on 18 June 2012. <u>Twenty third amendment was made on 28 May 2015.</u></p>	<p>These articles of association were established on 10 February 1979..... Twenty second amendment was made on 18 June 2012.</p>

Attachment 5: Comparison Table of the Rules of Procedure for Shareholder Meetings

Article	After The Revision	Before The Revision
Article 5	<ol style="list-style-type: none"> 1. Omitted. 2. The company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the company and its shareholder services agent as well as being distributed on-site at the meeting place. 3. Omitted. 4. Election or dismissal of directors or supervisors, amendments to the articles of incorporation, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act or Articles 26-1 and 43-6 of the Securities and Exchange Act <u>or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by</u> 	<ol style="list-style-type: none"> 1. Omitted. 2. The company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the company and its shareholder services agent as well as being distributed on-site at the meeting place. 3. Omitted. 4. Election or dismissal of directors or supervisors, amendments to the articles of incorporation, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act or Articles 26-1 and 43-6 of the Securities and Exchange Act shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters

Article	After The Revision	Before The Revision
	<p><u>Securities Issuers</u> shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p>	<p>may be raised by an extraordinary motion.</p>
Article 8	<ol style="list-style-type: none"> 1. Omitted. 2. Omitted. 3. Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. <u>The company may not freely add other supporting documents that shareholders attending meetings should present.</u> Solicitors soliciting proxy forms shall also bring identification documents for verification. 4. Omitted. 5. The company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished. 	<ol style="list-style-type: none"> 1. Omitted. 2. Omitted. 3. Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification. 4. Omitted. 5. The company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.
Article 9	<ol style="list-style-type: none"> 1. Omitted. 2. Omitted. 3. It is advisable that shareholders meetings convened by the board of directors be attended by a majority of the directors. <u>The Chairman shall preside over shareholders' meetings called for by the Board of Directors in person and more than half of all Board directors plus at least one member from respective functional committees shall attend the meetings and document their attendance in shareholders' meeting minutes.</u> 	<ol style="list-style-type: none"> 1. Omitted. 2. Omitted. 3. It is advisable that shareholders meetings convened by the board of directors be attended by a majority of the directors.
Article 15	<ol style="list-style-type: none"> 1. Omitted. 2. Omitted. 3. Omitted. 4. Omitted. 5. Except as otherwise provided in the Company Act and in the company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending 	<ol style="list-style-type: none"> 1. Omitted. 2. Omitted. 3. Omitted. 4. Omitted. 5. Except as otherwise provided in the Company Act and in the company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending

Article	After The Revision	Before The Revision
	<p>shareholders. <u>The results of approval, rejection, and abstention votes among the shareholders shall be released on the public information observatory on the day the shareholders' meeting is completed. If voting is done on a case-by-case basis for proposals,</u> at the time of a vote, for each proposal, the chairman or a person designated by the chairman shall first announce the total number of voting rights represented by the attending shareholders.</p>	<p>shareholders. At the time of a vote, for each proposal, the chairman or a person designated by the chairman shall first announce the total number of voting rights represented by the attending shareholders.</p>
Article 16	<p>1. The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected.</p>	<p>1. The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected.</p>
Article 22	<p>These rules were established on 3 May 2005.....These rules were amended on 19 June 2013. <u>These rules were amended on 28 May 2015.</u></p>	<p>These rules were established on 3 May 2005.....These rules were amended on 19 June 2013.</p>

Attachment 6: Comparison Table of the Procedure for Acquisition or Disposal of Assets

Article	After The Revision	Before The Revision
Article 8	<p>1. Omitted.</p> <p>2. When a public company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by <u>more than half of all audit committee members and submitted to</u> the board of directors <u>for further approval</u> and recognized by the supervisors:</p> <p>(1) Omitted.</p> <p>(2) Omitted.</p> <p>(3) Omitted.</p> <p>(4) Omitted.</p> <p>(5) Omitted.</p> <p>(6) Omitted.</p> <p>(7) Omitted.</p> <p>(8) Omitted.</p> <p>(9) The calculation of the transaction amounts shall be made in accordance with Article 13-2, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by <u>more than half of all audit committee members and submitted to the board of directors for further approval</u> the board of directors and recognized by the supervisors need not be counted toward the transaction amount.</p> <p>(10) Omitted.</p> <p>3. Omitted.</p>	<p>1. Omitted.</p> <p>2. When a public company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the supervisors:</p> <p>(1) Omitted.</p> <p>(2) Omitted.</p> <p>(3) Omitted.</p> <p>(4) Omitted.</p> <p>(5) Omitted.</p> <p>(6) Omitted.</p> <p>(7) Omitted.</p> <p>(8) Omitted.</p> <p>(9) The calculation of the transaction amounts shall be made in accordance with Article 13-2, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors and recognized by the supervisors need not be counted toward the transaction amount.</p> <p>(10) Omitted.</p> <p>3. Omitted.</p>

Article	After The Revision	Before The Revision
	<p>4. Omitted.</p> <p>5. For any acquisition of real property from a related party, if the result of evaluation under sections 3 and 4 is lower than the transaction price, the following matters shall be carried out:</p> <p>(1) Omitted.</p> <p>(2) The supervisors <u>independent directors of the audit committee</u> shall proceed in accordance with Article 281 of the Company Law.</p>	<p>4. Omitted.</p> <p>5. For any acquisition of real property from a related party, if the result of evaluation under sections 3 and 4 is lower than the transaction price, the following matters shall be carried out:</p> <p>(1) Omitted.</p> <p>(2) The supervisors shall proceed in accordance with Article 281 of the Company Law.</p>
Article 11	<p>In order to effectively manage the company's income, expenses, assets, debts and risks arising out of foreign exchange and the company's transactions of derivative products.</p> <p>1. Operational or Hedging Strategy</p> <p>The company engages in transactions of derivative products for the purpose of avoiding risks arising out of fluctuation of foreign exchange rate, interest rate or asset price. Hedging is limited to foreign currency positions payable/receivable arising out of the company's business for the future six months. Before engaging in the transaction, it shall be verified that it is a hedging operation.</p>	<p>In order to effectively manage the company's income, expenses, assets, debts and risks arising out of foreign exchange and the company's transactions of derivative products.</p> <p>1. Operational or Hedging Strategy</p> <p>The company engages in transactions of derivative products for the purpose of avoiding risks arising out of fluctuation of foreign exchange rate, interest rate or asset price. Hedging is limited to foreign currency positions payable/receivable arising out of the company's business for the future six months. Before engaging in the transaction, it shall be verified that it is a hedging operation.</p>
Article 19	<p><u>"Acknowledgement by the Audit Committee shall be obtained" in this procedure means that approval by more than half of all members of the Audit Committee shall be obtained before submission to the Board of Directors for a final decision.</u></p> <p><u>If approval by more than half of all members of the Audit Committee is not obtained as mentioned above, as long as approval from more than two-thirds of all members of the Board of Directors is obtained, it may be implemented and resolution reached by the Audit Committee shall be indicated in the Board of Director meeting minutes.</u></p> <p><u>"All members of the Audit Committee" indicated in Paragraph 1 and "all members of the Board of Directors" indicated in the foregoing paragraph refer to the actual number of incumbent members.</u></p>	
Article 20	<p><u>The Procedure for Acquisition or Disposal of Assets shall be implemented after more than half of all audit committee members</u></p>	

Article	After The Revision	Before The Revision
	<p><u>grants the approval, and shall be sent to the board of directors for further approval and reported at a shareholders' meeting. If any director voices any objection by record or written statement, the company shall send such director's objection information to the audit committee and submit them for approval by the shareholders' meeting. The same procedure shall be followed when the procedure have been amended.</u></p> <p>For any matter requiring approval by the board of directors in accordance with this procedure or other legislations, if any director voices any objection by record or written statement, the company shall send such director's objection information to each supervisor.</p> <p>If the company has independent directors, <u>When the procedure for acquisition or disposal of asset transaction</u> is submitted to the board of directors for discussion in accordance with the above rule, opinions of the independent directors shall be fully taken into consideration and their opinions and reasons for approval or objection shall be included in the minutes of the meeting.</p> <p>The establishment of this procedure shall be published as significant information on the Market Observation Post System and a letter shall be sent to the Gre-Tai Securities Market for reference.</p>	<p>For any matter requiring approval by the board of directors in accordance with this procedure or other legislations, if any director voices any objection by record or written statement, the company shall send such director's objection information to each supervisor.</p> <p>If the company has independent directors, when the acquisition or disposal of asset transaction is submitted to the board of directors for discussion in accordance with the above rule, opinions of the independent directors shall be fully taken into consideration and their opinions and reasons for approval or objection shall be included in the minutes of the meeting.</p> <p>The establishment of this procedure shall be published as significant information on the Market Observation Post System and a letter shall be sent to the Gre-Tai Securities Market for reference.</p>
Article 21	<p>This procedure was established on 3 May 2005.....This procedure was amended on 18 June 2014. <u>This procedure was amended on 28 May 2015.</u></p>	<p>This procedure was established on 3 May 2005.....This procedure was amended on 18 June 2014.</p>

Attachment 7: Comparison Table of the Endorsement and Guarantee Procedure

Article	After The Revision	Before The Revision
Article 4	<p>1. The total amount of liability, standard of amount limit and amount for the company's external endorsement and guarantee are as follows:</p> <p>(1) Omitted.</p> <p>(2) Omitted.</p> <p>(3) The <u>total</u> amount of an endorsement and guarantee for companies of which 50% or more of the shares are held directly or indirectly by the company shall not be subject to the restrictions under the previous two subsections. <u>exceed 8 times the net value of the company. The amount of an endorsement and guarantee to any single enterprise shall not exceed 5 times the company's net value.</u></p>	<p>1. The total amount of liability, standard of amount limit and amount for the company's external endorsement and guarantee are as follows:</p> <p>(1) Omitted.</p> <p>(2) Omitted.</p> <p>(3) The amount of an endorsement and guarantee for companies of which 50% or more of the shares are held directly or indirectly by the company shall not be subject to the restrictions under the previous two subsections.</p>
Article 5	<p>1. When the company provides an endorsement and guarantee, approval procedures shall be carried out in accordance with Article 6 of this procedure and the endorsement and guarantee shall only be provided after board resolution. However, to meet timing requirements, execution may be done in accordance with the following rules:</p> <p>(1) Any <u>single</u> endorsement and guarantee for project contracting with total amount below NT\$600 Million-NT\$1 Billion (inclusive) may be executed by the chairman first with the authorization from the board of directors and then submitted to the board of directors for ratification.</p>	<p>1. When the company provides an endorsement and guarantee, approval procedures shall be carried out in accordance with Article 6 of this procedure and the endorsement and guarantee shall only be provided after board resolution. However, to meet timing requirements, execution may be done in accordance with the following rules:</p> <p>(1) Any endorsement and guarantee for project contracting with total amount below NT\$600 Million (inclusive) may be executed by the chairman first with the authorization from the board of directors and then submitted to the board of directors for ratification.</p>
Article 10	<p>The internal audit staff of the company shall perform at least quarterly audit on the procedure of endorsements and guarantees and the execution. Written records shall be made. If any significant violation is discovered, each supervisor <u>audit committee</u> shall be informed in writing</p>	<p>The internal audit staff of the company shall perform at least quarterly audit on the procedure of endorsements and guarantees and the execution. Written records shall be made. If any significant violation is discovered, each supervisor shall be informed in writing immediately.</p>

Article	After The Revision	Before The Revision
	immediately.	
Article 13	1. If the beneficiary of the company's endorsement and guarantee is consistent with this procedure but subsequently becomes inconsistent, or if the amount of endorsement and guarantee exceeds the regulated amount due to change of amount limit calculation basis, an improvement plan shall be established for the amount of the endorsement and guarantee for such beneficiary or the portion exceeding the limit to eliminate the inconsistencies. The relevant improvement plan shall be sent to each supervisor <u>audit committee</u> .	1. If the beneficiary of the company's endorsement and guarantee is consistent with this procedure but subsequently becomes inconsistent, or if the amount of endorsement and guarantee exceeds the regulated amount due to change of amount limit calculation basis, an improvement plan shall be established for the amount of the endorsement and guarantee for such beneficiary or the portion exceeding the limit to eliminate the inconsistencies. The relevant improvement plan shall be sent to each supervisor.
Article 15	1. This procedure shall be implemented following approval by <u>more than half of all audit committee members, submission to</u> the board of directors <u>for further approval,</u> and distribution to each supervisor and submission to the shareholder meeting for approval. If any director voices any objection by recording or written statement, the company shall also submit the objection to each supervisor <u>audit committee</u> and shareholder meeting for discussion. The procedure shall be applicable to any amendment hereof.	1. This procedure shall be implemented following approval by the board of directors, distribution to each supervisor and submission to the shareholder meeting for approval. If any director voices any objection by recording or written statement, the company shall also submit the objection to each supervisor and shareholder meeting for discussion. The procedure shall be applicable to any amendment hereof.
Article 16	This procedure was made on 3 May 2005. The fourth amendment to this procedure was made on 19 June 2013. <u>The fifth amendment to this procedure was made on 28 May 2015.</u>	This procedure was made on 3 May 2005. The fourth amendment to this procedure was made on 19 June 2013.

Attachment 8: Comparison Table of the Procedures for Loaning of Company Funds

Aritcle	After The Revision	Before The Revision
Aritcle 19	<p>1. The management activities under this procedure shall be included in the internal control system and duly implemented. The internal audit shall perform at least quarterly inspection and evaluation of the performance of the above provisions and written records shall be prepared. In case of any significant violation, all supervisors <u>audit committee</u> shall be notified in writing.</p> <p>2. If the company exceeds the limit of lending balance due to any change of circumstances, a correction plan shall be established and sent to each supervisor <u>audit committee</u>.</p>	<p>1. The management activities under this procedure shall be included in the internal control system and duly implemented. The internal audit shall perform at least quarterly inspection and evaluation of the performance of the above provisions and written records shall be prepared. In case of any significant violation, all supervisors shall be notified in writing.</p> <p>2. If the company exceeds the limit of lending balance due to any change of circumstances, a correction plan shall be established and sent to each supervisor.</p>
Aritcle 22	<p>1. This procedure shall be implemented after it is approved by <u>more than half of all audit committee members, submitted to</u> the board of directors <u>for further approval</u> , sent to each supervisor and submitted to the shareholder meeting for approval. If any director voices any objection by recording or written statement, the company shall submit the objection to the supervisors <u>audit committee</u> and shareholder meeting for discussion. The same procedure shall be applicable to any amendment hereof.</p>	<p>1. This procedure shall be implemented after it is approved by the board of directors, sent to each supervisor and submitted to the shareholder meeting for approval. If any director voices any objection by recording or written statement, the company shall submit the objection to the supervisors and shareholder meeting for discussion. The same procedure shall be applicable to any amendment hereof.</p>
Aritcle 23	<p>This procedure was established on 3 May 2005.The fourth amendment to this procedure was made on 19 June 2013. <u>The fifth amendment to this procedure was made on 28 May 2015.</u></p>	<p>This procedure was established on 3 May 2005.The fourth amendment to this procedure was made on 19 June 2013.</p>

Attachment 9: Comparison Table of the Procedures for Election of Directors and Supervisors

Article	After The Revision	Before The Revision
Article 1	<p>To ensure a just, fair, and open election of directors and supervisors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies. Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors and supervisors shall be conducted in accordance with these Procedures.</p>	<p>To ensure a just, fair, and open election of directors and supervisors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies. Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors and supervisors shall be conducted in accordance with these Procedures.</p>
Article 2	<p>The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. <u>The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:</u></p> <ol style="list-style-type: none"> <u>1. Basic requirements and values: Gender, age, nationality, and culture.</u> <u>2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.</u> <p>Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:</p> <ol style="list-style-type: none"> 1. The ability to make judgments about operations. 2. Accounting and financial analysis ability. 3. Business management ability. 4. Crisis management ability. 5. Knowledge of the industry. 6. An international market perspective. 7. Leadership ability. 8. Decision-making ability. <p>More than half of the directors shall be persons who have neither a spousal</p>	<p>The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors.</p> <p>Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:</p> <ol style="list-style-type: none"> 1. The ability to make judgments about operations. 2. Accounting and financial analysis ability. 3. Business management ability. 4. Crisis management ability. 5. Knowledge of the industry. 6. An international market perspective. 7. Leadership ability. 8. Decision-making ability. <p>More than half of the directors shall be persons who have neither a spousal</p>

Article	After The Revision	Before The Revision
	<p>relationship nor a relationship within the second degree of kinship with any other director.</p> <p><u>The company's Board of Directors shall consider adjusting the composition of the Board of Directors based on the performance assessment results.</u></p>	<p>relationship nor a relationship within the second degree of kinship with any other director.</p>
<p>Article 3</p>	<p>1. Supervisors of this Corporation shall meet the following qualifications:</p> <p>(1) Integrity and a practical attitude.</p> <p>(2) Impartial judgment.</p> <p>(3) Professional knowledge.</p> <p>(4) Broad experience.</p> <p>(5) Ability to read financial statements.</p> <p>2.1. In addition to the requirements of the preceding paragraph, at least one among the supervisors of this Corporation must be an accounting or finance professional.</p> <p>Appointments of supervisors shall be made with reference to the provisions on independence contained in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, in order to select appropriate supervisors to help strengthen the corporation's risk management and control of finance and operations.</p> <p>At least one supervisor position must be held by a person having neither a spousal relationship nor a relationship within the second degree of kinship with any other supervisor or with any director.</p> <p>A supervisor may not serve concurrently as the director, managerial officer, or any other employee of this Corporation, and should ideally be domiciled in the Republic of China to be able to promptly fulfill the functions of supervisor.</p>	<p>1. Supervisors of this Corporation shall meet the following qualifications:</p> <p>(1) Integrity and a practical attitude.</p> <p>(2) Impartial judgment.</p> <p>(3) Professional knowledge.</p> <p>(4) Broad experience.</p> <p>(5) Ability to read financial statements.</p> <p>2. In addition to the requirements of the preceding paragraph, at least one among the supervisors of this Corporation must be an accounting or finance professional.</p> <p>Appointments of supervisors shall be made with reference to the provisions on independence contained in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, in order to select appropriate supervisors to help strengthen the corporation's risk management and control of finance and operations.</p> <p>At least one supervisor position must be held by a person having neither a spousal relationship nor a relationship within the second degree of kinship with any other supervisor or with any director.</p> <p>A supervisor may not serve concurrently as the director, managerial officer, or any other employee of this Corporation, and should ideally be domiciled in the Republic of China to be able to promptly fulfill the functions of supervisor.</p>
<p>Article 5</p>	<p>The open ballot, cumulative voting method will be used for election of the directors and supervisors at this Corporation. Each share will have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single</p>	<p>The open-ballot, cumulative voting method will be used for election of the directors and supervisors at this Corporation. Each share will have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single</p>

Article	After The Revision	Before The Revision
	<p>candidate or split among multiple candidates.</p> <p>Elections of independent directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. <u>Arbitrary addition of supporting documents for other eligibility requirements is disallowed while reviewing the eligibility, education and experience of prospective directors, and presence of individual conditions under Article 30 of the Company Act or not and review results shall be provided to shareholders for their reference in order to select competent directors.</u> Any shareholder holding 1% or more of the total number of outstanding shares issued by the company and the board of directors may submit a roster of independent director candidates to the company, and , and, upon evaluation by the board of directors that all candidates so nominated are qualified independent director candidates, submit it to the shareholders' meeting for elections. The shareholders shall elect independent directors from among the nominees listed in the roster of director candidates. Matters related to the acceptance and public announcement for the nomination of candidates of independent directors shall be in accordance with the relevant laws and regulations such as the Company Act and Securities and Exchange Act.</p>	<p>candidate or split among multiple candidates.</p> <p>Elections of independent directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. Any shareholder holding 1% or more of the total number of outstanding shares issued by the company and the board of directors may submit a roster of independent director candidates to the company, and , and, upon evaluation by the board of directors that all candidates so nominated are qualified independent director candidates, submit it to the shareholders' meeting for elections. The shareholders shall elect independent directors from among the nominees listed in the roster of director candidates. Matters related to the acceptance and public announcement for the nomination of candidates of independent directors shall be in accordance with the relevant laws and regulations such as the Company Act and Securities and Exchange Act.</p>
Article 6	<p>When the number of directors falls below five due to the dismissal of a director for any reason, this Corporation shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.</p> <p>When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of</p>	<p>When the number of directors falls below five due to the dismissal of a director for any reason, this Corporation shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.</p> <p>When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of</p>

Article	After The Revision	Before The Revision
	<p>listings, or subparagraph 8 of the Standards for Determining Unsuitability for GTSM Listing under Article 10, Paragraph 1 of the GreTai Securities Market Rules Governing the Review of Securities for Trading on the GTSM, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.</p> <p>When the number of supervisors falls below that prescribed in this Corporation's articles of incorporation due to the dismissal of a supervisor for any reason, a by-election to fill the vacancy should ideally be held at the next shareholders meeting. When the supervisors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.</p>	<p>listings, or subparagraph 8 of the Standards for Determining Unsuitability for GTSM Listing under Article 10, Paragraph 1 of the GreTai Securities Market Rules Governing the Review of Securities for Trading on the GTSM, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.</p> <p>When the number of supervisors falls below that prescribed in this Corporation's articles of incorporation due to the dismissal of a supervisor for any reason, a by-election to fill the vacancy should ideally be held at the next shareholders meeting. When the supervisors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.</p>
Article 7	<p>The board of directors shall prepare separate ballots for directors and supervisors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.</p>	<p>The board of directors shall prepare separate ballots for directors and supervisors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.</p>
Article 12	<p>The voting rights shall be calculated on site immediately after the end of the poll, and the chair shall announce on the site the list of persons elected as directors or supervisors. <u>The ballot boxes shall be opened right after the voting session is completed. The Chair shall announce the voting result, including the list of elected directors and the number of votes in their favor.</u></p> <p><u>Ballot examiners shall seal and sign the ballot papers indicated under election information in the preceding paragraph and keep them properly for at least one year. If a shareholder makes a litigious claim against the Company according to Article</u></p>	<p>The voting rights shall be calculated on site immediately after the end of the poll, and the chair shall announce on the site the list of persons elected as directors or supervisors.</p>

Article	After The Revision	Before The Revision
	<u>189 of the Company Act, however, the abovementioned documents must be retained until the end of the litigation.</u>	
Article 13	The board of directors of this Corporation shall issue notifications to the persons elected as directors or supervisors .	The board of directors of this Corporation shall issue notifications to the persons elected as directors or supervisors.
Article 15	This procedure was established on 3 May 2005.This procedure was amended on 15 June 2011. <u>This procedure was amended on 28 May 2015.</u>	This procedure was established on 3 May 2005.This procedure was amended on 15 June 2011.

Attachment 10: The qualification of the 3 nominated independent directors

Independent Director Candidate	Education	Experience	Current Shareholding
Wang, Mao-Rong	Master, Institute of Management of Technology, National Chiao Tung University Refrigerating Air-conditioning Division, College of Mechanical & Electrical Engineering, National Taipei University of Technology	<p>Current Position</p> <ul style="list-style-type: none"> ● MJ Energy Master <u>Person in Charge</u> <p>Experience</p> <ul style="list-style-type: none"> ● Kun Shan University <u>Electrical and Mechanical Teaching Assistant</u> ● Taishan Training Center <u>Refrigerating Air-conditioning and Electrical/Mechanical Lecturer, Vice Career Trainer</u> ● Industrial Technology Research Institute <u>Laboratory Director, Vice Section Head, and Promotion Manager</u> ● Great United Technicians Firm <u>Person in Charge</u> ● Energy-saving Department, Delta Electronics, Inc. <u>Senior Manager</u> 	5,000 Shares
Yeh, Hui-Hsin	Bachelor Degree in Accounting, Tunghai University	<p>Current Position</p> <ul style="list-style-type: none"> ● Representative, Wei Chin CPAs & Co. ● Independent Director, Partner Tech. Corp. ● Independent Supervisor, Hyweb Technology Co., Ltd. <p>Experience</p> <ul style="list-style-type: none"> ● Partner CPA, Ernst & Young Global Limited 	3,000 Shares
Yang, Qian	Doctor of Computer Science, Washington University, USA Master of Computer Science, Georgia Institute of Technology, USA Master of Management Science, National Chiao Tung University Bachelor of Electronics Engineering, National Chiao Tung University	<p>Current Position</p> <ul style="list-style-type: none"> ● Institute of Business and Management, National Chiao Tung University <u>Adjunct Professor</u> ● Employee Complaint Deliberation Committee, Industrial Technology Research Institute <u>Member</u> ● Hermes Microvision, Inc. <u>Director</u> ● Chia Chang Co., Ltd. <u>Supervisor</u> ● ASPEED Technology Inc. <u>Independent Director</u> ● BestCom Infotech Corp. <u>Independent Director</u> <p>Experience</p> <ul style="list-style-type: none"> ● Institute of Business and Management, National Chiao Tung University <u>Professor and Dean</u> ● Institute of Business and Management, National Chiao Tung University <u>Professor and Acting Dean</u> ● Institute of Business and Management, National Chiao Tung University <u>Professor and EMBA Chief Executive Officer</u> ● Chairman Office, Hon Hai Precision Inc. Co., Ltd. <u>Consultant</u> ● Endowment Fund Committee, National Chiao Tung University <u>Member</u> ● Operation Fund Committee, National Chiao Tung University <u>Member</u> ● Personnel Review Committee, Judicial Yuan <u>Member</u> 	0 Share