



## 2016年股東常會

# 議事錄

時間：2016年5月27日(星期五)上午九點整

地點：台北市信義區松仁路9號1樓

(國泰金融會議廳)

  
**TPK Holding Co., Ltd.**  
**2016 年股東常會議事錄**

**時間：**2016 年 5 月 27 日（星期五）上午九點整

**地點：**台北市信義區松仁路 9 號 1 樓（國泰金融會議廳）

**出席：**出席股東及代表人股份總數 194,510,472 股，佔本公司已發行總股數 343,151,759 股（已扣除無表決權股數後）之 56.68%

**出席董事：**江朝瑞、劉世明代表磐時興業有限公司、江明憲、獨立董事張宏源

**主席：**董事長 江朝瑞先生



**記錄：**張嘉維



**壹、主席致詞：**（略）

**貳、報告事項**

一、本公司 2015 年度營業狀況報告，報請 公鑒。

說明：2015 年度營業報告書，請參閱附件一。

二、審計委員會查核 2015 年度決算表冊報告，報請 公鑒。

說明：審計委員會查核年度決算表冊，請參閱附件二。

三、本公司發行海外無擔保轉換公司債報告，報請 公鑒。

說明：一、本案業經 2014 年 11 月 4 日董事會決議通過發行海外第三次無擔保轉換公司債美金 250,000 仟元，並於 2014 年 11 月 14 日取得中央銀行核准、於 2014 年 12 月 31 日取得行政院金融監督管理委員會核准。

二、本公司已於 2015 年 4 月 1 日完成本公司債之訂價，並於 2015 年 4 月 8 日發行，發行條件如下：

(1)發行總額：美金 250,000 仟元

(2)公司債種類、面額及發行價格：記名式非次順位可轉換公司債。每張債券面額為美金 250 仟元，並按面額之 100%發行。

(3)發行日期：2015 年 4 月 8 日

(4)發行期間：2015 年 4 月 8 日至 2020 年 4 月 8 日，計五年

(5)到期之償還：本公司債除已被提前贖回、買回並註銷或行使轉換權外，本公司應於到期日，按本公司債面額之 107.76%，以美金將本公司債贖回

(6)票面利率：年利率 0%

(7)轉換價格：新台幣 240.37 元

(8)考量本次 2015 年 4 月 8 日所發行之海外存託憑證所表彰之普通股及發行金額美金 250,000 仟元之海外無擔保可轉換公司債，若全部按轉換價格轉換為普通股後，對原股東股權之最大稀釋比率約 13.69%

。(其中海外無擔保可轉換公司債對原股東股權之最大稀釋比率約 8.48%，海外存託憑證對原股東股權之最大稀釋比率約 5.21%)。

(9)本次發行之約定匯率為新台幣 31.290 元兌換 1 美元。

四、本公司庫藏股買回執行情形報告，報請 公鑒。

說 明：本公司買回公司股份之相關資料及執行情形，請參閱下表：

買回期次	第一次	第二次
董事會通過日期	2015年11月04日	2016年01月18日
買回股份之目的	維護公司信用及股東權益	轉讓股份予員工
實際買回期間	2015年11月19日~ 2016年01月04日	2016年01月21日~ 2016年03月16日
實際買回股份之種類及數量	普通股 4,998,000股	普通股 3,482,000股
實際買回股份數量占發行股份總數比率(%)	1.42%	1.00%
實際買回股份金額	新台幣445,013,853元	新台幣 243,594,511 元
平均每股買回價格	新台幣89.04元	新台幣 69.96 元
已辦理銷除之股份數量	4,998,000股	0 股
累積持有本公司股份數量	0股	3,482,000 股
累積持有本公司股份數量占已發行股份總數比率(%)	0	1.00%
未執行完畢之原因	本公司基於維護股東權益與兼顧市場機制，並考量後續資金運用，故未予以執行完畢。	本公司基於維護股東權益與兼顧市場機制，並考量後續資金運用，故未予以執行完畢。

### 參、承認事項

#### 第一案

董事會提

案 由：承認本公司 2015 年度營業報告書及合併財務報表案，謹提請 承認。

說 明：一、本公司 2015 年度合併資產負債表、合併綜合損益表、合併權益變動表及合併現金流量表，連同營業報告書送請審計委員會查核完竣並出具審計委員會查核報告書在案。上述合併財務報表業經勤業眾信聯合會計師事務所陳俊宏會計師及郭政弘會計師共同查核完竣。

二、各項表冊請參閱附件一~附件三。

三、以上核請股東常會承認。

決 議：本議案投票表決結果如下：

表決時出席股東表決權數：194,508,472 權

表決結果	占出席股東表決權數%
贊成權數 172,670,685 權 (含電子投票 81,627,353 權)	88.77
反對權數 57,759 權 (含電子投票 57,759 權)	0.03
電子投票棄權權數 18,967,027 權	9.75

本案照原案表決通過。

## 第二案

董事會提

案由：承認本公司 2015 年度虧損撥補案，謹提請 承認。

說明：一、本公司 2015 年度營業決算稅後淨損為美金 618,371,900 元，加計以前年度未分配盈餘美金 635,549,374 元(已含追溯適用之影響數美金 7,241 元及確定福利計畫再衡量數認列於保留盈餘美金 215,682 元)，合計可分配盈餘為美金 17,177,474 元；考量公司財務業務狀況，本公司擬不分配股利。請參閱附件四。

二、以上核請股東常會承認。

決議：本議案投票表決結果如下：

表決時出席股東表決權數：194,508,472 權

表決結果	占出席股東表決權數%
贊成權數 172,886,367 權 (含電子投票 81,843,035 權)	88.88
反對權數 64,350 權 (含電子投票 64,350 權)	0.03
電子投票棄權權數 18,744,754 權	9.64

本案照原案表決通過。

## 肆、討論事項 (一)

### 第一案

董事會提

案由：本公司擬以擇一或搭配之方式，辦理現金增資私募普通股或私募海外轉換公司債案。

說明：為充實營運資金、支應未來資本支出、償還銀行借款等一個或多個用途，擬提請股東會以特別決議授權董事會視當時金融市場狀況及本公司資金需求，於適當時機依公司章程、相關法令規定及以下說明之各項辦理原則，以擇一或搭配之方式，辦理現金增資私募普通股或私募海外轉換公司債，以籌措資金，其方式內容說明如下：

一、現金增資私募普通股之辦理原則：

1. 本次現金增資私募普通股，其私募之股數以不超過 20,000 仟股為限，股東無優先認購權。

2. 私募價格訂定之依據及合理性：

本公司私募普通股私募價格之訂定，以不得低於定價日前 1、3 或 5 個營業日擇一計算普通股收盤價簡單算數平均數扣除無償配股除權及配

息，並加回減資反除權後之股價，或定價日前 30 個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價，二基準計算價格較高者之八成為訂定依據。實際定價日及實際私募價格擬提請股東會授權董事會依法令規定及於不低於股東會所決議訂價依據與成數範圍內，參考當時市場及公司狀況為依據訂定之。本次私募價格之訂定方式係依主管機關法令規範為之，且考量私募有價證券之轉讓時點、對象及數量均有嚴格限制，且普通股於交付日三年內不得洽辦上市掛牌，流動性較差等因素，本次私募普通股之訂價方式應屬合理。

3. 應募人之選擇方式與目的、必要性及預計效益：

應募人之選擇將依證券交易法第 43 條之 6 及原財政部證券暨期貨管理委員會台財證一字第 0910003455 號令規定辦理。本次選定應募人之目的，係為引進策略性投資人。所稱策略性投資人，係為提高本公司之產業競爭力及獲利能力，藉其技術、經驗、知識、品牌或通路等，經由產業垂直整合、水平整合或共同研究開發新產品或開拓應用市場之方式，以協助本公司提升技術、擴大產品線、改善品質、降低成本、增進效率及擴大市場等效益之個人或法人。應募人之選擇由股東會授權董事會決定。其目的、必要性及預計效益，在於因應本公司營運發展之需，擬藉由私募投資人協助本公司強化公司競爭力及提升營運效能與長期發展。

4. 辦理私募之必要性、資金用途及預計效益：

(1) 不採公開募集之理由：

為支應本公司未來營運發展及引進策略性投資人等規畫，並考量以私募籌資之時效性、便利性、發行成本及股權穩定性，且私募有價證券受限於證券交易法有關不得自由轉讓之規定，將可確保公司與策略性投資人之長期合作關係，故擬辦理私募。

(2) 得辦理私募額度：

擬以不超過普通股 20,000 仟股為限。惟實際私募之股數仍需視公司需求及當時法令規定及金融市場狀況而定。

(3) 資金用途及預計效益：

本次私募普通股所募資金預計用於充實營運資金、支應資本支出、償還銀行借款等一個或多個用途，並預計於私募完成後三年內完成資金之運用，預計產生強化產業地位、提升長期競爭力、改善財務結構或節省利息支出等一個或多個效益，對股東權益將有正面助益。惟實際私募與資金運用時程，仍視本公司資金需求、法令規定及金融市場情況而定。

二、私募海外轉換公司債之辦理原則：

1. 本次私募海外轉換公司債總金額以美金 100,000 仟元為上限。本次私募海外轉換公司債之暫定發行及轉換辦法，請參閱附件五，並由股東會授權董事會視當時公司資金需求及金融市場狀況辦理。
2. 私募價格訂定之依據及合理性：

本公司私募海外轉換公司債發行價格之訂定，以不得低於「公開發行公司辦理私募有價證券應注意事項」所稱理論價格之八成為訂定依據。實際發行價格擬提請股東會授權董事會依法令規定及於不低於股東會所決議訂價依據與成數範圍內，參考當時市場及公司狀況為依據訂定之。本次私募價格之訂定方式係依主管機關法令規範為之，且考量私募有價證券之轉讓時點、對象及數量均有嚴格限制，且轉換公司債轉換後之股份於轉換公司債交付日三年內不得洽辦上市掛牌，流動性較差等因素，本次私募海外轉換公司債條件之訂定應屬合理。

3. 應募人之選擇方式與目的、必要性及預計效益：

應募人之選擇將依證券交易法第43條之6及原財政部證券暨期貨管理委員會台財證一字第0910003455號令規定辦理。本次選定應募人之目的，係為引進策略性投資人。所稱策略性投資人，係為提高本公司之產業競爭力及獲利能力，藉其技術、經驗、知識、品牌或通路等，經由產業垂直整合、水平整合或共同研究開發新產品或開拓應用市場之方式，以協助本公司提升技術、擴大產品線、改善品質、降低成本、增進效率及擴大市場等效益之個人或法人。應募人之選擇由股東會授權董事會決定。其目的、必要性及預計效益，在於因應本公司營運發展之需，擬藉由私募投資人協助本公司強化公司競爭力及提升營運效能與長期發展。

4. 辦理私募之必要性、資金用途及預計效益：

(1) 不採公開募集之理由：

為支應本公司未來營運發展及引進策略性投資人等規畫，並考量以私募籌資之時效性、便利性、發行成本及股權穩定性，且私募有價證券受限於證券交易法有關不得自由轉讓之規定，將可確保公司與策略性投資人之長期合作關係，故擬辦理私募。

(2) 得辦理私募額度：

海外私募轉換公司債總金額以美金100,000仟元為上限，惟實際私募之金額仍需視公司需求或當時法令規定及金融市場狀況而定。轉換公司債持有人因行使轉換權而取得本公司普通股，其股數依轉換時之轉換價格計算之。

(3) 資金用途及預計效益：

本次私募海外轉換公司債案得由股東會授權董事會於股東會決議日起一年內辦理，所募資金預計用於充實營運資金、資本支出、償還銀行借款等一個或多個用途，並預計於私募完成後三年內完成資金之運用，預計產生強化產業地位、提升長期競爭力、改善財務結構或節省利息支出等一個或多個效益，對股東權益將有正面助益。惟實際私募與資金運用時程，仍視本公司資金需求、法令規定及金融市場情況而定。

5. 轉換公司債與換發普通股之權利義務：

本次私募海外轉換公司債轉換後換發之普通股，其權利義務與本公司已發行普通股相同，惟該等普通股之上市與再行賣出應依證券交易法相關規定

辦理。私募海外轉換公司債，並應依原行政院金融監督管理委員會金管證一字第09700513881 號令及相關規定辦理。

6. 本次私募計畫之主要內容包括海外轉換公司債之發行及轉換辦法、實際私募價格、私募條件、計畫項目、金額、預計進度及預計可能產生之效益等相關發行計畫之事項，擬提請股東會同意，授權董事會依公司財務需求、金融市場狀況及相關法令規定調整並全權處理。未來如因法令變更、主管機關指示、或基於市場狀況變化、營運評估或因客觀環境影響而須變更或修正時，亦請股東會授權董事會全權處理之。

三、為配合辦理本次私募案之後續作業，擬請股東會以特別決議通過授權董事長或其指定之人，代表本公司簽署一切相關契約及文件，並為本公司辦理一切後續所需相關事宜。

四、本公司私募有價證券議案，依證券交易法第 43 條之 6 規定，應說明事項請詳公開資訊觀測站（網址：<http://newmopsov.twse.com.tw/>）。

五、以上核請股東會以特別決議表決。

議事經過：回覆財團法人證券投資人及期貨交易人保護中心針對本私募案所提之相關問題，要旨如下：

(一)關於本私募案之必要性及合理性：

為因應觸控產業之激烈競爭，本公司擬透過本私募案引進策略性投資人以強化競爭能力，並擬將所募資金運用於研發新的觸控技術、製程、開發新市場及購置生產設備所用。此外，本公司本年度第一季之負債比仍達 66.29%，而「現金及約當現金」已連續三季呈現下降，財務壓力仍大，是以藉本私募案保留引進策略性投資人的彈性，並以所募資金支應未來長期發展新技術、新產品之資金需求，屬必要且合理之手段。

(二)關於本次股東會之私募議案，係為依法取得股東會決議授權，以保留未來引進策略性投資人之彈性而訂。本公司目前並無具體之募資計畫，亦無特定應募人，相關私募條件均未臻明確，因此尚無法具體載明。待本私募案確定付諸實行時，本公司定將依法公告載明相關發行條件。

(三)關於本私募案是否會造成經營權變動的問題：

本私募案係希望引進友好之策略性投資人，就商業發展、技術領域建立緊密的合作關係。若本私募海外可轉換公司債經應募人全數認購並轉換，雖可達本公司實收資本額之 17.43%，但本公司董事長江朝瑞先生所持有之股份已佔本公司實收資本額之 23.3%以上。故本私募案之發行，應無造成本公司經營權重大變動之虞。

決議：本議案投票表決結果如下：

表決時出席股東表決權數：194,510,472 權

表決結果	占出席股東表決權數%
贊成權數 172,439,203 權 (含電子投票 81,395,871 權)	88.65

反對權數 754,514 權 (含電子投票 712,514 權)	0.39
電子投票棄權權數 18,543,754 權	9.53

本案照原案以特別決議表決通過。

## 第二案

董事會提

案由：修訂本公司「資金貸與他人作業辦法」部分條文案，謹提請 公決。

說明：一、依公司運作需要，擬修訂資金貸與他人作業辦法。

二、資金貸與他人作業辦法修訂條文對照表，請參閱附件六。

三、以上核請決議。

決議：本議案投票表決結果如下：

表決時出席股東表決權數：194,510,472 權

表決結果	占出席股東表決權數%
贊成權數 172,904,959 權 (含電子投票 81,859,627 權)	88.89
反對權數 55,758 權 (含電子投票 48,758 權)	0.03
電子投票棄權權數 18,743,754 權	9.64

本案照原案表決通過。

## 伍、選舉事項

案由：本公司董事改選案。

董事會提

說明：一、依本公司章程第25.1條規定，本公司設董事七人~十一人(含獨立董事三人)，任期三年，得連選連任。

二、本公司第三屆董事任期自 2013 年 5 月 22 日起，於 2016 年 5 月 21 日屆滿。

擬請股東會重新選舉董事九席(含獨立董事三席)，任期三年，自 2016 年 5 月 27 日起至 2019 年 5 月 26 日止。

三、本公司董事九席(含獨立董事三席)之選任採候選人提名制度，股東應就候選人名單中選任之，候選人提名資料請參閱議事手冊之附件七。

四、謹提請選舉。

選舉結果：

TPK Holding Co., Ltd. 2016 年股東常會選舉第四屆董事當選名單

當選別	股東戶號或身分證統一編號	戶名或姓名	當選權數
董事	5	江朝瑞	158,790,981
董事	2	Capable Way Investments Limited 代表人：鍾依華	150,022,117
董事	1	Max Gain Management Limited 代表人：張恆耀	149,010,184
董事	3	High Focus Holdings Limited 代表人：蔡宗良	145,799,554



董事	84037	Global Yield International Co., Ltd 代表人：劉世明	144,179,970
董事	198210XXXX	江明憲	143,004,303
獨立董事	K10124XXXX	張宏源	141,487,288
獨立董事	12333	翁明正	139,090,907
獨立董事	Q12012XXXX	姜豐年	138,324,080

## 陸、討論事項二

案由：解除本公司新任董事競業禁止案。 董事會提

說明：一、依本公司章程第 30.4 條規定，董事如在公司業務範圍內為自己或他人從事行為，應在從事該行為之前，於股東會上向股東揭露該等利益的主要內容，並在股東會上取得特別（重度）決議許可。擬提請股東會許可解除本公司新任董事自其就任本公司董事任期內，得為自己或他人從事與公司業務範圍相同或類似之行為。

二、競業禁止明細請參閱附件七。

三、以上核請決議。

決議：本議案投票表決結果如下：

表決時出席股東表決權數：194,510,472 權

### (一)江朝瑞董事

表決結果	占出席股東表決權數%
贊成權數 172,399,451 權 (含電子投票 81,347,119 權)	88.63
反對權數 51,007 權 (含電子投票 51,007 權)	0.03
電子投票棄權權數 19,254,013 權	9.90

### (二)法人代表人鍾依華董事

表決結果	占出席股東表決權數%
贊成權數 172,392,451 權 (含電子投票 81,347,119 權)	88.62
反對權數 51,007 權 (含電子投票 51,007 權)	0.03
電子投票棄權權數 19,254,013 權	9.90

### (三)江明憲董事

表決結果	占出席股東表決權數%
贊成權數 172,399,451 權 (含電子投票 81,347,119 權)	88.63
反對權數 51,007 權 (含電子投票 51,007 權)	0.03
電子投票棄權權數 19,254,013 權	9.90

(四)翁明正獨立董事

表決結果	占出席股東表決權數%
贊成權數 172,392,451 權 (含電子投票 81,347,119 權)	88.63
反對權數 51,007 權 (含電子投票 51,007 權)	0.03
電子投票棄權權數 19,254,013 權	9.90

(五)姜豐年獨立董事

表決結果	占出席股東表決權數%
贊成權數 172,392,451 權 (含電子投票 81,347,119 權)	88.63
反對權數 51,007 權 (含電子投票 51,007 權)	0.03
電子投票棄權權數 19,254,013 權	9.90

伍、臨時動議：無。

(股東提問及發言內容暨公司之答覆略)

陸、散會

(本次股東會記錄僅載明會議進行要點；會議進行內容、程序及股東發言仍以會議影音記錄為準)



主席：江朝瑞



記錄：張嘉維

  
**TPK Holding Co., Ltd.**  
**(the "Company")**  
**2016 Annual General Shareholders' Meeting Minutes**

Time: May 27, 2016 (Friday) at 9:00 a.m.

Place: Cathay Financial Conference Hall

(1 F, No.9, Songren Rd., Xinyi District, Taipei City, Taiwan)

The total number of shares present in person or by proxy in the 2016 Annual General Shareholders Meeting was 194,510,472 shares, i.e. 56.68 % of shares of TPK's common stock issued and outstanding (excluding the shareholders who had no voting powers as provided under the Company Act).

Board Members Present: Chiang, Chao-Juei, Panshi Company Limited

(represented by Lui, Shih-Ming), Foster Chiang and Chang, Horng-Yan (the Independent Director)

Chairman: Chiang, Chao-Juei, the Chairman of Board of Directors

Secretary: Chang, Chia-Wei

The aggregate voting shares present in person or by proxy constitute a quorum. The Chairman hereby declares the 2016 Annual General Shareholders Meeting to order.

**1. Chairman's Statement (omitted)**

**2. Matters to Report**

**1. 2015 Business Report**

Description: The 2015 Business Report is attached as Exhibit 1.

**2. Audit Committee's Review Report on 2015 Financial Statements**

Description: The Audit Committee's Review Report on 2015 Financial Statements is attached as Exhibit 2.

**3. Report of the Issuance of Overseas Unsecured Convertible Bonds**

Descriptions:

- (1) The issuance of the third Overseas Unsecured Convertible Bonds (the "Bonds") of USD250 million was approved by the Board of Directors on November 4, 2014. The approvals for the issuance of the Bonds from the Central Bank of the Republic of China (Taiwan) and the Financial Supervisory Commission (the "FSC") were granted on November 14, 2014 and December 31, 2014, respectively.
- (2) The Company had completed the pricing of the Bonds on April 1, 2015 and issued the Bonds on April 8, 2015. The issue terms are set forth below:

- a. Total Issue Amount: USD250 million
- A. Type, Denomination and Issue Price: The Bonds are unsubordinated and unsecured convertible bonds in registered form. The Bonds are issued at 100% of par value in denominations of USD250,000.
- b. Issue Date: April 8, 2015
- c. Tenor: April 8, 2015 to April 8, 2020 (Five years)
- d. Redemption at Maturity: Unless previously redeemed, repurchased and canceled or converted, the Bonds will be redeemed at a redemption price equal to 107.76% of the principal amount on maturity date.
- e. Coupon Rate: 0%
- f. Conversion Price: NTD240.37
- g. After also taking into account the issuance of global depositary shares on April 8, 2015, the USD250 million Bonds issuance, upon full conversion, would have a maximum dilutive effect of 13.69% on the original shareholders (of which, the maximum dilutive effect attributed to the issuance of Bonds is approximately 8.48%, and the maximum dilutive effect attributed to the issuance of global depositary shares is approximately 5.21%).
- h. The fixed exchange rate applicable for the issuance of the Bonds is NTD31.29 = USD1.00

#### 4. Report on the Implementation of uByback of the Company's Shares

Description: For information regarding TPK's shares repurchase and the implementation status, please refer to the following table:

Serial Number of Repurchase	1	2
Date of the Board of Directors to resolve shares buyback	2015/11/4	2016/1/18
Purpose of repurchase	Maintenance of the Company's creditability and the shareholders' right	For the transfer to employees
Actual repurchase period	2015/11/19~ 2016/1/4	2016/1/21~ 2016/3/16
Type and actual number of repurchased shares	4,998,000 common shares	3,482,000 common shares
Number of repurchased shares as a percentage of total outstanding shares (%)	1.42%	1.00%
Total price of repurchased shares	NTD445,013,853	NTD243,594,511
Average repurchase price per share	NTD89.04	NTD69.96

Number of shares cancelled	4,998,000 shares	0 shares
Accumulated number of shares held by TPK	0 shares	3,482,000 shares
Accumulated number of shares held by TPK as a percentage to total outstanding shares (%)	0	1.00%
Reason for the implementation yet to complete	In view of maintaining the shareholders' interests, considering the market mechanism and the subsequent use of funds, the Company did not complete the share repurchase by expiry.	In view of maintaining the shareholders' interests, considering the market mechanism and the subsequent use of funds, the Company did not complete the share repurchase by expiry.

### 3. Matters for Approval

#### **Item 1: To approve 2015 Business Report and Consolidated Financial Statements (proposed by the Board of Directors)**

Descriptions:

- (1) The 2015 consolidated balance sheet, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows of the Company along with the 2015 Business Report have been submitted to the Audit Committee for review and approval and the Audit Committee has issued its Review Report accordingly. The above consolidated financial statements have been audited by independent auditors Jeff Chen and Denny Kuo of Deloitte & Touche.
- (2) Please refer to Exhibits 1~3 for 2015 Business Report, Audit Committee's Review Report and 2015 Consolidated Financial Statements.
- (3) Please resolve.

Voting Results: Shares present at the time of voting: 194,508,472

Voting Results	% of the represented share present
Votes in favor: 172,670,685 votes (including 81,627,353 votes casted in electronic form)	88.77
Votes against: 57,759 votes (including 57,759 votes casted in electronic form)	0.03
Votes abstained in electronic form: 18,967,027votes	9.75

RESOLVED, that the above proposal be and hereby was approved as proposed.

**Item 2: To approve the Proposal for 2015 Deficit Compensation (proposed by the Board of Directors).**

Descriptions:

(1) As the Company's 2015 net loss after tax is USD618,371,900 and the amount of unappropriated retained earnings of the prior years is USD635,549,374 (including the retrospective application of new accounting standards in the amount of USD7,241 and adjustment of remeasurement of defined benefit plans to Retained Earnings in the amount of USD215,682), the total amount of retained earnings available for distribution is USD17,177,474. After taking into consideration financial and business factors, the Company proposes not to distribute dividends. Please refer to Exhibit 4 as attached.

(2) Please resolve.

Voting Results: Shares present at the time of voting: 194,508,472

Voting Results	% of the represented share present
Votes in favor: 172,886,367 votes (including 81,843,035 votes casted in the electronic form)	88.88
Votes against: 64,350 votes (including 64,350 votes casted in the electronic form)	0.03
Votes abstained in electronic form: 18,744,754 votes	9.64

RESOLVED, that the above proposal be and hereby was approved as proposed.

**D. Matters for Discussion (A)**

**Item 1: Discussion on private placement of common shares for cash and/or overseas convertible bonds (proposed by the Board of Directors)**

Descriptions:

To fund the Company's operating capital, and/or capital expenditure, and/or repayments of bank loans, it is proposed that the shareholders resolve by a Special Resolution vote to authorize the Board of Directors to conduct the private placement of common shares for cash and/or overseas convertible bonds at appropriate times depending on the then financial market conditions and the Company's capital needs, in accordance with the Company's Amended and Restated Memorandum and Articles of Association (the "M&A"), relevant laws and regulations and the following principles. Details are as follows:

1. Principle of conducting the private placement of common shares for cash:

- (1) The number of shares to be privately placed shall not exceed 20,000,000 shares. Existing shareholders shall not be entitled to exercise pre-emptive rights to purchase the privately placed shares.
- (2) The basis and reasonableness of pricing for the private placement:

The pricing for the private placement of common shares is set to be not lower than 80% of the higher of the following calculation results: the simple average closing price of the common shares for either one, three or five business days before the price determination date and after adjustment for any distribution of stock dividends, cash dividends or capital reduction; or the simple average closing price of the common shares for the thirty business days before the price determination date and after adjustment for any distribution of stock dividends, cash dividends, or capital reduction. For the actual price determination date and actual private placement price, it is proposed to the shareholders' meeting to resolve to authorize the Board of Directors to determine in accordance with the law and not below the range approved by the shareholders' meeting and depending on the then market conditions and the Company's circumstances. As the pricing for this private placement is set in accordance with the laws and regulations of the competent authority, and considering the strict transfer restrictions on the timing, the identity of the transferee and the quantity of the privately placed securities, as well as factors such as the lower liquidity on account that the privately placed common shares are not eligible for listing application during a three-year period after their delivery, the pricing for the privately placed common shares is deemed to be reasonable.
- (3) Method and objectives of selecting the placee, the necessity for that selection, and the anticipated benefits:

The selection of placee shall be conducted in accordance with Article 43-6 of the Securities and Exchange Act and the ruling (Tai-Cai-Zheng-1 No. 0910003455) of the former Securities and Futures Commission of the Ministry of Finance. The objective for selecting the placee is to introduce strategic investors. A strategic investor refers to an individual or corporate entity that, for the purpose of increasing the Company's competitiveness and ability of obtaining profits, assists the Company to enhance the technology, expand the production lines, improve the quality, reduce the costs, increase the efficiency, and expand market share through vertical or horizontal industry integration or collaboration in product or market development by such investor's own technology, experience, knowledge, brand or networks. It is proposed to the shareholders' meeting to resolve to authorize the Board of Directors to select the placees. The objectives, necessity and expected benefits for selecting the placees are to meet the demand of the Company's operations by having placees to provide the Company with assistance in strengthening the Company's competitiveness and improving the operational efficiency and long term development.

(4) Necessity of conducting private placement, use of funds, and expected benefits:

a. Reasons for not using public offering:

For supporting the Company's future business development and the plan to introduce strategic investors, and in consideration of the time efficiency, convenience, issue costs and stability of shareholding attributed to private placement, and that the privately placed securities are restricted from free transfer under the Securities and Exchange Act so that a long term partnership between the Company and its strategic investors can be ensured, it is proposed to conduct a private placement.

b. Maximum amount of the private placement:

This private placement of common shares is subject to a maximum of 20,000,000 shares. The actual amount of the shares shall be determined in accordance with the Company's need, and the then applicable laws and regulations and the financial market conditions.

c. Use of funds and expected benefits:

The capital raised from this private placement of common shares is expected to be used to fund the Company's operating capital, and/or capital expenditure, and/or repayments of bank loans. It is expected that the funds will be used up within three years after the completion of private placement. The expected benefits include a strengthened position in industry, enhanced long term competitiveness, improved financial structure, and savings on interest expenses, which will result in a positive impact on shareholders' interests. The actual schedule for private placement and use of funds shall depend on the Company's capital needs, the laws and regulations, and the financial market conditions.

2. Principle of conducting the private placement of overseas convertible bonds:

(1) The total amount of this private placement of overseas convertible bonds is subject to a maximum amount of USD100,000,000. Please refer to the Exhibit 5 for the tentative terms and conditions of this private placement of overseas convertible bonds. It is proposed to the shareholders' meeting to resolve to authorize the Board of Directors to conduct the private placement depending on the Company's then capital needs and the financial market conditions.

(2) The basis and reasonableness of pricing for the private placement:

The price for the privately placed overseas convertible bonds is set to be not lower than 80% of the theoretical price referred to in the Directions for Public Companies Conducting Private Placements of Securities. For the actual private placement price, it is proposed to the shareholders' meeting to resolve to authorize the Board of Directors to determine in accordance with the law and not below the range approved by the shareholders' meeting and depending on the then market conditions and the Company's circumstances. As the pricing for this private placement is set in



accordance with the laws and regulations of the competent authority, and considering the strict transfer restrictions on the timing, the identity of the transferee and the quantity of the privately placed securities, as well as factors such as the lower liquidity on account that the converted shares are not eligible for listing application during a three-year period after the delivery of the convertible bonds, the pricing for the privately placed overseas convertible bonds is deemed to be reasonable.

- (3) Method and objectives of selecting the placee, the necessity for that selection, and the anticipated benefits:

The selection of placee shall be conducted in accordance with Article 43-6 of the Securities and Exchange Act and the ruling (Tai-Cai-Zheng-1 No. 0910003455) of the former Securities and Futures Commission of the Ministry of Finance. The objective for selecting the placee is to introduce strategic investors. A strategic investor refers to an individual or corporate entity that, for the purpose of increasing the Company's competitiveness and ability of obtaining profits, assists the Company to enhance the technology, expand the production lines, improve the quality, reduce the costs, increase the efficiency, and expand market share through vertical or horizontal industry integration or collaboration in product or market development by such investor's own technology, experience, knowledge, brand or networks. It is proposed to the shareholders' meeting to resolve to authorize the Board of Directors to select the placees. The objectives, necessity and expected benefits for selecting the placees are to meet the demand of the Company's operations by having placees to provide the Company with assistance in strengthening the Company's competitiveness and improving the operational efficiency and long term development.

- (4) Necessity of conducting private placement, use of funds, and expected benefits:

- a. Reasons for not using public offering:

For supporting the Company's future business development and the plan to introduce strategic investors, and in consideration of the time efficiency, convenience, issue costs and stability of shareholding attributed to private placement, and that the privately placed securities are restricted from free transfer under the Securities and Exchange Act so that a long term partnership between the Company and its strategic investors can be ensured, it is proposed to conduct a private placement.

- b. Maximum amount of the private placement:

The total amount of this private placement of overseas convertible bonds is subject to a maximum amount of USD100,000,000. The actual amount of the overseas convertible bonds shall be determined in accordance with the Company's needs, the then applicable laws and regulations and the financial market conditions. The number of shares to be issued upon conversion will be

determined by dividing the principal amount of the bonds by the conversion price in effect.

c. Use of funds and expected benefits:

The capital raised from this private placement of overseas convertible bonds is expected to be used to fund the Company's operating capital, and/or capital expenditure, and/or repayments of bank loans. It is expected that the funds will be used up within three years after the completion of private placement. The expected benefits include a strengthened position in industry, enhanced long term competitiveness, improved financial structure, and savings on interest expenses, which will result in a positive impact on shareholders' interests. The actual schedule for private placement and use of funds shall depend on the Company's capital needs, the laws and regulations, and the financial market conditions.

(5) Rights and obligations associated with convertible bonds and converted shares:

The rights and obligations associated with the common shares converted from the privately placed overseas convertible bonds are identical to those associated with the existing common shares of the Company; provided, however, that the listing and resale of such common shares shall be subject to the regulations under the Securities and Exchange Act. This private placement of overseas convertible bonds shall also be conducted in compliance with the ruling of former Financial Supervisory Commission of the Executive Yuan (Jin-Guan-Zheng-1 No. 09700513881) and other regulations.

(6) It is proposed that the shareholders resolve to authorize the Board of Directors to adjust and handle, based on the Company's financial needs, financial market conditions, and relevant regulations, all matters in connection with the major aspects of this private placement, including but not limited to, the issuance and conversion plan of the overseas convertible bonds, actual private placement price, terms of private placement, items of plan, amount, expected schedule and benefits. If an amendment or revision shall be made as a result of the change of law, requests by the competent authorities, or based on the change of market circumstances, business evaluations or the market conditions at that time, it is also proposed that the shareholders resolve to authorize the Board of Directors with full power and authority to handle.

3. In order to complete the private placement, it is proposed that the shareholders resolve by a Special Resolution vote to authorize the Chairman of the Board of Directors and his designated persons to represent the Company to sign all relevant contracts and documents and handle all matters for the Company.

4. For more information to be disclosed as required under Article 43-6 of the Securities and Exchange Act, please visit the Market Observation Post System (website address: <http://newmopsov.twse.com.tw/>).

5. Please resolve by a Special Resolution.

**Minutes of the Special Resolution: the summary of the Company's response regarding the inquiry from the Securities and Futures Investors Protection Center regarding the private placement herein is as follows:**

(1) With regard to the necessity and reasonableness of a private placement:

In order to maintain our competitive edge in the fiercely competitive touch panel industry, we may introduce strategic investor(s) through the private placement, so as to strengthen our competitiveness. We intend to invest the private placement funds into research and development of new touch panel technologies and manufacturing process, explore new markets, and acquire equipments for manufacturing. In addition, as our debt ratio in the first quarter of year 2016 is still 66.29 %, and our cash and cash equivalents has been declining for three consecutive quarters, there is still significant financial stress. Thus, the private placement is necessary and reasonable means to have the flexibility to introduce strategic investors and to meet the capital needs for long-term development of new technologies and new products.

(2)The purpose of this resolution is to obtain the necessary approval for the flexibility to introduce strategic investors in the future. As of this moment, there is no specific plan or particular investor for a private placement. In the event we decide to carry out a private placement, we will announce the related terms in accordance with laws and regulations

(3) With regard to whether a private placement would cause a change of management:

The purpose of private placement is to introduce friendly strategic investor(s) to establish close cooperations in business and technology development. If all of the Bonds under the private placement were purchased and converted, such converted shares would reach 17.43% of our paid-up capital; however, since the shares held by Chairman Chiang, Chao-Juei still exceeds 23.3% of our paid-up capital, a private placement is unlikely to result in a major change of management.

Resolution:

Voting Results: Shares present at the time of voting: 194,510,472

Voting Results	% of the represented share present
Votes in favor: 172,439,203 votes (including 81,395,871 votes casted in electronic form)	88.65
Votes against: 754,514votes (including 712,514votes casted in electronic form)	0.39
Votes abstained in electronic form: 18,543,754votes	9.53

RESOLVED, by way of a Special Resolution, that the above proposal be and hereby was approved as proposed.

**Item 2: To amend the Regulations Governing Extending Loans to Others (proposed by the Board of Directors)**

Descriptions:

- (1) To accommodate the Company's actual business needs, the Board of Directors proposes to amend the Regulations Governing Extending Loans to Others accordingly.
- (2) The comparison table of the amendments to the Regulations Governing Extending Loans to Others is attached as Exhibit 6.
- (3) Please resolve.

Resolution:

Voting Results: Shares present at the time of voting: 194,510,472

Voting Results	% of the represented share present
Votes in favor: 172,904,959 votes (including 81,859,627 votes casted in electronic form)	88.89
Votes against: 55,758 votes (including 48,758 votes casted in electronic form)	0.03
Votes abstained in electronic form: 18,743,754 votes	9.64

RESOLVED, that the above proposal be and hereby was approved as proposed.

**E. Matters for Election**

**Proposal for the election of Directors (proposed by the Board of Directors)**

Descriptions:

- (1) According to Article 25.1 of the M&A, there shall be a board of Directors consisting of no less than seven persons and no more than eleven persons, including three Independent Directors, each of whom shall be appointed to a term of office of three years. Directors may be eligible for re-election.
- (2) The third term of the office of Directors started from May 22, 2013 and expired on May 21, 2016. Nine directors (including three Independent Directors) will be elected at this shareholders' meeting, with a term of office of three years. The term of newly-elected Directors will start from May 27, 2016 and expire on May 26, 2019.

(3) The Company adopts the candidate nomination mechanism for electing Directors. The list of candidates has been approved by the Board of Directors on February 26, 2016 and April 8, 2016. The information of the candidates is attached as Exhibit 7 of the Meeting Handbook.

(4) Please Vote.

**Election Result:**

Title	Shareholder's number (or ID number)	Name	Votes received
Director	5	Chao-Juei Chiang	158,790,981
Director	2	Capable Way Investments Limited Represented by: Yi-Hua Chung	150,022,117
Director	1	Max Gain Management Limited Represented by: Heng-Yao Chang	149,010,184
Director	3	High Focus Holdings Limited Represented by: Tsung-Liang Tsai	145,799,554
Director	84037	Global Yield International Co., Ltd. Represented by: Shih-Ming Liu	144,179,970
Director	198210XXXX	Foster Chiang	143,004,303
Independent Director	K10124XXXX	Chang, Horng-Yan	141,487,288
Independent Director	12333	Weng, Ming-Jeng	139,090,907
Independent Director	Q12012XXXX	Chiang, Fong-Nien	138,324,080

**F. Matters for Discussion (B)**

**Proposal to Release the Newly-Elected Directors from Non-Competition Restrictions  
(Proposed by the Board of Directors)**

Descriptions:

(1) According to Article 30.4 of the M&A, Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to the shareholders, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the shareholders at such general meeting by a Supermajority Resolution vote. It is proposed to release the newly-elected Directors from

any restrictions on their participation in the matters within or similar to the scope of the Company's business for himself or on behalf of others since the date of the appointment as Directors.

(2) Please see the attached Exhibit 7 for the list of companies the director may have interest in.

(3) Please resolve.

Resolution:

Voting Results:

Shares present at the time of voting: 194,510,472

(1) Director : Chao-Juei Chiang

Voting Results	% of the represented share present
Votes in favor: 172,399,451 votes (including 81,347,119 votes casted in electronic form)	88.63
Votes against: 51,007votes (including 51,007 votes casted in electronic form)	0.03
Votes abstained in electronic form: 19,254,013votes	9.90

(2) Director : Capable Way Investments Limited Represented by :Chung, Yi-Hua

Voting Results	% of the represented share present
Votes in favor: 172,392,451 votes (including 81,347,119 votes casted in electronic form)	88.63
Votes against: 51,007 votes (including 51,007votes casted in electronic form)	0.03
Votes abstained in electronic form: 19,254,013 votes	9.90

(3) Director : Foster Chiang

Voting Results	% of the represented share present
Votes in favor: 172,399,451 votes (including 81,347,119 votes casted in electronic form)	88.63
Votes against: 51,007 votes (including 51,007votes casted in electronic form)	0.03
Votes abstained in electronic form: 19,254,013 votes	9.90

(4) Independent Director: Weng, Ming-Jeng

Voting Results	% of the represented share present
Votes in favor: 172,392,451 votes (including 81,347,119 votes casted in electronic form)	88.63

Votes against: 51,007 votes (including 51,007votes casted in electronic form)	0.03
Votes abstained in electronic form: 19,254,013 votes	9.90

(5) Independent Director: Chiang, Fong-Nien

Voting Results	% of the represented share present
Votes in favor: 172,392,451 votes (including 81,347,119 votes casted in electronic form)	88.63
Votes against: 51,007 votes (including 51,007votes casted in electronic form)	0.03
Votes abstained in electronic form: 19,254,013votes	9.90

**E. Ad Hoc Motion**

(Questions raised by the shareholders and management's responses are omitted)

There being no other business and special motions, upon a motion duly made and seconded, the meeting is adjourned.

F. Adjournment

This shareholders meeting minutes is a summary of the meeting. Video records may be referenced for details of the event, the procedures, and shareholder statements.

Chairman

Secretary

Chiang, Chao-Juei

Chang, Chia-Wei





附件

**Exhibit(s)**



## TPK Holding Co., Ltd.

## 營業報告書

2015 年觸控市場版圖與產業秩序亦處於加速調整的階段，過去產能擴充過多而造成營運上的負擔，使觸控業者面臨嚴峻的挑戰，本公司在 2015 年的經營績效與獲利表現遭逢極大的壓力。有鑑本公司於 2015 年第三季，就現有閒置、待淘汰產能及虧損的轉投資事業一次認列資產減損，冀望藉由大幅度的精簡瘦身降低固定費用之負擔，使生產彈性更加靈活及產品定位益發明確。展望 2016 年產業景氣詭譎多變、起伏難料，要在如此多變的環境下生存，就得要紮好馬步、打底固本、做好準備，現在期待東風而來，未來即可乘風而上。本公司將持續兢兢業業於自身體質之提升與內部經營效率之改善，盼能在經歷了組織結構調整與資源重新分配後，憑藉著團隊堅定的決心、高度的執行力及領先業界的觸控技術與產品設計能力，必能在激烈的產業淘汰賽中潛沉整合、蓄勢待發、完全勝出，甚至重返榮耀。

根據 IHS 研究顯示，2015 年電容式觸控模組出貨維持與 2014 年相當，約 11.1 億片。隨觸控介面普遍應用於行動裝置如：智慧型手機、平板電腦、電子閱讀器 (eReader)、等，且筆記型電腦之觸控滲透率逐漸增加，加上觸控產品新應用之擴展，如車用觸控螢幕、穿戴式產品等，2016 年整體電容式觸控市場仍可望維持穩定成長，預計 2015-2018 年三年 CAGR 約 1.9%。相信以本公司的創新思維與具有彈性的生產能力，能夠提供客戶高品質、具競爭優勢的觸控產品，並提供給客戶完整的一站式服務，以成為先進光機電模組整合者。

## 2015 年策略目標

本公司 2015 年的主要策略目標為精「練」自身體質、提升內部經營效率、集中資源深耕核心客戶、消化過剩產能、提升價格競爭力為主軸。所執行的策略目標概述如下：

**(一)內部管理策略：re-engineer 組織再造、落實 BU 制**

依客戶、產品、技術及地理位置等考量建立並落實利潤中心制度，達成化繁為簡、減少資源浪費、強化管理效能進而提升市場競爭力。

**(二)客戶銷售策略：re-align 重新整合**

利潤導向原則篩選核心客戶、培養潛力客戶、淘汰資源消耗客戶，以「質」的策略取代「量」的策略，減少資源耗損與成本負擔。

**(三)產品市場策略：re-focus 重新聚焦**

鞏固現有產品線與市場，並專注於開發新的觸控應用產品與拓展潛在機會市場，如穿戴式裝置、2-in-1 筆記型電腦、車用市場、壓力感測及指紋辨識功能等新應用。

## 財務表現

本公司 2015 年合併營收為新台幣 1,213.6 億元，較 2014 年減少 6.3%。然因一次性大幅資產減損，導致稅後淨損為新台幣 200.1 億元，每股虧損為新台幣 57.86 元。

## 研發情形

保持技術的領先是本公司增加競爭力的重要因素，至 2015 年底已取得專利數達 1,490 件，其中發明專利 566 項，新型專利 924 項，2016 年仍將積極主張本公司所擁有之專利權利，並持續研發與申請，以確保公司在觸控領域之產品技術受到保護。

未來本公司將持續投注於觸控相關技術之研發，尤其在原材料、先進設備和玻璃處理技術等方面，進而強化本公司垂直整合之能力。同時透過專利製程與自行研發設計之自動化設備，以期達到高於業界的良率與效率，以建立起競爭對手無法複製的進入障礙。

## 2016 年營業計劃概要

展望 2016 年，整體觸控市場之成長動能將來自壓力感測產品及穿戴式裝置持續成長、大尺寸平板及 2-in-1 筆電需求穩定成長、指紋辨識功能應用帶動相關需求及車用觸控產品應用擴展。在觸控市場蓬勃發展的同時，觸控產業的競爭亦日益激烈，因此，2016 年營運重點將持續強化技術規格、拓展多元應用整合、深耕客戶維持彈性、精簡成本提升效率為主軸，期望以更優質的競爭力來創造營運佳績。2016 年營業計畫概述如下：

### (一)強化既有觸控技術與規格之主導權：

規劃觸控產品技術藍圖，並與主要客戶及材料廠商合作開發先進創新觸控技術與結構，以期符合主要客戶群未來在各類高階產品上對於觸控結構、材質、功能及靈敏度之要求，並與重要品牌客戶共同制訂市場主流觸控技術之規格。

### (二)積極協助客戶拓展各類觸控技術之應用及模組整合：

協助重點客戶開發觸控創新應用及產品，例如：穿戴式裝置、大尺寸平板及車用市場等，以達到提升觸控應用於各類電子產品之滲透率，擴展整體觸控應用市場。同時也將視客戶需求，評估跨足 LCM Module 及 Open cell 組裝工作，強化客供關係及黏著度。

### (三)配合主要客戶多元供應商之策略，維持供應鏈高度彈性：

與各家主要上下游元件供應商緊密合作，不再以自製零件為優先選項，改以外購方式取代不具競爭力之製造，以降低資本支出及技術轉變之風險，同時達到客戶要求之供應鏈風險分散之目的。

### (四)持續優化組織架構、精簡成本及提升效率：

針對公司客戶、組織、研發、製程、效率、良率、費用、人資等，持續進行優化以期進一步強化公司競爭力並提升整體營運獲利。

## 未來公司發展策略

觸控應用將持續蓬勃發展，然而觸控產業的整合與新技術的演進也勢必持續進行，將帶來更多的競爭與挑戰。本公司將謹慎以對，以追求質的提升為目標，持續強化營運體質並秉持務實的經營理念，貫徹「新、速、實、簡」精神，以提供優質製造服務、與客戶共同精進成長、創造股東最大利益、關懷回饋社會為宗旨，憑藉著多元技術與價值創新的競爭力，在各位股東的支持以及全體同仁的努力下，讓 TPK 繼續成為優質且具競爭力的專業觸控技術領導廠商。

董事長 江朝瑞



總經理 鍾依華



會計主管 劉詩亮

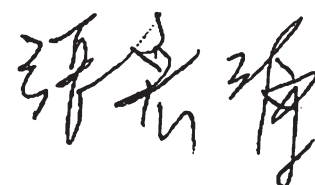


TPK Holding Co., Ltd. 審計委員會查核報告書

董事會造具本公司2015年度營業報告書、合併財務報表及虧損撥補議案，經本審計委員會查核，認為尚無不合，爰依證券交易法第十四條之四等相關規定報告如上，敬請 鑒核。

TPK Holding Co., Ltd.

審計委員會召集人：張宏源



2016 年 2 月 26 日

會計師查核報告

TPK Holding Co., Ltd. 公鑒：

TPK Holding Co., Ltd.及其子公司民國 104 年及 103 年 12 月 31 日之合併資產負債表，暨民國 104 年及 103 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表與合併現金流量表，業經本會計師查核竣事。上開合併財務報告之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開合併財務報告表示意見。

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則規劃並執行查核工作，以合理確信合併財務報告有無重大不實表達。此項查核工作包括以抽查方式獲取合併財務報告所列金額及所揭露事項之查核證據、評估管理階層編製合併財務報告所採用之會計原則及所作之重大會計估計，暨評估合併財務報告整體之表達。本會計師相信此項查核工作可對所表示之意見提供合理之依據。

依本會計師之意見，第一段所述合併財務報告在所有重大方面係依照證券發行人財務報告編製準則、經金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達 TPK Holding Co., Ltd. 及其子公司民國 104 年及 103 年 12 月 31 日之合併財務狀況，暨民國 104 年及 103 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

勤業眾信聯合會計師事務所  
會計師 陳 俊 宏

會計師 郭 政 弘

陳俊宏



郭政弘



行政院金融監督管理委員會核准文號  
金管證審字第 0990031652 號

財政部證券暨期貨管理委員會核准文號  
台財證六字第 0920123784 號

中 華 民 國 105 年 2 月 26 日

TPK Holding Co., Ltd. 及子公司

合併資產負債表

民國 104 年及 103 年 12 月 31 日

單位：新台幣仟元

103年12月31日  
(調整後)  
(附註三)

代 碼	資 產	104年12月31日			103年12月31日		
		金 額	%	金 額	%		
	流動資產 (附註四)						
1100	現金及約當現金 (附註四及六)	\$ 16,393,296	14	\$ 29,539,623	19		
1147	無活絡市場之債務工具投資—流動 (附註四、九及三六)	16,786,560	14	16,736,884	11		
1170	應收票據及帳款淨額 (附註四、五、十及三五)	12,269,629	11	13,809,555	9		
1200	其他應收款 (附註四、五、十、二八及三五)	5,522,002	5	6,785,621	5		
1220	本期所得稅資產 (附註四及二六)	820,674	1	376,172	-		
130X	存貨 (附註四、五及十一)	8,737,305	8	7,179,669	5		
1470	其他流動資產 (附註四及十七)	504,223	-	220,018	-		
11XX	流動資產合計	61,033,689	53	74,647,542	49		
	非流動資產						
1543	以成本衡量之金融資產—非流動 (附註四及八)	150,011	-	150,000	-		
1550	採用權益法之投資 (附註四、五及十三)	176,384	-	1,011,978	1		
1600	不動產、廠房及設備 (附註四、五、十四及三五)	48,030,343	42	63,611,168	42		
1760	投資性不動產淨額 (附註四、五、十五及三五)	423,671	-	479,020	-		
1780	無形資產 (附註四、五及十六)	177,116	-	1,129,662	1		
1840	遞延所得稅資產 (附註四、五及二六)	2,015,039	2	1,620,912	1		
1915	預付設備款	1,251,503	1	7,962,283	5		
1920	存出保證金 (附註三二及三五)	81,399	-	113,646	-		
1985	長期預付租金 (附註四及十七)	1,888,284	2	1,994,552	1		
1990	其他非流動資產—其他	285	-	2,007	-		
15XX	非流動資產合計	54,194,035	47	78,075,228	51		
1XXX	資 產 總 計	\$ 115,227,724	100	\$ 152,722,770	100		
	負債及權益						
	流動負債 (附註四)						
2100	短期借款 (附註九、十八、三五及三六)	\$ 39,549,609	35	\$ 52,686,331	35		
2120	透過損益按公允價值衡量之金融負債—流動 (附註四、七及十九)	111,605	-	144,324	-		
2170	應付票據及帳款	14,153,518	12	19,383,188	13		
2180	應付帳款—關係人 (附註三五)	802,384	1	1,156,853	1		
2213	應付工程及設備款 (附註二十及三五)	2,041,961	2	4,043,135	3		
2219	其他應付款—其他 (附註二十、二三及三五)	2,923,310	3	3,421,155	2		
2230	本期所得稅負債 (附註四及二六)	94,487	-	175,253	-		
2252	保固之短期負債準備 (附註四、五及二一)	1,390,156	1	1,398,167	1		
2255	虧損性合約之短期負債準備 (附註四、五、十一及二一)	4,770	-	129,576	-		
2320	一年內到期之長期負債 (附註十八及十九)	7,190,754	6	12,565,195	8		
2399	其他流動負債—其他	154,651	-	202,422	-		
21XX	流動負債合計	68,417,205	60	95,305,599	63		
	非流動負債						
2530	應付公司債 (附註四及十九)	7,850,150	7	-	-		
2540	長期借款 (附註十八及三五)	4,828,984	4	7,927,524	5		
2570	遞延所得稅負債 (附註四及二六)	2,583,081	2	3,295,993	2		
2640	淨確定福利負債—非流動 (附註四及二二)	13,011	-	21,910	-		
2645	存入保證金	8,715	-	8,680	-		
2655	股東往來 (附註三五)	-	-	11,907	-		
25XX	非流動負債合計	15,283,941	13	11,266,014	7		
2XXX	負債合計	83,701,146	73	106,571,613	70		
	歸屬於本公司業主之權益 (附註四、十三、十九、二二、二三、二八及三一)						
3110	股本—普通股	3,516,318	3	3,312,948	2		
3200	資本公積	21,483,184	19	16,839,470	11		
	保留盈餘						
3310	法定盈餘公積	3,952,487	3	3,952,487	3		
3350	未分配盈餘 (累積虧損)	(1,161,660)	(1)	19,003,511	12		
3300	保留盈餘合計	2,790,827	2	22,955,998	15		
	其他權益						
3410	國外營運機構財務報表換算之兌換差額	3,746,515	3	2,226,093	2		
3425	備供出售金融資產未實現損益	-	-	(1,339)	-		
3400	其他權益合計	3,746,515	3	2,224,754	2		
3500	庫藏股票	(433,358)	-	-	-		
31XX	本公司業主權益合計	31,103,486	27	45,333,170	30		
36XX	非控制權益	423,092	-	817,987	-		
3XXX	權益合計	31,526,578	27	46,151,157	30		
	負債及權益總計	\$ 115,227,724	100	\$ 152,722,770	100		

後附之附註係本合併財務報告之一部分。

董事長：江朝瑞



經理人：鍾依華



會計主管：劉詩亮



TPK Holding Co., Ltd. 及子公司

合併綜合損益表

民國 104 年及 103 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟每股  
盈餘（虧損）為元

代 碼		104年度		103年度 (調整後) (附註三)	
		金 額	%	金 額	%
4100	營業收入淨額（附註四、二 四及三五）	\$ 121,363,612	100	\$ 129,516,919	100
5110	營業成本（附註四、十一、 十四、十六、二一、二二、 二三、二五、二八、三二 及三五）	<u>127,924,827</u>	<u>105</u>	<u>119,035,192</u>	<u>92</u>
5900	營業毛利（損）	( <u>6,561,215</u> )	( <u>5</u> )	<u>10,481,727</u>	<u>8</u>
	營業費用（附註四、十四、 十六、二二、二三、二五、 二八、三二及三五）				
6100	推銷費用	989,814	1	902,374	1
6200	管理費用	9,477,143	8	4,451,779	3
6300	研究發展費用	<u>1,326,257</u>	<u>1</u>	<u>4,983,003</u>	<u>4</u>
6000	營業費用合計	<u>11,793,214</u>	<u>10</u>	<u>10,337,156</u>	<u>8</u>
6900	營業淨利（損）	( <u>18,354,429</u> )	( <u>15</u> )	<u>144,571</u>	<u>-</u>
	營業外收入及支出				
7010	政府補助收入（附註四）	505,506	-	1,022,574	1
7100	利息收入（附註四、二 五及三五）	915,992	1	1,310,941	1
7190	其他收入—其他（附註 二五、三二及三五）	183,573	-	148,638	-

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代 碼		104年度		103年度 (調整後) (附註三)	
		金 額	%	金 額	%
7225	處分投資利益 (附註三十)	\$ 60,451	-	\$ -	-
7230	外幣兌換利益淨額 (附註四)	-	-	219,361	-
7190	保險理賠收入 (附註二五及三八)	942,356	1	-	-
7050	財務成本 (附註四、十四、十八、十九、二五及三五)	( 1,273,754)	( 1)	( 1,430,786)	( 1)
7590	什項支出 (附註四及十五)	( 102,017)	-	( 43,942)	-
7540	災害損失 (附註十一、十四及三八)	( 1,194,717)	( 1)	-	-
7630	外幣兌換損失淨額	( 321,945)	-	-	-
7635	透過損益按公允價值衡量之金融資產 (負債) 損失 (附註四及七)	( 120,800)	-	( 116,499)	-
7671	金融資產減損損失 (附註四及十三)	( 1,047,847)	( 1)	( 290,693)	-
7679	其他減損損失	( 1,122,548)	( 1)	-	-
7770	採用權益法認列之關聯企業損失之份額 (附註四及十三)	( 88,863)	-	( 389,068)	( 1)
7000	營業外收入及支出合計	( 2,664,613)	( 2)	430,526	-
7900	稅前淨利 (損)	( 21,019,042)	( 17)	575,097	-
7950	所得稅利益 (費用) (附註四及二六)	943,357	1	( 8,376)	-
8200	本年度淨利 (損)	( 20,075,685)	( 16)	566,721	-

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(承前頁)

代 碼		104年度		103年度 (調整後) (附註三)	
		金 額	%	金 額	%
	其他綜合損益				
	不重分類至損益之項目				
8311	確定福利計畫之再 衡量數 (附註四 及二二)	\$ 8,480	-	\$ 3,485	-
8341	換算表達貨幣之兌 換差額 (附註四 及二三)	1,412,200	1	2,724,071	2
8349	與不重分類至損益 項目相關之所得 稅	( <u>1,451</u> )	-	( <u>592</u> )	-
8310		<u>1,419,229</u>	<u>1</u>	<u>2,726,964</u>	<u>2</u>
	後續可能重分類至損益 之項目				
8361	國外營運機構財務 報表換算之兌換 差額	( 34,012)	-	( 317,695)	-
8370	採用權益法認列關 聯企業其他綜合 損益之份額 (附 註四及二三)	199,182	-	9,499	-
8399	與可能重分類至損 益項目相關之所 得稅 (附註四、 二三及二六)	( <u>4,597</u> )	-	( <u>4,891</u> )	-
8360		<u>160,573</u>	-	( <u>313,087</u> )	-
8300	本年度其他綜合損 益 (稅後淨額)	<u>1,579,802</u>	<u>1</u>	<u>2,413,877</u>	<u>2</u>
8500	本年度綜合損益總額	<u>(\$ 18,495,883)</u>	<u>( 15)</u>	<u>\$ 2,980,598</u>	<u>2</u>
	淨利 (損) 歸屬於：				
8610	本公司業主	(\$ 20,006,508)	( 17)	\$ 276,806	-
8620	非控制權益	( <u>69,177</u> )	-	<u>289,915</u>	-
8600		<u>(\$ 20,075,685)</u>	<u>( 17)</u>	<u>\$ 566,721</u>	-

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代 碼		104年度		103年度 (調整後) (附註三)	
		金 額	%	金 額	%
	綜合(損)益總額歸屬於：				
8710	本公司業主	(\$ 18,477,718)	( 15)	\$ 2,644,369	2
8720	非控制權益	( <u>18,165</u> )	<u>-</u>	<u>336,229</u>	<u>-</u>
8700		<u>(\$ 18,495,883)</u>	<u>( 15)</u>	<u>\$ 2,980,598</u>	<u>2</u>
	每股盈餘(虧損)(附註二七)				
	來自本公司業主本年度				
	淨利(損)				
9710	基 本	(\$ <u>57.86</u> )		\$ <u>0.84</u>	
9810	稀 釋	(\$ <u>57.86</u> )		\$ <u>0.84</u>	

後附之附註係本合併財務報告之一部分。

董事長：江朝瑞



經理人：鍾依華



會計主管：劉詩亮





TPK Holding Co., Ltd. 及子公司

民國 104 年 12 月 31 日

單位：新台幣千元

代碼	歸屬	於本公司之權益									
		股本 (附註四、二二及二九)	資本公積 (附註四、二二及二九)	保留盈餘公積 (附註四、二二及二九)	未分配盈餘 (附註四、二二及二九)	國外營運機構財務報告換算之兌換差額 (附註四及二二)	其他權益 (附註四及二二)	備供出售金融資產 未實現(損)益 (附註四及二二)	非控制權益 (附註四、二二及三)	權益總額	權益總額
AI	\$ 3,292,887	\$ 16,494,984	\$ 3,220,044	\$ 21,102,720	\$ 138,785	\$ 1,078	\$ 43,970,772	\$ 906,072	\$ 44,876,844	\$ 44,876,844	
A3				41			41			41	
A5	3,292,887	16,494,984	3,220,044	21,102,761	(138,785)	(1,078)	43,970,813	906,072	44,876,885	44,876,885	
B1			732,443	(732,443)							
B5				(1,646,549)			(1,646,549)		(1,646,549)	(1,646,549)	
O1								(424,316)	(424,316)	(424,316)	
D1					276,806		276,806	289,915	566,721	566,721	
D3								46,314	46,314	46,314	
D5				2,946	2,364,878	(261)	2,367,563	336,229	2,980,598	2,980,598	
N1		171,629					171,629		171,629	171,629	
N1	20,061	172,857					192,918		192,918	192,918	
M5				(10)			(10)	2	(8)	(8)	
Z1	3,312,948	16,839,470	3,952,487	19,003,511	2,226,093	(1,339)	45,333,170	817,987	46,151,157	46,151,157	
I1		410,072					410,072		410,072	410,072	
E1	200,000	3,912,916					4,112,916		4,112,916	4,112,916	
B5				(165,692)			(165,692)		(165,692)	(165,692)	
O1								(378,796)	(378,796)	(378,796)	
D1				(20,006,508)			(20,006,508)	(69,177)	(20,075,685)	(20,075,685)	
D3				7,029	1,520,422	1,339	1,528,790	51,012	1,579,802	1,579,802	
D5				(19,999,479)	1,520,422	1,339	(18,477,718)	(18,165)	(18,495,883)	(18,495,883)	
N1		292,441					292,441		292,441	292,441	
N1	3,370	28,577					31,947		31,947	31,947	
M3								2,066	2,066	2,066	
C7		(292)					(292)		(292)	(292)	
L1							(433,358)		(433,358)	(433,358)	
Z1	3,516,318	21,483,184	3,952,487	11,161,660	3,746,515		31,103,486	423,092	31,526,578	31,526,578	



會計主管：劉詩亮



經理人：鍾依華



董事長：江朝端

後附之附註係本合併財務報告之一部分。

TPK Holding Co., Ltd.及子公司

合併現金流量表

民國 104 年及 103 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		104年度	103年度
	營業活動之現金流量		
A10000	本年度稅前淨利(損)	(\$21,019,042)	\$ 575,097
A20010	不影響現金流量之收益費損項目		
A20100	折舊費用	9,574,077	7,889,564
A20200	攤銷費用	128,214	163,581
A20300	呆帳費用(迴轉利益)	1,202,187	( 3,120)
A20400	透過損益按公允價值衡量金融資產 及負債之淨損失	167,655	137,447
A20900	財務成本	1,273,754	1,430,786
A21200	利息收入	( 915,992)	( 1,310,941)
A21900	員工認股權酬勞成本	292,441	171,629
A22300	採用權益法認列之關聯企業損失之 份額	88,863	389,068
A22500	處分及報廢不動產、廠房及設備損 失(利益)	( 103,224)	29,207
A22800	處分無形資產利益	( 69)	( 89)
A23200	處分子公司股權利益	( 60,451)	-
A23500	金融資產減損損失	1,047,847	290,693
A23700	非金融資產減損損失	18,268,441	1,818,115
A23800	存貨跌價及呆滯迴轉利益	( 327,116)	( 928,179)
A24200	買回應付公司債損失	44,532	-
A29900	災害損失	972,835	-
A29900	預付租賃款攤銷	25,630	23,196
A29900	迴轉負債準備	( 150,158)	( 386,677)
A30000	營業資產及負債之淨變動數		
A31130	應收票據及帳款減少	1,495,093	1,017,906
A31180	其他應收款減少	922,020	2,969,765
A31200	存貨減少(增加)	( 1,469,601)	2,093,724
A31240	其他流動資產增加	( 306,442)	( 38,690)
A32150	應付票據及帳款增加(減少)	( 5,257,743)	12,647
A32160	應付帳款—關係人增加(減少)	( 354,470)	52,325
A32180	其他應付款減少	( 465,065)	( 400,207)
A32200	短期負債準備減少	( 34,420)	( 51,997)
A32230	其他流動負債增加	143,846	50,433
A32240	淨確定福利負債減少	( 1,815)	( 1,265)
A33000	營運產生之現金流入	5,181,827	15,994,018
A33100	收取之利息	1,016,262	1,087,455
A33500	支付之所得稅	( 688,603)	( 1,562,193)
AAAA	營業活動之淨現金流入	<u>5,509,486</u>	<u>15,519,280</u>

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代 碼		104年度	103年度
	投資活動之現金流量		
B00600	取得無活絡市場之債務工具投資	(\$ 49,178)	(\$ 7,477,769)
B01200	取得以成本衡量之金融資產	-	( 150,000)
B01800	取得採用權益法之長期股權投資	( 295,822)	-
B01900	處分採用權益法之長期股權投資	193,539	-
B02200	取得子公司股權之淨現金流出	( 88,751)	-
B02300	處分子公司股權之淨現金流入	3,528	-
B02700	購置不動產、廠房及設備	( 575,287)	( 3,688,691)
B02800	處分不動產、廠房及設備價款	371,393	8,899
B03700	存出保證金減少	31,083	34,450
B04100	其他應收款增加	( 661,747)	( 1,107,750)
B04500	購置無形資產	( 17,763)	( 112,903)
B04600	處分無形資產價款	793	6,139
B04800	其他資產減少(增加)	175	( 1,696)
B07100	預付設備款增加	( 5,276,309)	( 9,585,529)
B07300	長期預付租金增加	( 3,180)	( 531,646)
BBBB	投資活動之淨現金流出	( 6,367,526)	( 22,606,496)
	籌資活動之現金流量		
C00100	短期借款增加(減少)	( 14,577,565)	10,509,340
C01200	發行公司債	7,781,249	-
C01300	償還公司債	( 7,494,360)	( 11,091,658)
C01600	舉借長期借款	7,008,425	3,511,367
C01700	償還長期借款	( 8,982,697)	( 4,071,928)
C03000	存入保證金增加(減少)	35	( 25,615)
C03800	其他應付款—關係人減少	-	( 7,729)
C04300	其他負債減少	-	( 2,991)
C04500	發放現金股利	( 165,692)	( 1,646,549)
C04600	現金增資	4,112,916	-
C04800	員工執行認股權	31,947	192,918
C04900	購買庫藏股票	( 433,358)	-
C05600	支付之利息	( 1,043,316)	( 1,133,280)
C05800	非控制權益變動	( 378,796)	( 424,324)
CCCC	籌資活動之淨現金流出	( 14,141,212)	( 4,190,449)
DDDD	匯率變動對現金及約當現金之影響	1,852,925	2,517,895
EEEE	本年度現金及約當現金減少數	( 13,146,327)	( 8,759,770)
E00100	年初現金及約當現金餘額	29,539,623	38,299,393
E00200	年底現金及約當現金餘額	\$16,393,296	\$29,539,623

後附之附註係本合併財務報告之一部分。

董事長：江朝瑞



經理人：鍾依華



會計主管：劉詩亮



【附件四】



單位：美金元

期初未分配盈餘	635,340,933
追溯適用之影響數	(7,241)
調整後期初未分配盈餘	635,333,692
確定福利計畫再衡量數認列於保留盈餘	215,682
調整後未分配盈餘	635,549,374
本期淨損	(618,371,900)
本期可供分配盈餘	17,177,474
本期不分派股利	
期末未分配盈餘結轉至下年度	17,177,474

董事長：江朝瑞



經理人：鍾依華



會計主管：劉詩亮



**Exhibit 4**

**TPK Holding Co., LTD**  
**DEFICIT COMPENSATION STATEMENT**  
**Year 2015**

(Unit : \$US)

Unappropriated retained earnings of prior years	635,340,933
The effective of retrospective application of new accounting standards	(7,241)
<hr/>	
Unappropriated retained earnings of prior years after adjustments	635,333,692
The adjustment of remeasurement of defined benefit plans	215,682
<hr/>	
Unappropriated retained earnings after adjustments	635,549,374
Y2015 net loss after tax	(618,371,900)
<hr/>	
Distributable net profit	17,177,474
No dividends to shareholders	
<hr/>	
The ending balance of unappropriated retained earnings	17,177,474
<hr/> <hr/>	

Chairman: Chiang, Chao-Juei    Executive: Chung, Yi-Hua    Accounting Manager: Liu, Hsi-Liang

TPK Holding Co. Ltd.

私募海外無擔保轉換公司債發行及轉換辦法（暫定）

一、發行總額

本轉換公司債（下稱「本債券」或「本公司債」）發行總額上限為美金100,000仟元。每張面額為美金●元整，發行價格應不低於理論價格之八成。

二、發行期間

發行期間為●年。

三、票面利率

票面年利率0% - 5%。

四、還本日期及方式

除本債券持有人行使轉換、賣回、本公司提前收回或買回註銷者外，本公司於本債券到期時按債券面額或加計利息補償金將債券持有人所持有之本債券以現金一次償還。

五、發行方式

本次海外無擔保轉換公司債將於中華民國境外地區私募，並將依照私募當地國家的法律與規範及國際市場慣例辦理。

六、轉換價格與轉換方式

轉換價格不得低於定價日本公司普通股於台灣證券交易所當日之收盤價、定價日前一、三或五個營業日擇一計算之普通股收盤價簡單算術平均數扣除無償配股除權及配息後，並加回減資反除權後之股價的八成或定價日前三十個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價的八成。

實際轉換價格擬提請股東會授權董事會依據相關法令規定訂定之。

本債券發行後，遇有本公司已發行或私募之普通股股份增加（包括但不限於以募集發行或以私募方式辦理現金增資、盈餘轉增資、資本公積轉增資、公司合併或受讓他公司股份發行新股、股票分割及現金增資參與發行海外存託憑證等）、發放現金股利、低於每股時價之轉換或認股價格再發行（或私募）具有普通股轉換權或認股權之各種有價證券時，或本公司非因庫藏股註銷之減資致普通股股份減少時，轉換價格將隨之進行調整。

本公司債發行滿●個月後迄到期日前十日止，除依法令之停止過戶期間外，本債券持有人得隨時請求將本公司債轉換為本公司之普通股。



#### 七、本公司對本債券之提前贖回權

本公司得選擇不設提前贖回權或於下列情況下得按債券面額或加計利息補償金以現金提前贖回其流通在外之本債券。

1. 發行滿一年翌日起至到期日前40日止，若本債券流通在外餘額低於原發行總面額之10%時。
2. 發行滿一年翌日起至到期日前40日止，本公司普通股於集中市場之收盤價連續30個營業日達當時轉換價格130%（含）以上時。

#### 八、債券持有人之賣回權：

本公司得選擇不設賣回權，或本債券持有人得於發行滿●個月後，要求本公司按每年●%之收益率所計算之價格全部或一部份贖回本債券。

#### 九、本公司債轉換後之股份補辦公開發行

本公司債轉換後之股份於本公司債交付日起滿三年後，得向金融監督管理委員會申請補辦公開發行，並得向臺灣證券交易所股份有限公司申請上市買賣。

#### 十、適用法律

本公司債之發行、管理及處分，依[紐約州]法辦理。但本公司債之核准發行及轉換權之行使，應依中華民國法令辦理並受中華民國法令限制。

#### 十一、銷售限制

本公司債不得在中華民國境內募集、銷售或交付。本公司債之應募依中華民國境外之私募當地國法規辦理。

#### 十二、稅賦

1. 依中華民國現行法律，股票持有人出售本公司普通股時，需繳付按成交金額0.3%計算之證券交易稅；另如出售人為依中華民國法令設立之公司，或在中華民國境內有固定營業場所或營業代理人之外國營利事業，尚必須依據所得基本稅額條例相關規定計算其是否有應納所得基本稅額。
2. 如中華民國或英屬開曼群島相關稅務法令有所變更，則依當時規定辦理。

**TPK Holding Co., Ltd.**  
**Plan for Private Placement and Conversion of Overseas Unsecured**  
**Convertible Bonds (tentative)**

A. Total issue amount

The maximum issue amount for the convertible corporate bond ("Bonds") is USD100,000,000. The par value is USD●, and the issue price may not be lower than 80% of the theoretical price.

B. Issue terms

The issue term is ● years.

C. Coupon rate

The annual coupon rate is 0%-5%.

D. Date and repayment of principle

Unless the Bonds have been previously converted, redeemed, or repurchased and canceled, the Company will repay the Bonds, in whole, in cash on the maturity date with an amount equal to the principal amount or plus an yield.

E. Issue method

The Bonds will be privately placed outside the Republic of China in accordance with the laws and regulations of the country where the private placement takes place and the international market practice.

F. Price and method of conversion

The conversion price may not fall below 80% of the closing price of the common shares of the Company on the Taiwan Stock Exchange ("TWSE") on the price determination date, or the simple average closing price of either one, three or five business days before the price determination date and after adjustment for any distribution of stock dividends, cash dividends or capital reduction, or 80% of the simple average closing price of the common shares for thirty business days before the price determination date and after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.

For the actual private placement price, it is proposed that the shareholders to resolve to authorize the Board of Directors to determine in accordance with relevant laws and regulations.

After the issuance of the Bonds, the conversion price will be subject to adjustment in the event of the increase of number of the Company's issued or privately placed common shares

(including but not limited to capital increase for cash (through public offering or private placement), surplus, capital reserve, corporate mergers or acceptance of newly-issued shares issued by other companies, stock splits and capital increase for cash to sponsor the issuance of overseas depositaries shares), the distribution of cash dividends, the issuance or private placement of securities with rights of conversion or subscription at a price below the then market price per share, or capital deduction due to cancellation of treasury shares..

Except during a period where the Company is required to close its stock transfer books under the relevant laws, a holder of Bonds may exercise the conversion rights to convert the Bonds into common shares of the Company at any time after ● months from the issue date and prior to ten days before the maturity.

#### G. Early redemption at the option of the Company

The Company may choose not to include the terms of early redemption of the Bonds at the option of the Company, or, may choose to early redeem the outstanding Bonds in cash with an amount equal to the principal amount or plus an yield under the following circumstances:

1. If the outstanding amount of the Bonds falls below 10% of the total amount of the originally issued Bonds after one year from the issue date and prior to 40 days before the maturity.
2. If the closing price of the Company's common shares on the TWSE exceeds the conversion price then in effect by 130% (inclusive) or more for 30 consecutive business days after one year from the issue date and prior to 40 days before the maturity.

#### H. Redemption at the option of the holder of the Bonds

The Company may choose not to include the terms of redemption at the option of the holders of the Bonds, or, may choose to include the terms that after ● months from the issue date, a holder of the Bonds may request the Company to redeem the Bonds, in whole or in part, at a price calculated at an annual yield of ●%.

#### I. Public offering for shares converted from the Bonds

The shares converted from the Bonds may be filed with the Financial Supervisory Commission for a public offering after three years from the delivery date of the Bonds, and an application may be submitted to the TWSE for trading of the shares on the TWSE.

#### J. Applicable laws

The issuance, administration, and disposal of the Bonds shall be subject to the laws of [the State of New York]. The approval for private placement and exercise of conversion rights for the Bonds shall be conducted in accordance with the laws of the Republic of China and shall be subject to the restrictions under the laws of the Republic of China.

#### K. Selling restrictions

The Bonds may not be offered, sold, or delivered in the Republic of China. The Bonds shall be privately placed according to the laws and regulations of the country outside of the Republic of China where the private placement takes place.

#### L. Taxes

1. According to the current laws of the Republic of China, a 0.3% securities transaction tax shall be levied upon the sale of common shares of the Company; if the seller is a company established in accordance with the laws and regulations of the Republic of China, or a foreign profit-seeking enterprise with a fixed business place or with a business agent in the Republic of China, such seller may be subject to the income basic tax calculated in accordance with the Income Basic Tax Act.
2. In case of any amendment to relevant tax regulations of the ROC and Cayman Island, all tax matters shall be construed in accordance with the then prevailing laws.

## 資金貸與他人作業辦法修訂前後條文對照表

修正條文	現行條文
<p>(調整項次)</p> <p><u>6.1</u> 資金貸與對象，</p> <p><u>6.1.1</u> 本公司或子公司資金貸業務往來者，貸與金額以不超過雙方間業務往來金額為限。所稱業務往來係指一年內雙方銷貨或進貨孰高者。</p> <p><u>6.1.2</u> 貸與有短期融通資金需要者。</p>	<p><u>6.1.3</u> 資金貸與<u>個別對象之限額</u>，</p> <p>(1)本公司或子公司資金貸業務往來者，貸與金額以不超過雙方間業務往來金額為限。所稱業務往來係指一年內雙方銷貨或進貨孰高者。</p> <p>(2)貸與有短期融通資金需要者，<u>以貸與公司淨值百分之四十為限</u>。</p>
<p>(調整項次)</p> <p><u>6.1.3</u> 本公司因短期融通資金必要而從事資金貸與者，以下列情形為限： (1)本公司採權益法評價之被投資公司因償還銀行借款、購置設備或營業週轉需要者。 (2)本公司非採權益法評價之被投資公司或本公司之關係企業因償還銀行借款、購置設備或營業週轉需要者。 (3)本公司之從屬公司因轉投資需要，且該轉投資事業與本公司所營業務相關，有助本公司未來業務發展者。</p>	<p><u>6.2</u> 同左</p>
<p>(調整項次)</p> <p><u>6.2</u> 本公司及子公司資金貸與他人額度之限制：</p> <p><u>6.2.1</u> 資金貸與他人之總額以本公司淨值百分之五十為限，其中貸與有短期融通資金必要者之總金額以本公司淨值百分之四十為限。</p> <p><u>6.2.2</u> 個別公司資金貸與他人之金額以貸與公司淨值百分之五十為限，其中貸與有短期融通資金必要者之總金額以貸與公司淨值百分之四十為限。</p>	<p><u>6.1、6.1.1、6.1.2</u> 同左</p>

<p><u>6.3(調整項次)</u> 本公司直接及間接持有表決權股份百分之百之國外子公司間，</p> <p><u>6.3.1</u> 因業務往來者：資金貸與總額不得超過貸與公司淨值百分之五十；資金貸與個別對象限額依 <u>6.1.1</u> 第一款辦理。</p> <p><u>6.3.2</u> 因短期融通資金需求者：資金貸與總額不得超過本公司淨值<u>百分之一百五十</u>為限，個別對象貸與限額不得超過本公司淨值之<u>百分之一百</u>為限。</p>	<p><u>6.1.4</u> 同左</p> <p>(1)因業務往來者：資金貸與總額不得超過貸與公司淨值百分之五十；資金貸與個別對象限額依 <u>6.1.3</u> 第一款辦理。</p> <p>(2)因短期融通資金需求者：資金貸與總額不得超過本公司淨值<u>百分之百</u>為限，個別對象貸與限額不得超過本公司淨值之<u>五十</u>為限。</p>
<p><u>(調整項次)</u> 6.5 <u>循環動用及分次撥貸</u></p> <p><u>6.5.1</u> 本公司與子公司或各子公司間之資金貸與，應提董事會決議，董事會得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期限內分次撥貸或循環動用。前項額度以不超過除 <u>6.2</u> 之規定外，本公司或子公司對單一企業之資金貸與之授權額度不得超過該公司最近期財務報表淨值 10%。管理單位得視借款人資金需求情形，一次或分次撥款，借款人亦得一次或分次償還，但借款餘額不得超過董事會核定之最高金額。</p>	<p><u>6.5</u> 本公司與子公司或各子公司間之資金貸與，應提董事會決議，董事會得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期限內分次撥貸或循環動用。前項額度以不超過除 <u>6.1</u> 之規定外，本公司或子公司對單一企業之資金貸與之授權額度不得超過該公司最近期財務報表淨值 10%。管理單位得視借款人資金需求情形，一次或分次撥款，借款人亦得一次或分次償還，但借款餘額不得超過董事會核定之最高金額。</p>
<p><u>(調整項次)</u> 6.6 <u>作業程序</u></p> <p><u>6.6.1</u> 本公司及子公司資金貸與他人時，應就借款人之借款用途、擔保條件、資金貸與他人之必要性及合理性、貸與對象之徵信及風險評估、及對本公司營運風險、財務狀況、股東權益之影響及應否取得擔保品及擔保品之價值評估等，先作詳細之調查與評估後，擬訂貸與之最高金額、期限及計息方式，報請董事會決議後據以辦理撥款。</p>	<p><u>6.3</u> 同左</p>

<p>(調整項次)</p> <p><u>6.6.2</u></p> <p>本公司及子公司辦理資金貸與事項，應建立備查檔案，就資金貸與之對象、金額、董事會通過日期、資金貸放日期及依規定應審慎評估之事項詳予登載備查。</p> <p>本公司及子公司應評估資金貸與情形並提列適足之備抵壞帳，且於財務報表中適當揭露有關資訊，並提供相關資料予簽證會計師執行必要之查核程序。</p>	<p><u>6.8</u></p> <p>同左</p>
<p>(調整項次)</p> <p><u>6.6.3</u></p> <p>借款到期，借款人應即還清本息，若未即時清償，貸與公司應依法追償進行催討。</p>	<p><u>6.6</u></p> <p>同左</p>
<p>(調整項次)</p> <p><u>6.6.4</u></p> <p>如有發生逾期且經催討仍無法收回之債權時，財務單位應即通知法務單位對債務人採進一步追索行動，以確保公司權益。</p>	<p><u>6.7</u></p> <p>同左</p>
<p>(調整項次)</p> <p><u>6.7</u></p> <p>公告申報</p> <p><u>6.7.1</u></p> <p>各子公司應於每月五日前將上月份資金貸與餘額及相關資訊提報本公司，本公司彙總前述資訊後與每月十日前將資金貸與資訊輸入指定之資訊申報網站。</p> <p><u>6.7.2</u></p> <p>各子公司應於每月五日前將上月份資金貸與餘額及相關資訊提報本公司，本公司彙總前述資訊後與每月十日前將資金貸與資訊輸入指定之資訊申報網站。</p> <p>(1)本公司及其子公司資金貸與他人之餘額達該公開發行本公司最近期財務報表淨值百分之二十以上。</p> <p>(2)本公司及其子公司對單一企業資金貸與餘額達該本公司最近期財務報表淨值百分之十以上。</p> <p>(3)本公司或其子公司新增資金貸與金額達新臺幣</p>	<p><u>6.9、6.9.1、6.9.2</u></p> <p>同左</p>

<p>一千萬元以上且達本公司最近期財務報表淨值百分之二以上。</p> <p><u>6.7.3</u> 本公司之子公司非屬台灣公開發行公司者，該子公司有 <u>6.7.2</u> 應公告申報之事項，應由本公司為之。</p>	<p><u>6.9.3</u> 本公司之子公司非屬台灣公開發行公司者，該子公司有 <u>6.9.2</u> 應公告申報之事項，應由本公司為之。</p>
<p>(調整項次)</p> <p><u>6.7.4</u> 本準則所稱事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。</p>	<p><u>6.10</u> 同左</p>
<p>(調整項次)</p> <p><u>6.8</u> 權責： <u>6.8.1</u> 本公司內部稽核人員應至少每季稽核資金貸與他人作業執行情形，並作成書面記錄，如發現違規情事，應即予糾正。違規情節重大時，應即以書面通知審計委員會，並依本公司人事管理規定，懲處相關違規人員。 <u>6.8.2</u> 本公司或子公司因情事變更，致貸與對象不符本辦法或法令規定或餘額超限時，應訂定改善計劃，並將相關改善計劃送審計委員會，並依計畫時程完成改善。 <u>6.8.3</u> 本公司對子公司資金貸與他人之控管程序： (1)本作業程序適用於本公司及各子公司，各子公司若擬將資金貸與他人時，應依本作業辦法進行資金貸與。 (2)子公司應於每月五日前編製「資金貸與備查簿」，送本公司核閱。 (3)子公司內部稽核人員如發現重大違規情事，應即以書面通知本公司，本公司應瞭解其處理及跟催後續改善情形。若子公司未設立稽核單位，則由母公司稽核單位依法令規定執行之。</p>	<p><u>6.11、6.11.1、6.11.2、6.11.3</u> 同左</p>
<p>(調整項次)</p> <p><u>6.9</u> 實施與修訂： <u>6.9.1</u> 本處理程序經審計委員會及董事會同意，並提報股東會通過後實施，修訂時亦同。本處理程序訂</p>	<p><u>6.12、6.12.1、6.12.2、6.12.3</u> 同左</p>



<p>定後，如遇相關法令變更，應適時配合修正。</p> <p><u>6.9.2</u> 本公司已設置獨立董事者，依前項規定將本處理程序提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會議記錄。</p>	
<p><u>6.9.3</u> 本公司已設置審計委員會者，訂定或修正本處理程序，應經審計委員會全體成員(以實際在任者計算之)二分之一以上同意，並提董事會決議。前項如未經審計委員會全體成員(以實際在任者計算之)二分之一以上同意者，得由全體董事(以實際在任者計算之)三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。</p>	
<p><u>6.9.4</u> 本辦法制定並經 2010 年 1 月 8 日第二次股東會通過後實施。 第一次修訂，並經 2010 年 4 月 13 日股東會通過。 第二次修訂，並經 2011 年 6 月 9 日股東會通過。 第三次修訂，並經 2012 年 3 月 6 日第一次臨時股東會通過。 第四次修訂，並經 2013 年 5 月 22 日股東會通過。 第五次修訂，並經 2015 年 6 月 12 日股東會通過。 <b>第六次修訂，並經 2016 年 5 月 27 日股東會通過。</b></p>	<p><u>6.12.4</u> 本辦法制定並經 2010 年 1 月 8 日第二次股東會通過後實施。 第一次修訂，並經 2010 年 4 月 13 日股東會通過。 第二次修訂，並經 2011 年 6 月 9 日股東會通過。 第三次修訂，並經 2012 年 3 月 6 日第一次臨時股東會通過。 第四次修訂，並經 2013 年 5 月 22 日股東會通過。 第五次修訂，並經 2015 年 6 月 12 日股東會通過。</p>

**Comparison Table of Amendments to the Regulations Governing Extending Loans to Others**

Proposed Amendments	Current Provisions
<p><b><u>(Term Adjustment)</u></b></p> <p><u>6.1</u> Entities to which the loans may be granted:</p> <p><u>6.1.1</u> In the event where loans are granted by the Company or its Subsidiaries to other companies or firms having business transactions, the amount of such loan shall not exceed the amount of the business transactions between the parties. The term “business transactions” means the sales or purchases made by the parties within one year, whichever is higher.</p> <p><u>6.1.2</u> In the event it is necessary to extend loans to meet the short-term financing needs of other companies or others.</p>	<p><u>6.1.3</u> <b><u>The limits of the amount of the</u></b> loans granted <b><u>to one individual borrower:</u></b></p> <p><u>(1)</u> In the event where loans are granted by the Company or its Subsidiaries to other companies or firms having business transactions, the amount of such loan shall not exceed the amount of the business transactions between the parties. The term “business transactions” means the sales or purchases made by the parties within one year, whichever is higher.</p> <p><u>(2)</u> In the event it is necessary to extend loans to meet the short-term financing needs of other companies or others, <b><u>the amount of such loan shall not exceed 40% of the net worth of the companies that extends loans.</u></b></p>
<p><b><u>(Term Adjustment)</u></b></p> <p><u>6.1.3</u> The Company may grant loans in case of a need for short-term financing only in case of the following situations:</p> <p><u>(1)</u>The target borrower, which is deemed as an investee of the Company when being evaluated under equity method, is in need of a loan to repay a bank loan, purchase equipment &amp; facilities or to function as working capital for business operation.</p> <p><u>(2)</u>The target borrower, which is deemed as an investee of the Company when not being evaluated</p>	<p><u>6.2 、 6.2.1 、 6.2.2 、 6.2.3</u> (Same as shown left)</p>

<p>under equity method or is an affiliated enterprise of the Company, is in need of a loan to repay a bank loan, purchase equipment &amp; facilities or to function as working capital for business operation.</p> <p>(3)An subordinate company of the Company which is in need of reinvestment and where the target of reinvestment is linked up with the Company's business operation and such reinvestment proves conducive to the Company in future development.</p>	
<p><b><u>(Term Adjustment)</u></b></p> <p><u>6.2</u> Limits of the amount of extending loans to others by the Company and its Subsidiaries are set forth below:</p> <p><u>6.2.1</u> The total amount of the loans granted to others shall not exceed 50% of the net worth of the Company, among which the total amount of the loans granted to others which are in need of short-term financing funds shall not exceed 40% of the net worth of the Company.</p> <p><u>6.2.2</u> The total amount of the loans granted to others by individual company shall not exceed 50% of the net worth of the company that extends loans, among which the total amount of the loans granted to others which are in need of short-term financing funds shall not exceed 40% of the net worth of the company that extends loans.</p>	<p><u>6.1</u>、<u>6.1.1</u>、<u>6.1.2</u> (Same as shown left)</p>
<p><b><u>(Term Adjustment)</u></b></p> <p><u>6.3</u> For loans extending between overseas companies which the Company holds directly or indirectly 100% voting shares:</p> <p><u>6.3.1</u> In the event where there is business transaction with such firms or companies, the amount of the loan shall not exceed 50% of the net worth of the companies that extends loans; the limits of the loan</p>	<p><u>6.1.4</u> (Same as shown left)</p> <p>(1) In the event where there is business transaction with such firms or companies, the amount of the loan shall not exceed 50% of the net worth of the companies that extends</p>

<p>amount granted to individual borrower shall be subject to Article <b><u>6.1.1</u></b>.</p> <p>(2) In the event of meeting the short-term financing needs of other companies or others, the total amount of the loan shall not exceed <b><u>150%</u></b> of the Company's net worth, and the amount of the loan granted to individual borrower shall not exceed <b><u>100%</u></b> of the net worth of the Company.</p>	<p>loans; the limits of the loan amount granted to individual borrower shall be subject to Article <b><u>6.1.3</u></b>.</p> <p>(2) In the event of meeting the short-term financing needs of other companies or others, the total amount of the loan shall not exceed <b><u>100%</u></b> of the Company's net worth, and the amount of the loan granted to individual borrower shall not exceed <b><u>50%</u></b> of the net worth of the Company.</p>
<p><b><u>(Term Adjustment)</u></b></p> <p>6.5 <u>Lending on a revolving basis or in installments</u></p> <p>6.5.1 The loans extending by the Company to any of its Subsidiaries or between the Subsidiaries shall be submitted to the Board of Directors for approval and the Board of Directors may authorize the Chairman to make the lending to the same party within the range resolved by the Board of Directors and in installments or on a revolving basis within one year. Other than meeting the limit as set forth in Article <b><u>6.2</u></b>, the amount of loans extending to one enterprise by the Company or any of its Subsidiaries shall not exceed 10% of the net worth shown on the most recent financial statements of such enterprise. Where the board of directors officially resolves a proposal of a loan case, the Financial Department may appropriate the loan either in one package or in installments and the borrower may repay the loan either in one package or in installments as the actual requirements may justify. In any and all circumstances, nevertheless, the balance of the loan shall not exceed the maximum approved by the board of directors.</p>	<p>6.5 The loans extending by the Company to any of its Subsidiaries or between the Subsidiaries shall be submitted to the Board of Directors for approval and the Board of Directors may authorize the Chairman to make the lending to the same party within the range resolved by the Board of Directors and in installments or on a revolving basis within one year. Other than meeting the limit as set forth in Article <b><u>6.1</u></b>, the amount of loans extending to one enterprise by the Company or any of its Subsidiaries shall not exceed 10% of the net worth shown on the most recent financial statements of such enterprise. Where the board of directors officially resolves a proposal of a loan case, the Financial Department may appropriate the loan either in one package or in installments and the borrower may repay the loan either in one package or in installments as the actual requirements may justify. In any and all circumstances, nevertheless, the balance of the loan shall not exceed the maximum approved by the board of directors.</p>

<p><b><u>(Term Adjustment)</u></b>  <u>6.6 Operating procedures</u>  <u>6.6.1</u>  Where extending loans to others, the Company and its Subsidiaries shall conduct credit investigation and assess risks by looking into how the borrowers will use the subject loans, terms of collateralization, the indispensability and rationality of the loans to be granted to the target borrowers, the impact upon the Company’s risk in business operation, financial standing, shareholders’ equity, and by conducting appraisal about security and collateral should be obtained, the values of the collateral. After the detailed survey and appraisal are completed, the proposed maximum limit of the loans to be granted, duration and terms for interest shall be submitted to the board of directors. The loans may be granted after the board of directors resolves the final decision.</p>	<p><u>6.3</u>  (Same as shown left)</p>
<p><b><u>(Term Adjustment)</u></b>  <u>6.6.2</u>  For all cases of loans granted the Company and its Subsidiaries, the Company and its Subsidiaries shall establish backup archives which should cover the names of borrowers, amounts of loans, dates on which the board of directors approved the loans, dates on which the loans are appropriated and matters of required appraisal, in detail ready for checking and verification.  FThe Company and its Subsidiaries shall evaluate the loans extending to others and reserve sufficient allowance for bad debts and adequately disclose relevant information in the financial statements and provide external auditors with necessary information for conducting audit.</p>	<p><u>6.8</u>  (Same as shown left)</p>

<p><b><u>(Term Adjustment)</u></b></p> <p><u>6.6.3</u></p> <p>Once the loan is due, the borrower shall pay the principal and interest immediately. If the balance is not paid when it is due, the lender shall collect the claim.</p>	<p><u>6.6</u></p> <p>(Same as shown left)</p>
<p><b><u>(Term Adjustment)</u></b></p> <p><u>6.6.4</u></p> <p>Where a granted loan is overdue and where the effort to claim for indemnification proves to no avail to recall the creditor's right (obligatory right), the Financial Department shall immediately inform the Legal Department to take further actions to claim for indemnification to safeguard the interests of the company.</p>	<p><u>6.7</u></p> <p>(Same as shown left)</p>
<p><b><u>(Term Adjustment)</u></b></p> <p><u>6.7</u></p> <p>Public Disclosure and Filing</p> <p><u>6.7.1</u></p> <p>Each Subsidiary shall, on or before the 5th day of every month, submit the balance of the loan and relevant information of the previous month to the Company. On or before the 10th day of every month, the Company shall upload the balances of loans granted by the Company and its Subsidiaries in the preceding month to the website designated for public disclosure.</p> <p><u>6.7.2</u></p> <p>In the event that the loans extended to others meet one of the following levels, the Company shall enter the data to the information reporting website designated by the Financial Supervisory Commission (FSC) within two days immediately from the Date of Occurrence:</p> <p>(1)The aggregate balance of loans to others by the Company and its Subsidiaries reaches 20 percent or more of the Company's net worth as stated in its latest financial statement.</p>	<p><u>6.9</u> 、<u>6.9.1</u> 、<u>6.9.2</u></p> <p>(Same as shown left)</p>

<p>(2)The balance of loans by the Company and its Subsidiaries to a single enterprise reaches 10 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>(3)The amount of new loans by the Company or its Subsidiaries reaches NT\$10 million or more, and reaches 2 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p><u>6.7.3</u></p> <p>The Company shall announce and report on behalf of any Subsidiary thereof that is not a public company of the Republic of China any matters that such Subsidiary is required to announce and report pursuant to Article <u>6.7.2</u>.</p>	<p><u>6.9.3</u></p> <p>The Company shall announce and report on behalf of any Subsidiary thereof that is not a public company of the Republic of China any matters that such Subsidiary is required to announce and report pursuant to Article <u>6.9.2</u>.</p>
<p><b><u>(Term Adjustment)</u></b></p> <p><u>6.7.4</u></p> <p>The term “Date of Occurrence” referred in these Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date on which the counterparty and monetary amount of the transaction can be confirmed, whichever date is earlier.</p>	<p><u>6.10</u></p> <p>(Same as shown left)</p>
<p><b><u>(Term Adjustment)</u></b></p> <p><u>6.8</u></p> <p>Powers and responsibilities:</p> <p><u>6.8.1</u></p> <p>The Company’s internal auditors shall audit the performance of the loans granted to others at least on a quarterly basis and shall work out written records of the audit findings. The internal auditors shall demand rectification if any unlawful practices are found. In case a critical offense is found, the internal auditors shall inform the Audit Committee and impose penalties upon the offenders concerned in accordance with the Company’s regulations governing personnel management.</p> <p><u>6.8.2</u></p> <p>In case of a change in circumstances which cause</p>	<p><u>6.11 、 6.11.1 、 6.11.2 、 6.11.3</u></p> <p>(Same as shown left)</p>

<p>the balance of outstanding loans to exceed the maximum limit or where the borrower does not satisfy the criteria set forth in these Regulations or relevant regulations, the Company and its Subsidiaries shall work out a corrective action plan and submit such plan to the board of directors for approval through the resolution process. Such corrective action plan shall be served to the Audit Committee. The Company and its Subsidiaries shall complete the corrective action as scheduled in the corrective action plan.</p> <p><u>6.8.3</u></p> <p>The procedures of the Company to control Subsidiaries in granting loans to others:</p> <p>(1)These Regulations Governing Extending Loans to Others applies to the Company and its Subsidiaries. Where a Subsidiary is to grant a loan to another, such Subsidiary shall duly comply with these Regulations Governing Extending Loans to Others as required.</p> <p>(2)A Subsidiary shall work out the itemized statement of loans granted to others and submit it to the Company for review on or before the 5<sup>th</sup> day of every month.</p> <p>(3)In case a critical violation is found, the subsidiary’s internal auditor(s) shall report to the Company in writing forthwith. The Company shall, in response, look into the fact and trace the performance of subsequent corrective actions. In the event that the Subsidiary does not set up an audit department, the audit department of the Company may step in pursuant to applicable laws and regulations.</p>	
<p><b><u>(Term Adjustment)</u></b></p> <p><u>6.9</u> Enforcement and amendments</p> <p><u>6.9.1</u> These Regulations and any amendment hereto shall be put into enforcement after being submitted to the Audit Committee and the Board of Directors,</p>	<p><u>6.12</u> 、 <u>6.12.1</u> 、 <u>6.12.2</u> 、 <u>6.12.3</u></p> <p>(Same as shown left)</p>



<p>reported to and approved by the shareholders' meeting. If there is any change to the applicable laws and regulations after the enactment of these Regulations, these Regulations shall be amended accordingly.</p> <p><u>6.9.2</u> If the Company has independent director(s), when submitting these Regulations to the Board of Directors for discussion as set forth in the preceding paragraph, the opinions of independent director(s) shall be taken into consideration, and their opinions and reasons of agreement and objection shall be recorded in the meeting minutes of Board of Directors.</p> <p><u>6.9.3</u> If the Company has established the Audit Committee, any enactment or amendment to these Regulations shall be approved by a majority of all incumbent members of the Audit Committee and submitted to the Board of Directors for approval. If the enactment or amendment in the preceding paragraph has not been approved by a majority of all incumbent members of the Audit Committee, such enactment or amendment may be approved by no less than two-thirds of all incumbent members of the Board of Directors and the resolution of the Audit Committee shall be recorded in the meeting minutes of the Board of Directors.</p>	
<p>(Term Adjustment)</p> <p>6.9.4 These regulations were enacted and approved by the 2nd shareholders' meeting held on January 8, 2010. The first amendment was approved by the shareholders' meeting held on April 13, 2010. The second amendment was approved by the shareholders' meeting held on June 9, 2011. The third amendment was approved by the extraordinary shareholders' meeting held on March 6, 2012. The fourth amendment was approved by the shareholders' meeting held on May 22, 2013</p>	<p>6.12.4 These regulations were enacted and approved by the 2nd shareholders' meeting held on January 8, 2010. The first amendment was approved by the shareholders' meeting held on April 13, 2010. The second amendment was approved by the shareholders' meeting held on June 9, 2011. The third amendment was approved by the extraordinary shareholders' meeting held on March 6, 2012. The fourth amendment was approved by the shareholders' meeting held on May 22, 2013</p>

<p>The fifth amendment was approved by the shareholders' meeting held on June 12, 2015.</p> <p>The sixth amendment was approved by the shareholders' meeting held on May 27, 2016.</p>	<p>The fifth amendment was approved by the shareholders' meeting held on June 12, 2015.</p>
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## 資金貸與他人作業辦法

### 1、目的：

凡本公司及子公司資金貸與他人時，有關貸與之作業程序，均應依本辦法之規定辦理。本辦法如有未盡事宜，悉依相關法律規定辦理之。

### 2、範圍：

資金除有下列各款情形外，不得貸與股東或任何他人：

2.1. 公司間或與行號間業務往來者。

2.2. 公司間或與行號間有短期融通資金之必要者。

前項所稱短期，係指一年。但公司之營業週期長於一年者，以營業週期為準。

2.3. 本公司直接及間接持有表決權股份百分之百之國外公司間，得從事資金貸與。

### 3、定義：

3.1. 本公司：係指 TPK Holding Co., Ltd. (TPKH)

3.2. 子公司及母公司：依證券發行人財務報告編製準則之規定認定之。

3.3. 淨值：財務報告係以國際財務報導準則編製者，本辦法所稱之淨值，係指證券發行人財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。

### 4、適用範圍：

TPKH Holding 及其子公司

### 5、管理單位：

TPKH 財務部門

### 6、作業程序：

#### 6.1 資金貸與對象，

6.1.1. 本公司或子公司資金貸業務往來者，貸與金額以不超過雙方間業務往來金額為限。所稱業務往來係指一年內雙方銷貨或進貨孰高者。

6.1.2 貸與有短期融通資金需要者。

6.1.3 本公司因短期融通資金必要而從事資金貸與者，以下列情形為限：

(1) 本公司採權益法評價之被投資公司因償還銀行借款、購置設備或營業週轉需要者。

(2) 本公司非採權益法評價之被投資公司或本公司之關係企業因償還銀行借款、購置設備或營業週轉需要者。

(3) 本公司之從屬公司因轉投資需要，且該轉投資事業與本公司所營業務相關，有助本公司未來業務發展者。

上述所稱關係企業及從屬公司依公司法所稱之公司為準據。

6.2. 本公司及子公司資金貸與他人額度之限制：

6.2.1. 資金貸與他人之總額以本公司淨值百分之五十為限，其中貸與有短期融

通資金必要者之總金額以本公司淨值百分之四十為限。

6.2.2. 個別公司資金貸與他人之總額以貸與公司淨值百分之五十為限，其中貸與有短期融通資金必要者之總金額以貸與公司淨值百分之四十為限。

6.3. 本公司直接及間接持有表決權股份百分之百之國外子公司間，

6.3.1. 因業務往來者：資金貸與總額不得超過貸與公司淨值百分之五十；資金貸與個別對象限額依 6.1.1. 第一款辦理。

6.3.2. 因短期融通資金需求者：資金貸與總額不得超過本公司淨值百分之一百五十為限，個別對象貸與限額不得超過本公司淨值之百分之百為限。

6.4. 資金貸與年限及計息方式

6.4.1. 本公司及子公司因業務往來之資金貸與期限最長以三年為限；因短期融通資金需要之資金貸與以一年為限，惟公司之營業週期長於一年者，以營業週期為準。

6.4.2. 本公司直接及間接持有表決權股份百分之百之國外公司間資金貸與期限最長以三年為限，不受 6.4.1 限制。

6.4.3. 資金貸與利率不得低於一般金融業放款之最低利率。

6.5. 循環動用及分次動撥

6.5.1. 本公司與子公司或各子公司間之資金貸與，應提董事會決議，董事會得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期限內分次撥貸或循環動用。前項額度除 6.2. 之規定外，本公司或子公司對單一企業之資金貸與之授權額度不得超過該公司最近期財務報表淨值 10%。管理單位得視借款人資金需求情形，一次或分次撥款，借款人亦得一次或分次償還，但借款餘額不得超過董事會核定之最高金額。

6.5.2. 本公司直接及間接持有表決權股份百分之百之國外子公司間，資金貸與之授權額度不受 6.5.1 限制。

6.6. 作業程序

6.6.1. 本公司及子公司資金貸與他人時，應就借款人之借款用途、擔保條件、資金貸與他人之必要性及合理性、貸與對象之徵信及風險評估、及對本公司營運風險、財務狀況、股東權益之影響及應否取得擔保品及擔保品之價值評估等，先作詳細之調查與評估後，擬訂貸與之最高金額、期限及計息方式，報請董事會決議後據以辦理撥款。

6.6.2. 本公司及子公司辦理資金貸與事項，應建立備查檔案，就資金貸與之對象、金額、董事會通過日期、資金貸放日期及依規定應審慎評估之事項詳予登載備查。

本公司及子公司應評估資金貸與情形並提列適足之備抵壞帳，且於財務報表中適當揭露有關資訊，並提供相關資料予簽證會計師執行必要之查核程序。

6.6.3. 借款到期，借款人應即還清本息，若未即時清償，貸與公司應進行催討。

6.6.4. 如有發生逾期且經催討仍無法收回之債權時，財務單位應即通知法務單位

對債務人採進一步追索行動，以確保公司權益。

#### 6.7. 公告申報

- 6.7.1. 各子公司應於每月五日前將上月份資金貸與餘額及相關資訊提報本公司，本公司彙總前述資訊後與每月十日前將資金貸與資訊輸入指定之資訊申報網站。
- 6.7.2. 資金貸與金額達以下任一標準者，應於事實發生之日起算二日內，輸入金融監督管理委員會指定之資訊申報網站。
  - (1) 本公司及其子公司資金貸與他人之餘額達本公司最近期財務報表淨值百分之二十以上。
  - (2) 本公司及其子公司對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上。
  - (3) 本公司或其子公司新增資金貸與金額達新臺幣一千萬元以上且達本公司最近期財務報表淨值百分之二以上。
- 6.7.3. 本公司之子公司非屬台灣公開發行公司者，該子公司有 6.9.2 應公告申報之事項，應由本公司為之。
- 6.7.4. 本準則所稱事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。

#### 6.8. 權責：

- 6.8.1. 本公司內部稽核人員應至少每季稽核資金貸與他人作業執行情形，並作成書面記錄，如發現違規情事，應即予糾正。違規情節重大時，應即以書面通知審計委員會，並依本公司人事管理規定，懲處相關違規人員。
- 6.8.2. 本公司或子公司因情事變更，致貸與對象不符本辦法或法令規定或餘額超限時，應訂定改善計劃，並將相關改善計劃送審計委員會，並依計畫時程完成改善。
- 6.8.3. 本公司對子公司資金貸與他人之控管程序：
  - (1) 本作業程序適用於本公司及各子公司，各子公司若擬將資金貸與他人時，應依本作業辦法進行資金貸與。
  - (2) 子公司應於每月五日前編製「資金貸與備查簿」，送本公司核閱。
  - (3) 子公司內部稽核人員如發現重大違規情事，應即以書面通知本公司，本公司應瞭解其處理及跟催後續改善情形。若子公司未設立稽核單位，則由母公司稽核單位依法令規定執行之。

#### 6.9. 實施與修訂：

- 6.9.1. 本處理程序經審計委員會及董事會同意，並提報股東會通過後實施，修訂時亦同。本處理程序訂定後，如遇相關法令變更，應適時配合修正。
- 6.9.2. 本公司已設置獨立董事者，依前項規定將本處理程序提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會議記錄。
- 6.9.3. 本公司已設置審計委員會者，訂定或修正本處理程序，應經審計委員會全體成員(以實際在任者計算之)二分之一以上同意，並提董事會決議。前

項如未經審計委員會全體成員(以實際在任者計算之)二分之一以上同意者，得由全體董事(以實際在任者計算之)三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。

- 6.9.4. 本辦法制定並經 2010 年 1 月 8 日第二次股東會通過後實施。  
第一次修訂，並經 2010 年 4 月 13 日股東會通過。  
第二次修訂，並經 2011 年 6 月 9 日股東會通過。  
第三次修訂，並經 2012 年 3 月 6 日第一次臨時股東會通過。  
第四次修訂，並經 2013 年 5 月 22 日股東會通過。  
第五次修訂，並經 2015 年 6 月 12 日股東會通過。  
第六次修訂，並經 2016 年 5 月 27 日股東會通過。

#### **7、管理重點：**

- 7.1. 資金貸予是否經董事會通過。
- 7.2. 資金貸予他人作業辦法是否經董事會通過。
- 7.3. 是否依規定製作資金貸與備查簿。
- 7.4. 是否督促子公司依規定訂定資金貸予他人作業辦法。

#### **8、參考辦法：**

- 8.1. 資金貸與及背書保證處理準則

#### **9、使用表單：**

- 9.1. 資金貸與備查簿

## **Regulations Governing Extending Loans to Others**

**1. Objectives:**

These Regulations are duly enacted to govern all operating procedures when the Company or any of its Subsidiaries extends loans to others. Any matters not provided for herein shall be subject to the applicable laws and regulations.

**2. Scope:**

Except in the situations enumerated below, under no circumstances shall the Company or any of its Subsidiaries extend loans to a shareholder or others:

2.1. Where extending loans to other companies or firms having business relationship.

2.2. Where it is necessary to extend loans to meet the short-term financing needs of other companies or others.

The term “short-term” as set forth herein denotes one year or one business term in case of a company whose business term is longer than one year.

2.3. Overseas companies which the Company holds directly or indirectly 100% voting shares may extend loans to each other.

**3. Definition:**

3.1. The term “Company” refers to TPK Holding Co., Ltd. (TPKH).

3.2. The term “Subsidiary and Parent” refer to the definitions under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

3.3. The term “Net Worth” refers to, in the event that the financial statements of a public company are prepared in accordance with the International Financial Reporting Standards (IFRS), the equity attributable to owners of the Parent to be disclosed in the balance sheet in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

**4. Scope of Application:**

The Company and its Subsidiaries

**5. Management Department:**

Financial Department of the Company

**6. Operating procedures:**

6.1. Entities to which the loans may be granted:

6.1.1. In the event where loans are granted by the Company or its Subsidiaries to other companies or firms having business transactions, the amount of such loan shall not exceed the amount of the business transactions between the parties. The term “business transactions” means the sales or purchases made by the parties within one year, whichever is higher.

- 6.1.2. In the event it is necessary to extend loans to meet the short-term financing needs of other companies or others, the amount of such loan shall not exceed 40% of the net worth of the companies that extends loans.
- 6.1.3 The Company may grant loans in case of a need for short-term financing only in case of the following situations:
- (1) The target borrower, which is deemed as an investee of the Company when being evaluated under equity method, is in need of a loan to repay a bank loan, purchase equipment & facilities or to function as working capital for business operation.
  - (2) The target borrower, which is deemed as an investee of the Company when not being evaluated under equity method or is an affiliated enterprise of the Company, is in need of a loan to repay a bank loan, purchase equipment & facilities or to function as working capital for business operation.
  - (3) An subordinate company of the Company which is in need of reinvestment and where the target of reinvestment is linked up with the Company's business operation and such reinvestment proves conducive to the Company in future development.
- 6.2. Limits of the amount of extending loans to others by the Company and its Subsidiaries are set forth below:
- 6.2.1. The total amount of the loans granted to others shall not exceed 50% of the net worth of the Company, among which the total amount of the loans granted to others which are in need of short-term financing funds shall not exceed 40% of the net worth of the Company.
- 6.2.2. The total amount of the loans granted to others by individual company shall not exceed 50% of the net worth of the company that extends loans, among which the total amount of the loans granted to others which are in need of short-term financing funds shall not exceed 40% of the net worth of the company that extends loans.
- 6.3. Where extending loans to others, the Company and its Subsidiaries shall conduct credit investigation and assess risks by looking into how the borrowers will use the subject loans, terms of collateralization, the indispensability and rationality of the loans to be granted to the target borrowers, the impact upon the Company's risk in business operation, financial standing, shareholders' equity, and by conducting appraisal about security and collateral should be obtained, the values of the collateral. After the detailed survey and appraisal are completed, the proposed maximum limit of the loans to be granted, duration and terms for interest shall be submitted to the board of directors. The loans may be granted after the board of directors resolves the final decision.



- 6.3. For loans extending between overseas companies which the Company holds directly or indirectly 100% voting shares:
- 6.3.1. In the event where there is business transaction with such firms or companies,  
the amount of the loan shall not exceed 50% of the net worth of the companies that extends loans; the limits of the loan amount granted to individual borrower shall be subject to Article 6.1.1.
- 6.3.2. In the event of meeting the short-term financing needs of other companies or others, the total amount of the loan shall not exceed 150% of the Company's net worth, and the amount of the loan granted to individual borrower shall not exceed 100% of the net worth of the Company.
- 6.4. Duration of loans and calculation of interest:
- 6.4.1. A loan granted by the Company and its Subsidiaries for the reason of business transactions shall be in duration not longer than three years. In case of loan granted for the reason that there is a need of short-term financing, it shall be in duration not longer than one year, provided that the duration of loans may be longer in case that the actual business term is longer than one year.
- 6.4.2. In the event where the loans are granted between the 100% owned overseas companies of the Company, whether directly or indirectly, the duration of loans shall not be longer than three years and shall be exempt from the limits set of in the above Article 6.4.1.
- 6.4.3. The interest rate of a loan granted shall not be lower than the lowest interest rate for loans prevalent in general financial institutions.
- 6.5. Lending on a revolving basis or in installments
- 6.5.1. The loans extending by the Company to any of its Subsidiaries or between the Subsidiaries shall be submitted to the Board of Directors for approval and the Board of Directors may authorize the Chairman to make the lending to the same party within the range resolved by the Board of Directors and in installments or on a revolving basis within one year. Other than meeting the limit as set forth in Article 6.2, the amount of loans extending to one enterprise by the Company or any of its Subsidiaries shall not exceed 10% of the net worth shown on the most recent financial statements of such enterprise. Where the board of directors officially resolves a proposal of a loan case, the Financial Department may appropriate the loan either in one package or in installments and the borrower may repay the loan either in one package or in installments as the actual requirements may justify. In any and all circumstances, nevertheless, the balance of the loan shall not exceed the maximum approved by the board of directors.

## 6.6. Operating procedures

6.6.1. Where extending loans to others, the Company and its Subsidiaries shall conduct credit investigation and assess risks by looking into how the borrowers will use the subject loans, terms of collateralization, the indispensability and rationality of the loans to be granted to the target borrowers, the impact upon the Company's risk in business operation, financial standing, shareholders' equity, and by conducting appraisal about security and collateral should be obtained, the values of the collateral. After the detailed survey and appraisal are completed, the proposed maximum limit of the loans to be granted, duration and terms for interest shall be submitted to the board of directors. The loans may be granted after the board of directors resolves the final decision. 6.7. Where a granted loan is overdue and where the effort to claim for indemnification proves to no avail to recall the creditor's right (obligatory right), the Financial Department shall immediately inform the Legal Department to take further actions to claim for indemnification to safeguard the interests of the company.

6.6.2. For all cases of loans granted the Company and its Subsidiaries, the Company and its Subsidiaries shall establish backup archives which should cover the names of borrowers, amounts of loans, dates on which the board of directors approved the loans, dates on which the loans are appropriated and matters of required appraisal, in detail ready for checking and verification.

The Company and its Subsidiaries shall evaluate the loans extending to others and reserve sufficient allowance for bad debts and adequately disclose relevant information in the financial statements and provide external auditors with necessary information for conducting audit.

6.6.3. Once the loan is due, the borrower shall pay the principal and interest immediately. If the balance is not paid when it is due, the lender shall collect the claim.

6.6.4. Where a granted loan is overdue and where the effort to claim for indemnification proves to no avail to recall the creditor's right (obligatory right), the Financial Department shall immediately inform the Legal Department to take further actions to claim for indemnification to safeguard the interests of the company.

## 6.7. Public Disclosure and Filing

6.7.1. Each Subsidiary shall, on or before the 5th day of every month, submit the balance of the loan and relevant information of the previous month to the Company. On or before the 10th day of every month, the Company shall

upload the balances of loans granted by the Company and its Subsidiaries in the preceding month to the website designated for public disclosure.

6.7.2. In the event that the loans extended to others meet one of the following levels, the Company shall enter the data to the information reporting website designated by the Financial Supervisory Commission (FSC) within two days immediately from the Date of Occurrence:

(1)The aggregate balance of loans to others by the Company and its Subsidiaries reaches 20 percent or more of the Company's net worth as stated in its latest financial statement.

(2)The balance of loans by the Company and its Subsidiaries to a single enterprise reaches 10 percent or more of the Company's net worth as stated in its latest financial statement.

(3)The amount of new loans by the Company or its Subsidiaries reaches NT\$10 million or more, and reaches 2 percent or more of the Company's net worth as stated in its latest financial statement.

6.7.3. The Company shall announce and report on behalf of any Subsidiary thereof that is not a public company of the Republic of China any matters that such Subsidiary is required to announce and report pursuant to Article **6.7.2**

6.7.4. The term "Date of Occurrence" referred in these Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date on which the counterparty and monetary amount of the transaction can be confirmed, whichever date is earlier.

6.8. Powers and responsibilities:

6.8.1. The Company's internal auditors shall audit the performance of the loans granted to others at least on a quarterly basis and shall work out written records of the audit findings. The internal auditors shall demand rectification if any unlawful practices are found. In case a critical offense is found, the internal auditors shall inform the Audit Committee and impose penalties upon the offenders concerned in accordance with the Company's regulations governing personnel management.

6.8.2. In case of a change in circumstances which cause the balance of outstanding loans to exceed the maximum limit or where the borrower does not satisfy the criteria set forth in these Regulations or relevant regulations, the Company and its Subsidiaries shall work out a corrective action plan and submit such plan to the board of directors for approval through the resolution process. Such corrective action plan shall be served to the Audit Committee. The Company and its Subsidiaries shall complete the corrective action as scheduled in the corrective action plan.

6.8.3. The procedures of the Company to control Subsidiaries in granting loans to others:

- (1) These Regulations Governing Extending Loans to Others applies to the Company and its Subsidiaries. Where a Subsidiary is to grant a loan to another, such Subsidiary shall duly comply with these Regulations Governing Extending Loans to Others as required.
- (2) A Subsidiary shall work out the itemized statement of loans granted to others and submit it to the Company for review on or before the 5<sup>th</sup> day of every month.

6.9. Enforcement and amendments

6.9.1. These Regulations and any amendment hereto shall be put into enforcement After being submitted to the Audit Committee and the Board of Directors, reported to and approved by the shareholders' meeting. If there is any change to the applicable laws and regulations after the enactment of these Regulations, these Regulations shall be amended accordingly.

6.9.2. If the Company has independent director(s), when submitting these Regulations to the Board of Directors for discussion as set forth in the preceding paragraph, the opinions of independent director(s) shall be taken into consideration, and their opinions and reasons of agreement and objection shall be recorded in the meeting minutes of Board of Directors.

6.9.3. If the Company has established the Audit Committee, any enactment or amendment to these Regulations shall be approved by a majority of all incumbent members of the Audit Committee and submitted to the Board of Directors for approval. If the enactment or amendment in the preceding paragraph has not been approved by a majority of all incumbent members of the Audit Committee, such enactment or amendment may be approved by no less than two-thirds of all incumbent members of the Board of Directors and the resolution of the Audit Committee shall be recorded in the meeting minutes of the Board of Directors.

6.9.4. These regulations were enacted and approved by the 2nd shareholders' meeting held on January 8, 2010.

The first amendment was approved by the shareholders' meeting held on April 13, 2010.

The second amendment was approved by the shareholders' meeting held on June 9, 2011.

The third amendment was approved by the extraordinary shareholders' meeting held on March 6, 2012.

The fourth amendment was approved by the shareholders' meeting held on May 22, 2013

The fifth amendment was approved by the shareholders' meeting held on June 12, 2015.

The sixth amendment was approved by the shareholders' meeting held on May 27, 2016.

**7. Highlights of management:**

- 7.1. Whether the loan of the fund has been approved by the Board of Directors.
- 7.2. Whether the Regulations Extending Loans to Others have been approved by the Board of Directors.
- 7.3. Whether the record books have been duly worked out to cover the granted loans.
- 7.4. Whether the Company has urged its Subsidiaries to work out "Regulations Governing Extending Loans to Others" as required.

**8. Regulations for reference:**

- 8.1. Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies.

**9. Forms used:**

- 9.1. Record Book of Loans Granted.

## 【附件七】

## 董事（含獨立董事）競業禁止明細

職稱	姓名	解除競業禁止公司資料
董事	江朝瑞	TES Technology (Hong Kong) Limited 董事 TES Touch Embedded Solutions (Xiamen) Inc. 董事 上述二間公司所營項目為 POS/POI/ATM 等系統組裝代工
法人董事 代表	鍾依華	欣技資訊股份有限公司 董事 所營項目為自動辨識掃描器、資料收集器製造買賣、電信管制射頻器材輸入及製造業
董事	江明憲	TES Touch Embedded Solutions (Xiamen) Inc. 董事 所營項目為 POS/POI/ATM 等系統組裝代工
獨立 董事	翁明正	神盾股份有限公司 獨立董事 所營項目為電子資訊軟體服務業
獨立 董事	姜豐年	藍新科技股份有限公司 董事長 所營項目為資訊網路相關產業

**Exhibit 7**

**List of companies the Director**

<b>Title</b>	<b>Name</b>	<b>List of companies the director may have interest in</b>
Director	Chao-Juei Chiang	<p>TES Technology (Hong Kong) Limited - Director</p> <p>TES Touch Embedded Solutions (Xiamen) Inc. –Director</p> <p>The two companies are engaged in: OEM related to POS/POI/ATM</p>
	Capable Way Investments Limited Represented by :Chung, Yi-Hua	<p>CIPHERLAB Co., Ltd. –Director</p> <p>The company is engaged in: manufacturing and sale of automatic identification scanners and data collectors, and importing and manufacturing of controlled telecommunications radio frequency devices</p>
	Foster Chiang	<p>TES Touch Embedded Solutions (Xiamen) Inc. –Director</p> <p>The company is engaged in: OEM related to POS/POI/ATM</p>
Independent Director	Weng, Ming-Jeng	<p>Egis Technology Inc. - Independent Director</p> <p>The company is engaged in: providing in electronic information software services</p>
	Chiang, Fong-Nien	<p>Neweb Technologies Co., Ltd. – Chairman</p> <p>The company is engaged in: information network related industries</p>