



創見資訊股份有限公司  
*Transcend Information, Inc.*

Handbook  
for the 2015 Annual Regular Shareholders'  
Meeting

**This English version is a translation based on the original Chinese version.  
Where any discrepancy arises between the two versions, the Chinese version shall prevail.**

**Transcend Information, Inc.**  
**Handbook for the 2015 Annual Regular Shareholders' Meeting**  
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**Transcend Information, Inc.**

**2015 ANNUAL REGULAR SHAREHOLDERS' MEETING PROCEDURE**

1. Call the Meeting to Order
2. Chairman's Remarks
3. Report Items
4. Proposed Items
5. Discussion and Election Items
6. Special Motions
7. Meeting Adjourned

**Transcend Information, Inc.**

**2015 ANNUAL REGULAR SHAREHOLDERS' MEETING AGENDA**  
(Translation)

Time: 9:00 a.m., June 12, 2015

Place: Transcend Information, Inc. (No. 70, XingZhong Rd., NeiHu Dist., Taipei 114, Taiwan)

Chairman's Remarks

**I. Report Items**

- (1) The business conditions of 2014
- (2) Audit Committee's review report
- (3) The status of endorsements and guarantees

**II. Proposed Items**

- (1) Adoption of 2014 Business Report and Financial Statements
- (2) Adoption of the proposal for distribution of 2014 earnings

**III. Discussion And Election Items**

- (1) Approval of the Amendment to "Procedures for Election of Directors"
- (2) Election of Directors
- (3) Proposal to release the Directors from non-competition restrictions

**IV. Special Motions**

V. Meeting Adjourned

## I. Report Items

(1) The business conditions of 2014

**Explanatory Notes:** Please refer to page 9 to 10 for Attachment I.

(2) Audit Committee's review report

**Explanatory Notes:** Please refer to page 11 for Attachment II.

(3) The status of endorsements and guarantees

**Explanatory Notes:**

The Company provided a guarantee for Transcend Japan Inc. amounting to JPY 2,000,000 thousand, and the actual amount of guarantee draw down is JPY 1,500,000 thousand. Pursuant to the Company's "Procedures for Endorsement and Guarantee", the limit of guarantee was NTD 8,287,442 thousand.

## II. Proposed Items

### (1) Adoption of 2014 Business Report and Financial Statements (Proposed by the Board of Directors)

#### **Explanatory Notes:**

- a. The separate financial statement and consolidated financial statement of the Company for the year of 2014 have been audited by independent auditors, Mr. Chien - Hung Chou and Mrs. Shu Chuing Chang, of the Pricewaterhouse Coopers. The Business Report, Independent Auditors' Report and Financial Statements are hereby also attached. (Please refer to page 9 to 10 for Attachment I, and page 12 to 25 for Attachment III and IV)
- b. It is submitted for ratification.

#### **Resolution:**

### (2) Adoption of the proposal for distribution of 2014 earnings (Proposed by the Board of Directors)

#### **Explanatory Notes:**

- a. For appropriations of 2014 earnings, the Company will distribute cash dividend of NTD 3,359,941,065 from the available retained earnings of 2014 after setting aside legal reserve and distributing employees' profit sharing.
- b. Please refer to page 6 for the 2014 estimated earnings distribution table.
- c. Cash dividends will be distributed proportionately according to shareholders' shares ownership registered in the Common Stockholders' Roster as of the date of record.
- d. To avoid the change in the total amount of common shares outstanding resulting from buyback of company shares, or transfer or cancellation of treasury stock, it is proposed that the Chairman of the Board be authorized to adjust the cash to be distributed to each common share.
- e. It is submitted for ratification.

#### **Resolution:**

**Transcend Information, Inc.**  
**The Chart of 2014 Earnings Distribution**  
**For the year ended December 31, 2014**  
**(Expresses in of New Taiwan dollars)**

Item	Amount	Remarks
Unappropriated retained earnings at beginning	4,769,048,000	
<b>Add:</b> Adjustment on unappropriated earnings for 2014	( 86,234)	
Adjusted unappropriated retained earnings	4,768,961,766	
<b>Add:</b> Net income for 2014	3,735,204,855	
<b>Less:</b> Legal reserve (10%)	373,520,486	
Retained earnings available for appropriation as of December 31, 2014	8,130,646,135	
<b>Less:</b> Items of distribution - Cash dividend to shareholders	3,359,941,065	Cash dividend (NTD \$7.8 per share)
Unappropriated retained earnings at end	4,770,705,070	
<b>Note</b>		
Directors' and supervisors' remuneration	6,048,680	
Employees' bonus	30,243,527	

Note: Regarding the abovementioned amount of profits resolved to be distributed, there is no material difference between the resolved employees' bonus and the estimated figures for 2014. The remuneration for directors and supervisors would be NTD 6,048,680 calculated in accordance with "Articles of Incorporation", but was not recognized in 2014 financial statements. After the actual distributed amounts being resolved by the shareholders' meeting, the difference between the resolved amounts and the 2014 estimates will be recognized in the statement of income in 2015.

Chairperson:  
Shu, Chung-Wan

Managerial Officers:  
Shu, Chung-Cheng

Accounting Officers:  
Lu, Chih-Yuan

### III. Discussion and Election Items

#### Discussion Item (1)

**Subject:** Approval of the Amendment to “Procedures for Election of Directors” (Proposed by the Board of Directors)

**Explanatory Notes:**

- a. The Company proposes to amend the “Procedures for Election of Directors” to comply with amendment to Sample Template for XXX Co., Ltd. Procedures for Election of Directors and Supervisors”.
- b. Please refer to page 26 for Attachment V: the comparison table for the “Procedures for Election of Directors” before and after revision.
- c. It is submitted for approval.

**Resolution:**

#### Discussion Item (2)

**Subject:** Election of Directors (Proposed by the Board of Directors)

**Explanatory Notes:**

- a. Three-year term of the current directors started from June 15, 2012 and concluded on June 14, 2015.
- b. The shareholders’ meeting shall elect 9 directors including 3 independent directors. Their three-year term will start from June 12, 2015 and conclude on June 11, 2018.
- c. According to the regulations and Articles of Incorporate, a candidate nomination system shall be adopted to elect all directors including 3 independent directors. The shareholders shall elect all directors from the nominees. Please refer to page 27 for Attachment VI: the nomination list of directors.
- d. It is submitted for election.

**Resolution:**

### Discussion and Election Items (3)

**Subject:** Proposal to release the Directors from non-competition restrictions. (Proposed by the Board of Directors)

**Explanatory Notes:**

- a. Because the new elected director(s) of the Company may involve in investment or operation of other companies with the same or similar business scope and assume the office of director(s), the Company, pursuant to Article 209 of Company Act, proposes to release the Directors from non-competition restrictions under the premise that no harm to the Company's interest.
- b. It is submitted for approval.

**Resolution:**

### IV. Special Motions

### V. Meeting Adjourned

**TRANSCEND INFORMATION INC.  
BUSINESS REPORT**

Prices of Flash and DRAM steadily decreased in the past year. Instead of making profits from the short-term price changes, manufacturers in the Flash and DRAM industry have the responsibility to find another way to keep the company profitable. As an industry-leading brand of digital storage and industrial products, Transcend has successfully changed up our business plans and created better profits. Last year's sales revenue increased by 4.2%, and the earnings Per Share (EPS) reached NTD \$8.67, a 16.7% increase over the prior year.

Transcend's consolidated revenue totaled NT\$27.2 billion in 2014. Consolidated gross profit totaled NTD \$5.54 billion. Gross profit rate is 20.4 percent. Operating income totaled 3.75 billion. Income before tax totaled 4.4 billion. Net income totaled 3.74 billion. EPS is NTD\$ 8.67 calculated at the weighted average of outstanding share capital amounting to 4.3 billion.

To satisfy the changing needs in the technology industry, Transcend never stops developing more innovative products ranging from consumer electronics and industrial products. For the eighth year in a row, Transcend Information appears on Interbrand's Best Taiwan Global Brands ranking. At the same time, Transcend has managed to consistently increase the market share in the field of industrial applications. Sales revenue of solid state drives (SSD) reached record high thanks to the sudden surge of demand for SSDs because of the decreasing price. So far, industrial products and strategic products have replaced standard products and become main revenue sources.

Transcend focuses not only on sales performance, but also corporate social responsibility. Through a concerted effort to strengthen information disclosure, Transcend earned the highest A+ ranking in the "Information Disclosure Survey" conducted by the Securities and Futures Institute (SFI) in 2014. Besides, we have sponsored the High School Basketball League (HBL) for consecutive five years. Last year, we received the "Sports Activists Award" from the Sports Affairs Council for our continuing contribution to the development of sports in Taiwan.

Looking to 2015, we believe that there is a growing frenzy over the application of Internet of Things (IoT) technologies to industrial automation. We will keep providing the best solutions for our customers and clients. Here again we sincerely thank all of our shareholders, customers, suppliers and employees, for your continued support and for the confidence that you have placed in us.

Chairperson: Shu, Chung-Wan

Managerial Officer: Shu, Chung-Cheng

Accounting Officer: Lu, Chih-Yuan

## **Attachment II**

### **Audit Report of Audit Committee**

The Board of Directors has prepared the Company's 2014 Business Report, Financial Statements and Earnings Distribution Proposal. Transcend Corporation's Financial Statements have been audited and certified by Mr. Chien - Hung Chou and Mrs. Shu-Chuing Chang, the CPA of the Pricewaterhouse Coopers. The Business Report, Financial Statements and Earnings Distribution Proposal have been reviewed and considered to be complied with relevant rules by the undersigned, the audit committee of Transcend Corporation. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

The audit Committee of Transcend Corporation

Chairman of the audit Committee: Wang, Yi-Shin

March 12, 2015

### **Attachment III**

#### **REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE**

To the Board of Directors and Stockholders of Transcend Information, Inc.

We have audited the accompanying separate balance sheets of Transcend Information, Inc. as of December 31, 2014 and 2013 and the related separate statements of comprehensive income, of changes in equity, and of cash flows for the years ended December 31, 2014 and 2013. These separate financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. The financial statements of equity investments accounted for under the equity method, Transcend Information Inc. and Transcend Information Trading GmbH, Hamburg, and the associate, Taiwan IC Packaging Corp., were audit by other auditors, whose reports thereon were furnished to us. Our opinion, insofar as it relates to the amounts of investment income/loss and the information of investee company as disclosed in Note 13, were solely based on the reports of other auditors. The share of profit or loss of associates and equity investments accounted for under equity method solely based on the reports of other auditors was (NT\$8,128) thousand for the year ended December 31, 2013, constituting 0.2% of the respective income before income tax. The equity investments accounted for under the equity method in above companies was NT\$412,683 thousands, constituting 1.7% of total assets.

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

In our opinion, based on our audits and the reports of other auditors, the separate financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Transcend Information, Inc. as of December 31, 2014, and December 31, 2013, and the results of their operations and their cash flows for the years ended December 31, 2014 and 2013 in conformity with the "Rules Governing the Preparation of Financial Statements by Securities Issuers".

March 12, 2015

Taipei, Taiwan

Republic of China

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The accompanying separate financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying separate financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TRANSCEND INFORMATION, INC.  
SEPARATE BALANCE SHEETS  
(Expressed in thousands of New Taiwan Dollars)

Assets	Notes	December 31, 2014		December 31, 2013	
		AMOUNT	%	AMOUNT	%
<b>Current assets</b>					
Cash and cash equivalents	6(1)	\$ 10,807,417	40	\$ 10,988,389	44
Current financial assets at fair value	6(2)				
through profit or loss		53,545	-	-	-
Current bond investments without active	6(3)				
market		585,525	2	74,513	-
Notes receivable, net		-	-	4,158	-
Accounts receivable, net	6(4)	1,709,341	6	1,330,522	5
Accounts receivable due from related	7(1)				
parties, net		1,178,290	5	1,427,950	6
Other receivables		254,029	1	237,508	1
Inventories, net	6(5)	6,041,633	22	4,713,168	19
Other current assets		14,175	-	13,127	-
<b>Current Assets</b>		<u>20,643,955</u>	<u>76</u>	<u>18,789,335</u>	<u>75</u>
<b>Non-current assets</b>					
Available-for-sale financial	6(6)				
assets-non-current		232,639	1	264,422	1
Investments accounted for using equity	6(7)				
method		4,087,977	15	3,747,410	15
Property, plant and equipment	6(8), 7 and 8	1,798,337	7	1,838,184	8
Investment property, net	6(9)	214,878	1	217,580	1
Deferred tax assets	6(21)	64,006	-	58,347	-
Other non-current assets	8	88,941	-	37,980	-
<b>Non-current Assets</b>		<u>6,486,778</u>	<u>24</u>	<u>6,163,923</u>	<u>25</u>
<b>Total Assets</b>		<u>\$ 27,130,733</u>	<u>100</u>	<u>\$ 24,953,258</u>	<u>100</u>

(Continued)

**TRANSCEND INFORMATION, INC.**  
**SEPARATE BALANCE SHEETS**  
(Expressed in thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	December 31, 2014		December 31, 2013	
		AMOUNT	%	AMOUNT	%
<b>Current liabilities</b>					
Short-term borrowings	6(10)	\$ 506,400	2	\$ 295,140	1
Notes payable		7	-	1,215	-
Accounts payable		3,090,479	12	2,571,302	10
Accounts payable to related parties	7(1)	1,679,508	6	1,334,222	6
Other payables		350,741	1	283,266	1
Other payables to related parties	7(1)	988	-	-	-
Current tax liabilities	6(21)	271,173	1	218,886	1
Other current liabilities		3,442	-	4,615	-
<b>Current Liabilities</b>		<u>5,902,738</u>	<u>22</u>	<u>4,708,646</u>	<u>19</u>
<b>Non-current liabilities</b>					
Deferred tax liabilities	6(21)	485,121	2	395,256	2
Other non-current liabilities	6(11)	24,269	-	25,147	-
<b>Non-current Liabilities</b>		<u>509,390</u>	<u>2</u>	<u>420,403</u>	<u>2</u>
<b>Total Liabilities</b>		<u>6,412,128</u>	<u>24</u>	<u>5,129,049</u>	<u>21</u>
<b>Share capital</b>					
Common stock	6(12)	4,307,617	16	4,307,617	17
<b>Capital surplus</b>					
Capital surplus	6(13)	4,799,075	18	4,799,075	19
<b>Retained earnings</b>					
Legal reserve	6(14)	3,053,235	11	2,733,339	11
Unappropriated retained earnings		8,504,167	31	7,975,047	32
<b>Other equity interest</b>					
Other equity interest	6(16)	54,511	-	9,131	-
<b>Total Equity</b>		<u>20,718,605</u>	<u>76</u>	<u>19,824,209</u>	<u>79</u>
<b>Commitments and contingent liabilities</b>					
Commitments and contingent liabilities	9				
<b>Significant subsequent event</b>					
Significant subsequent event	11				
<b>Total Liabilities and Equity</b>		<u>\$ 27,130,733</u>	<u>100</u>	<u>\$ 24,953,258</u>	<u>100</u>

The accompanying notes are an integral part of these separate financial statements.  
See report of independent accountants dated March 12, 2015.

TRANSCEND INFORMATION, INC.  
SEPARATE STATEMENTS OF INCOME

(Expressed in thousands of New Taiwan Dollars, except Earnings Per Share)

Items	Notes	For the years ended December 31,			
		2014		2013	
		AMOUNT	%	AMOUNT	%
<b>Operating Revenue</b>	6(17) and 7	\$ 26,325,967	100	\$ 25,087,848	100
<b>Operating Costs</b>	6(5) and 7	( 21,777,028)	( 83)	( 21,072,049)	( 84)
<b>Gross Profit</b>		<u>4,548,939</u>	<u>17</u>	<u>4,015,799</u>	<u>16</u>
Unrealized gain from intercompany transaction		( 70,857)	-	( 87,889)	-
Realized gain from intercompany transaction		87,889	-	73,138	-
<b>Gross Profit, net</b>		<u>4,565,971</u>	<u>17</u>	<u>4,001,048</u>	<u>16</u>
<b>Operating Expenses</b>	6(20)				
Sales and marketing expenses		( 629,163)	( 2)	( 483,665)	( 2)
General and administrative expenses		( 205,987)	( 1)	( 204,448)	( 1)
Research and development expenses		( 174,011)	( 1)	( 156,948)	-
<b>Total operating expenses</b>		<u>( 1,009,161)</u>	<u>( 4)</u>	<u>( 845,061)</u>	<u>( 3)</u>
<b>Operating Profit</b>		<u>3,556,810</u>	<u>13</u>	<u>3,155,987</u>	<u>13</u>
<b>Non-operating Income and Expenses</b>					
Other income	6(18) and 7	172,465	1	109,250	-
Other gains and losses	6(19)	430,406	2	242,556	1
Finance costs		( 6,248)	-	( 1,003)	-
Share of gain of associates and joint ventures accounted for under equity method	6(7)	151,325	-	154,029	1
<b>Total non-operating income and expenses</b>		<u>747,948</u>	<u>3</u>	<u>504,832</u>	<u>2</u>
<b>Profit before Income Tax</b>		<u>4,304,758</u>	<u>16</u>	<u>3,660,819</u>	<u>15</u>
Income tax expense	6(21)	( 569,553)	( 2)	( 461,862)	( 2)
<b>Profit for the Year</b>		<u>\$ 3,735,205</u>	<u>14</u>	<u>\$ 3,198,957</u>	<u>13</u>
<b>Other Comprehensive Income</b>					
Foreign exchange translation differences for foreign operations		\$ 92,968	-	\$ 148,571	1
Unrealized (loss) gain on available-for-sale financial assets	6(6)	( 31,783)	-	2,085	-
Actuarial (loss) gain on defined benefit plan	6(11)	( 86)	-	5,387	-
Income tax on other comprehensive income	6(21)	( 15,805)	-	( 25,258)	-
<b>Total Comprehensive Income</b>		<u>\$ 3,780,499</u>	<u>14</u>	<u>\$ 3,329,742</u>	<u>13</u>
<b>Earnings Per Share</b>	6(22)				
<b>Basic earnings per share</b>		<u>\$ 8.67</u>		<u>\$ 7.43</u>	
<b>Diluted earnings per share</b>		<u>\$ 8.66</u>		<u>\$ 7.41</u>	

The accompanying notes are an integral part of these separate financial statements.  
See report of independent accountants dated March 12, 2015.

TRANSCEND INFORMATION, INC.  
SEPARATE STATEMENTS OF CHANGES IN EQUITY  
(Expressed in thousands of New Taiwan Dollars)

	Notes	Capital Reserves			Retained Earnings		Other equity interest		Total equity	
		Common stock	Additional paid-in capital	Capital surplus, donated assets received	Capital surplus, net assets from merger	Legal reserve	Unappropriated retained earnings	Currency translation differences of foreign operations		Unrealized gain or loss on available-for-sale financial assets
<u>For the year ended December 31, 2013</u>										
Balance at January 1, 2013		\$ 4,307,617	\$ 4,975,222	\$ 4,106	\$ 35,128	\$ 2,448,801	\$ 7,639,812	(\$ 95,549 )	(\$ 20,718 )	\$ 19,294,419
Appropriations of 2012 earnings: (Note 1)	6(14)									
Legal reserve		-	-	-	-	284,538	( 284,538 )	-	-	-
Cash dividends		-	-	-	-	-	( 2,584,571 )	-	-	( 2,584,571 )
Change in capital reserve										
Cash distribution of capital reserve		-	( 215,381 )	-	-	-	-	-	-	( 215,381 )
Net income for the year		-	-	-	-	-	3,198,957	-	-	3,198,957
Other comprehensive income for the year	6(16)	-	-	-	-	-	5,387	123,313	2,085	130,785
Balance at December 31, 2013		<u>\$ 4,307,617</u>	<u>\$ 4,759,841</u>	<u>\$ 4,106</u>	<u>\$ 35,128</u>	<u>\$ 2,733,339</u>	<u>\$ 7,975,047</u>	<u>\$ 27,764</u>	<u>(\$ 18,633 )</u>	<u>\$ 19,824,209</u>
<u>For the year ended December 31, 2014</u>										
Balance at January 1, 2014		\$ 4,307,617	\$ 4,759,841	\$ 4,106	\$ 35,128	\$ 2,733,339	\$ 7,975,047	\$ 27,764	(\$ 18,633 )	\$ 19,824,209
Appropriations of 2013 earnings: (Note 2)	6(14)									
Legal reserve		-	-	-	-	319,896	( 319,896 )	-	-	-
Cash dividends		-	-	-	-	-	( 2,886,103 )	-	-	( 2,886,103 )
Net income for the year		-	-	-	-	-	3,735,205	-	-	3,735,205
Other comprehensive income (loss) for the year	6(16)	-	-	-	-	-	( 86 )	77,163	( 31,783 )	45,294
Balance at December 31, 2014		<u>\$ 4,307,617</u>	<u>\$ 4,759,841</u>	<u>\$ 4,106</u>	<u>\$ 35,128</u>	<u>\$ 3,053,235</u>	<u>\$ 8,504,167</u>	<u>\$ 104,927</u>	<u>(\$ 50,416 )</u>	<u>\$ 20,718,605</u>

Note 1: Directors' and supervisors' remuneration amounting to \$5,166 and employees' bonus amounting to \$85,361 had been deducted from the separate statement of income in 2012.

Note 2: Directors' and supervisors' remuneration amounting to \$5,192 and employees' bonus amounting to \$25,962 had been deducted from the separate statement of income in 2013.

The accompanying notes are an integral part of these separate financial statements.  
See report of independent accountants dated March 12, 2015.

TRANSCEND INFORMATION, INC.  
SEPARATE STATEMENTS OF CASH FLOWS  
(Expressed in thousands of New Taiwan Dollars)

	Notes	Year ended December 31	
		2014	2013
<b><u>CASH FLOWS FROM OPERATING ACTIVITIES</u></b>			
Profit before tax for the year		\$ 4,304,758	\$ 3,660,819
Adjustments to reconcile profit before tax to net cash provided by operating activities:			
Income and expenses having no effect on cash flows			
Unrealized gain from intercompany transaction		70,857	87,889
Realized gain from intercompany transaction		( 87,889 )	( 73,138 )
Net gains on financial assets at fair value through profit or loss	6(2)(19)	( 53,545 )	( 29,979 )
Gain on disposal of financial assets	6(3)(19)	( 10,804 )	( 97,125 )
Loss on disposal of equity investment accounted for using equity method	6(7)	-	323
Share of gain of associates and joint ventures accounted for using equity method	6(7)	( 151,325 )	( 154,029 )
Provision for bad debt expense	6(4)	12,463	13,325
Loss (gain) on market price decline (recovery) of inventory	6(5)	49,995	( 9,673 )
Depreciation expense	6(20)	126,323	120,042
Interest income	6(18)	( 164,053 )	( 100,837 )
Dividend income	6(19)	( 13,781 )	( 15,074 )
Gain on disposal of property, plant and equipment	6(19)	( 525 )	( 1,974 )
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Net gain on financial assets at fair value through profit or loss		-	29,979
Notes and accounts receivable		( 137,464 )	341,942
Other receivables		( 11,555 )	20,366
Inventories		( 1,378,460 )	917,147
Other current assets		( 1,048 )	2,308
Net changes in liabilities relating to operating activities			
Notes and accounts payable		863,255	102,379
Other payables		73,637	( 36,305 )
Other payables to related parties		988	-
Other current liabilities		( 1,173 )	2,638
Other non-current liabilities		22,888	( 1,670 )
Cash generated from operations		3,513,542	4,779,353
Cash dividends received		13,781	15,074
Interest received		159,087	96,559
Interest paid		( 6,248 )	( 1,004 )
Income tax paid		( 448,865 )	( 395,044 )
Net cash provided by operating activities		<u>3,231,297</u>	<u>4,494,938</u>
<b><u>CASH FLOWS FROM INVESTING ACTIVITIES</u></b>			
Disposal of bond investments without active markets		( 765,473 )	( 74,066 )
Acquisition of bond investments without active markets		( 265,265 )	-
Acquisition of property, plant and equipment	6(8)	( 64,341 )	( 32,612 )
Proceeds from disposal of property, plant and equipment	6(8)	695	2,438
Increase in investments accounted for using equity method	6(7)	( 103,008 )	-
Disposal of equity investment accounted for using equity method		-	5,263
(Increase) decrease in other non-current assets		( 70,564 )	1,051
Net cash used in investing activities		<u>( 737,426 )</u>	<u>( 97,926 )</u>
<b><u>CASH FLOWS FROM FINANCING ACTIVITIES</u></b>			
Increase in short-term borrowings		211,260	295,140
Payment of cash dividends (including cash distribution of capital reserve)	6(14)	( 2,886,103 )	( 2,799,952 )
Net cash used in financing activities		<u>( 2,674,843 )</u>	<u>( 2,504,812 )</u>
(Decrease) increase in cash and cash equivalents		( 180,972 )	1,892,200
Cash and cash equivalents at beginning of year		10,988,389	9,096,189
Cash and cash equivalents at end of year		<u>\$ 10,807,417</u>	<u>\$ 10,988,389</u>

The accompanying notes are an integral part of these separate financial statements.  
See report of independent accountants dated March 12, 2015.

**REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE**

PWCR14001518

To the Board of Directors and Stockholders of Transcend Information, Inc.

We have audited the accompanying consolidated balance sheets of Transcend Information, Inc. and its subsidiaries as of December 31, 2014 and 2013 and the related consolidated statements of comprehensive income, of changes in equity, and of cash flows for the years ended December 31, 2014 and 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. As disclosed in Note 4(3)B, we did not audit the financial statements of certain subsidiaries for the year ended December 31, 2013, which statements reflect total assets of NT\$547,456 thousand, constituting 2 percent of the consolidated total assets, as of December 31, 2013, and total revenues of NT\$2,748,290 thousand, constituting 11 percent of the consolidated total operating revenue, for the year ended December 31, 2013. Furthermore, we did not audit the financial statements of equity investments accounted for under the equity method. The investment loss from these equity investments amounted to NT\$30,403 thousand for the year ended December 31, 2013. Those financial statements whose reports thereon have been furnished to us, and our opinion expressed herein is based solely on the audit reports of the other independent accountants. As of December 31, 2013, the equity investment accounted for using the equity method was NT\$221,255 thousand.

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

In our opinion, based on our audits and the report of other independent accountants, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Transcend Information, Inc. and its subsidiaries as of December 31, 2014 and 2013, and their financial performance and cash flows for the years ended December 31, 2014 and 2013 in conformity with the “Rules Governing the Preparations of Financial Statements by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

We have also audited the parent company only financial statements of Transcend Information, Inc. as of and for the years ended December 31, 2014 and 2013, and have expressed a unqualified and modified unqualified opinion on such financial statements.

March 12, 2015  
Taipei, Taiwan  
Republic of China

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

**TRANSCEND INFORMATION, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Expressed in thousands of New Taiwan Dollars)

Assets	Notes	December 31, 2014		December 31, 2013	
		AMOUNT	%	AMOUNT	%
<b>Current assets</b>					
Cash and cash equivalents	6(1)	\$ 11,565,344	44	\$ 11,639,505	48
Current financial assets at fair value through profit or loss	6(2)	53,545	-	-	-
Current bond investments without active market	6(3)	637,025	3	123,698	1
Notes receivable, net		-	-	4,158	-
Accounts receivable, net	6(4)	2,993,131	11	2,732,001	11
Other receivables		283,316	1	254,528	1
Inventories, net	6(5)	6,364,987	24	5,075,939	21
Other current assets		44,515	-	36,311	-
<b>Current Assets</b>		<u>21,941,863</u>	<u>83</u>	<u>19,866,140</u>	<u>82</u>
<b>Non-current assets</b>					
Available-for-sale financial assets-non-current	6(6)	232,639	1	264,422	1
Investments accounted for using equity method	6(7)	332,593	1	221,255	1
Property, plant and equipment	6(8), 7 and 8	3,160,974	12	3,330,875	14
Investment property, net	6(9)	298,614	1	303,232	1
Deferred tax assets	6(22)	92,319	1	78,915	-
Other non-current assets	6(10) and 8	234,238	1	183,691	1
<b>Non-current Assets</b>		<u>4,351,377</u>	<u>17</u>	<u>4,382,390</u>	<u>18</u>
<b>Total Assets</b>		<u>\$ 26,293,240</u>	<u>100</u>	<u>\$ 24,248,530</u>	<u>100</u>

(Continued)

**TRANSCEND INFORMATION, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Expressed in thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	December 31, 2014		December 31, 2013	
		AMOUNT	%	AMOUNT	%
<b>Current liabilities</b>					
Short-term borrowings	6(11)	\$ 903,300	4	\$ 579,040	2
Notes payable		8	-	1,215	-
Accounts payable		3,202,531	12	2,669,584	11
Accounts payable to related parties	7	74,185	-	45,801	-
Other payables		475,052	2	393,810	2
Current tax liabilities	6(22)	319,927	1	239,967	1
Other current liabilities		60,063	-	50,013	-
<b>Current Liabilities</b>		<u>5,035,066</u>	<u>19</u>	<u>3,979,430</u>	<u>16</u>
<b>Non-current liabilities</b>					
Deferred tax liabilities	6(22)	485,378	2	395,542	2
Other non-current liabilities	6(12)	54,191	-	49,349	-
<b>Non-current Liabilities</b>		<u>539,569</u>	<u>2</u>	<u>444,891</u>	<u>2</u>
<b>Total Liabilities</b>		<u>5,574,635</u>	<u>21</u>	<u>4,424,321</u>	<u>18</u>
<b>Share capital</b>	6(13)				
Common stock		4,307,617	16	4,307,617	18
<b>Capital surplus</b>	6(14)				
Capital surplus		4,799,075	18	4,799,075	20
<b>Retained earnings</b>	6(15)				
Legal reserve		3,053,235	12	2,733,339	11
Unappropriated retained earnings		8,504,167	32	7,975,047	33
<b>Other equity interest</b>	6(17)				
Other equity interest		54,511	1	9,131	-
<b>Total equity attributable to owners of parent</b>		<u>20,718,605</u>	<u>79</u>	<u>19,824,209</u>	<u>82</u>
<b>Total Equity</b>		<u>20,718,605</u>	<u>79</u>	<u>19,824,209</u>	<u>82</u>
<b>Commitments and contingent liabilities</b>	9				
<b>Significant subsequent event</b>	11				
<b>Total Liabilities and Equity</b>		<u>\$ 26,293,240</u>	<u>100</u>	<u>\$ 24,248,530</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.  
See report of independent accountants dated March 12, 2015.

**TRANSCEND INFORMATION, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**

(Expressed in thousands of New Taiwan Dollars, except Earnings Per Share)

Items	Notes	For the years ended December 31			
		2014		2013	
		AMOUNT	%	AMOUNT	%
<b>Operating Revenue</b>	6(18) and 7	\$ 27,219,495	100	\$ 26,122,390	100
<b>Operating Costs</b>	6(5) and 7	( 21,678,630)	( 80)	( 21,201,143)	( 81)
<b>Gross Profit</b>		<u>5,540,865</u>	<u>20</u>	<u>4,921,247</u>	<u>19</u>
<b>Operating Expenses</b>	6(21)				
Sales and marketing expenses		( 1,180,034)	( 4)	( 1,020,315)	( 4)
General and administrative expenses		( 439,532)	( 1)	( 392,338)	( 1)
Research and development expenses		( 174,011)	( 1)	( 157,028)	( 1)
<b>Total operating expenses</b>		<u>( 1,793,577)</u>	<u>( 6)</u>	<u>( 1,569,681)</u>	<u>( 6)</u>
<b>Operating Profit</b>		<u>3,747,288</u>	<u>14</u>	<u>3,351,566</u>	<u>13</u>
<b>Non-operating Income and Expenses</b>					
Other income	6(19)	193,524	1	130,645	-
Other gains and losses	6(20)	460,021	1	292,236	1
Finance costs		( 8,209)	-	( 5,900)	-
Share of gain (loss) of associates and joint ventures accounted for under equity method	6(7)	8,330	-	( 30,403)	-
<b>Total non-operating income and expenses</b>		<u>653,666</u>	<u>2</u>	<u>386,578</u>	<u>1</u>
<b>Profit before Income Tax</b>		<u>4,400,954</u>	<u>16</u>	<u>3,738,144</u>	<u>14</u>
Income tax expense	6(22)	( 665,749)	( 2)	( 539,187)	( 2)
<b>Profit for the Year</b>		<u>\$ 3,735,205</u>	<u>14</u>	<u>\$ 3,198,957</u>	<u>12</u>
<b>Other Comprehensive Income</b>					
Foreign exchange translation differences for foreign operations	6(17)	\$ 92,968	-	\$ 148,571	1
Unrealized (loss) gain on available-for-sale financial assets	6(6)	( 31,783)	-	2,085	-
Actuarial (loss) gain on defined benefit plan	6(12)	( 86)	-	5,387	-
Income tax on other comprehensive income	6(17)(22)	( 15,805)	-	( 25,258)	-
<b>Other Comprehensive Income for the Year</b>		<u>\$ 45,294</u>	<u>-</u>	<u>\$ 130,785</u>	<u>1</u>
<b>Total Comprehensive Income</b>		<u>\$ 3,780,499</u>	<u>14</u>	<u>\$ 3,329,742</u>	<u>13</u>
<b>Net Profit attributable to:</b>					
Owners of parent		<u>\$ 3,735,205</u>	<u>14</u>	<u>\$ 3,198,957</u>	<u>12</u>
<b>Comprehensive Income attributable to:</b>					
Owners of parent		<u>\$ 3,780,499</u>	<u>14</u>	<u>\$ 3,329,742</u>	<u>13</u>
<b>Earnings Per Share</b>	6(23)				
Basic earnings per share		<u>\$ 8.67</u>	<u>\$ 7.43</u>		
Diluted earnings per share		<u>\$ 8.66</u>	<u>\$ 7.41</u>		

The accompanying notes are an integral part of these consolidated financial statements.  
See report of independent accountants dated March 12, 2015.

TRANSCEND INFORMATION, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
(Expressed in thousands of New Taiwan Dollars)

Notes	Equity attributable to owners of the parent								Total equity
	Capital Reserves			Retained Earnings		Other equity interest			
	Common stock	Additional paid-in capital	Capital surplus, donated assets received	Capital surplus, net assets from merger	Legal reserve	Unappropriated retained earnings	Currency translation differences of foreign operations	Unrealized gain or loss on available-for-sale financial assets	
<u>For the year ended December 31, 2013</u>									
Balance at January 1, 2013	\$ 4,307,617	\$ 4,975,222	\$ 4,106	\$ 35,128	\$ 2,448,801	\$ 7,639,812	(\$ 95,549 )	(\$ 20,718 )	\$ 19,294,419
Appropriations of 2012 earnings	6(15)								
Legal reserve	-	-	-	-	284,538	( 284,538 )	-	-	-
Cash dividends	-	-	-	-	-	( 2,584,571 )	-	-	( 2,584,571 )
Change in capital reserve									
Cash distribution of capital reserve	-	( 215,381 )	-	-	-	-	-	-	( 215,381 )
Net income for the year	-	-	-	-	-	3,198,957	-	-	3,198,957
Other comprehensive income for the year	6(17)								
	-	-	-	-	-	5,387	123,313	2,085	130,785
Balance at December 31, 2013	<u>\$ 4,307,617</u>	<u>\$ 4,759,841</u>	<u>\$ 4,106</u>	<u>\$ 35,128</u>	<u>\$ 2,733,339</u>	<u>\$ 7,975,047</u>	<u>\$ 27,764</u>	<u>(\$ 18,633 )</u>	<u>\$ 19,824,209</u>
<u>For the year ended December 31, 2014</u>									
Balance at January 1, 2014	\$ 4,307,617	\$ 4,759,841	\$ 4,106	\$ 35,128	\$ 2,733,339	\$ 7,975,047	\$ 27,764	(\$ 18,633 )	\$ 19,824,209
Appropriations of 2013 earnings	6(15)								
Legal reserve	-	-	-	-	319,896	( 319,896 )	-	-	-
Cash dividends	-	-	-	-	-	( 2,886,103 )	-	-	( 2,886,103 )
Net income for the year	-	-	-	-	-	3,735,205	-	-	3,735,205
Other comprehensive income (loss) for the year	6(17)								
	-	-	-	-	-	( 86 )	77,163	( 31,783 )	45,294
Balance at December 31, 2014	<u>\$ 4,307,617</u>	<u>\$ 4,759,841</u>	<u>\$ 4,106</u>	<u>\$ 35,128</u>	<u>\$ 3,053,235</u>	<u>\$ 8,504,167</u>	<u>\$ 104,927</u>	<u>(\$ 50,416 )</u>	<u>\$ 20,718,605</u>

The accompanying notes are an integral part of these consolidated financial statements.  
See report of independent accountants dated March 12, 2015.

**TRANSCEND INFORMATION, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in thousands of New Taiwan Dollars)

	Notes	Year ended December 31	
		2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Consolidated profit before tax for the year		\$ 4,400,954	\$ 3,738,144
Adjustments to reconcile profit before tax to net cash provided by operating activities:			
Income and expenses having no effect on cash flows			
Net gains on financial assets at fair value through profit or loss	6(2)(20)	( 53,545 )	( 29,979 )
Gain on disposal of financial assets	6(3)(20)	( 13,023 )	( 112,397 )
Share of (gain) loss of associates and joint ventures accounted for using equity method	6(7)	( 8,330 )	30,403
Provision for bad debt expense	6(4)	13,200	14,900
Loss (gain) on market price decline (recovery) of inventory	6(5)	50,009	( 9,668 )
Depreciation expense	6(21)	236,547	238,147
Interest income	6(19)	( 176,359 )	( 115,182 )
Interest expense		8,209	-
Dividend income	6(20)	( 13,781 )	( 15,074 )
Loss (gain) on disposal of property, plant and equipment	6(20)	1,800	( 1,916 )
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Net gain on financial assets at fair value through profit or loss		-	29,979
Notes and accounts receivable		( 270,451 )	( 160,225 )
Other receivables		( 23,247 )	39,086
Inventories		( 1,339,057 )	1,156,059
Other current assets		( 8,204 )	1,708
Net changes in liabilities relating to operating activities			
Notes and accounts payable		560,124	( 610,339 )
Other payables		81,242	( 67,664 )
Other current liabilities		10,050	10,436
Other non-current liabilities		4,756	( 5,131 )
Cash generated from operations		3,460,894	4,131,287
Cash dividends received		13,781	15,074
Interest received		170,818	99,849
Interest paid		( 8,209 )	( 6,728 )
Income tax paid		( 525,162 )	( 498,742 )
Net cash provided by operating activities		<u>3,112,122</u>	<u>3,740,740</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Disposal of bond investments without active markets		364,425	388,276
Acquisition of bond investments without active markets		( 862,978 )	-
Acquisition of property, plant and equipment	6(8)	( 23,399 )	( 54,858 )
Proceeds from disposal of property, plant and equipment	6(8)	9,939	7,780
Increase in investments accounted for using equity method	6(7)	( 103,008 )	-
Increase in other non-current assets		( 70,658 )	( 6,402 )
Net cash (used in) provided by investing activities		<u>( 685,679 )</u>	<u>334,796</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Increase in short-term borrowings		343,560	447,390
Payment of cash dividends	6(15)	( 2,886,103 )	( 2,799,952 )
Net cash used in financing activities		<u>( 2,542,543 )</u>	<u>( 2,352,562 )</u>
Effect of foreign exchange rate changes		41,939	44,288
(Decrease) increase in cash and cash equivalents		( 74,161 )	1,767,262
Cash and cash equivalents at beginning of year		11,639,505	9,872,243
Cash and cash equivalents at end of year		<u>\$ 11,565,344</u>	<u>\$ 11,639,505</u>

The accompanying notes are an integral part of these separate financial statements.  
See report of independent accountants dated March 12, 2014.

## TRANSCEND INFORMATION INC.

## COMPARISON TABLE FOR THE “PROCEDURES FOR ELECTION OF DIRECTOR

After the revision	Before the revision	Explanation
<p>Article 1 : Elections of directors shall be conducted in accordance with these Procedures.</p> <p>Elections of both directors (including independent directors) at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. <u>This Corporation shall review the qualifications, education, working experience, background, and the existence of any other matters set forth in Article 30 of the Company Act with respect to nominee directors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors will be elected.</u></p>	<p>Article 1 : The directors of this Company shall be elected in accordance with the rules specified herein and all directors (including independent directors) shall be elected by adopting the candidate nomination system specified in Article 192-1 of the Company Act.</p>	<p>The Company proposes to amend the “Procedures for Election of Directors” to comply with amendment to “Sample Template for XXX Co., Ltd. Procedures for Election of Directors and Supervisors”.</p>
<p>Article 9 : The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, shall be announced by the chair on the site.</p> <p><u>The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.</u></p>	<p>Article 9 : The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting.</p> <p>(new)</p>	<p>The Company proposes to amend the “Procedures for Election of Directors” to comply with amendment to “Sample Template for XXX Co., Ltd. Procedures for Election of Directors and Supervisors”.</p>

TRANSCEND INFORMATION INC.  
THE NOMINATION LIST OF DIRECTORS

## (NON-INDEPENDENT DIRECTORS)

Name	Education	Experience	Present position	Shares
SHU, CHUNG-WAN	Department of Electrical Engineering, National Cheng Kung University	Project Manager of Hewlett-Packard Development Company, L.P.	<ul style="list-style-type: none"> <li>■ Chief Executive Officer: <ul style="list-style-type: none"> <li>- Transcend Information, Inc.</li> </ul> </li> <li>■ Chairman of the board of directors: <ul style="list-style-type: none"> <li>- Taiwan IC Packaging Corporation</li> </ul> </li> <li>■ Director: <ul style="list-style-type: none"> <li>- C-TECH Corporation</li> <li>- Transcend Information Inc.</li> <li>- Trading GmbH Hamburg</li> </ul> </li> <li>■ Representative juristic person <ul style="list-style-type: none"> <li>- Hitron Technologies Inc.</li> <li>- WK Technology Fund VI Ltd.</li> <li>- WK Technology Fund VII Ltd.</li> <li>- WK Technology Fund VIII Ltd.</li> </ul> </li> <li>■ Supervisor <ul style="list-style-type: none"> <li>- Wan An Technology Inc.</li> </ul> </li> <li>■ President <ul style="list-style-type: none"> <li>- Transcend Information Trading GmbH Hamburg</li> </ul> </li> </ul>	6,723,453
SHU, CHUNG-CHENG	Department of Civil Engineering, National Taipei Institute of Technology	None	<ul style="list-style-type: none"> <li>■ President <ul style="list-style-type: none"> <li>- Transcend Information, Inc.</li> <li>- Transcend Korea Ltd.</li> </ul> </li> <li>■ Chairman of the board of directors: <ul style="list-style-type: none"> <li>- C-TECH Corporation</li> <li>- Cheng Chuan Technology Development Inc.</li> <li>- Shu Min Investment Inc.</li> </ul> </li> <li>■ Executive director <ul style="list-style-type: none"> <li>- Taiwan IC Packaging Corporation (Representative</li> </ul> </li> </ul>	6,072,098

Name	Education	Experience	Present position	Shares
			juristic person) ■ Director: - Wan An Technology Inc. - Won Chin Investment Inc. - Wan Min Investment Inc. - Wan Chuan Investment Inc. - Transcend Information (Shanghai), Ltd - Saffire Investment Ltd. - Memhiro Pte. Ltd. - Transcend Japan Inc - Transcend Korea Ltd. - Transcend (H.K.) Limited - Transtech Trading(Shanghai) Co. Ltd. -Supreme Electronics Co., Ltd. ■ Representative juristic person - Taiwan IC Packaging Corporation	
TSENG, CHUNG-HO	Institute of Mechanical and Electromechanical Engineering, National SunYat-Sen University	Vice President of Transcend Information. Inc.	President of Taiwan IC Packaging Corporation	0
CHUI, LI-CHU	Department of French, Tamkang University	None	Supervisor of Won Chin Investment Inc.	0
Hsu, Chia-Hsian	Department of Automatic Control Engineering, Feng Chia University	President of China area of Transcend Information Inc.	None	834,244
Chiu, Chih-Heng	Department of Electronic Engineering, National Taipei Institute of Technology	■ Vice President of Transcend ■ Supervisor of Transcend Japan Inc.	Director of C-TECH Corporation	162,572

(INDEPENDENT DIRECTORS)

Name	Education	Experience	Present position	Shares
WANG, YI-HSIN	Ph.D, Accounting University of Kentucky	■ Professor of Department of Accounting, National Taipei University	■ Director of First Financial Holding Co. Ltd. ■ Independent Director of	0

Name	Education	Experience	Present position	Shares
		<ul style="list-style-type: none"> <li>■ Chairperson of Accounting Research and Development Foundation</li> <li>■ Chairperson of the Institute of Internal Auditors, ROC</li> <li>■ Review Committee of IFRS of Accounting Research and Development Foundation</li> <li>■ Library Curator and Vice President of National Taipei University</li> <li>■ Professor of Department of Accounting, National Chung Hsing University</li> </ul>	Bestcom Infotech Corp.	
CHEN, YI-LIANG	<ul style="list-style-type: none"> <li>■ Master of Business Administration, University of California at Los Angeles</li> <li>■ Department of Business Administration, National ChengChi University</li> </ul>	<ul style="list-style-type: none"> <li>■ President of Symphox Information Co., Ltd.</li> <li>■ President of China area of Hewlett-Packard Development Company, L.P.</li> <li>■ CFO of China area of Hewlett-Packard Development Company, L.P.</li> <li>■ Business Development President of Asia area of Hewlett-Packard Development Company, L.P.</li> <li>■ Financial Vice President of Taiwan area of Hewlett-Packard Development Company, L.P.</li> <li>■ Finance manager of Taiwan area and Sales manager of southern area of Hewlett-Packard Development Company, L.P.</li> <li>■ Independent of Director of Nano-Op Co., Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>■ Director of Homeyen Networks. Co., Ltd.</li> <li>■ Director of Tai Hwa Oil Industrial Co., Ltd.</li> <li>■ Independent Director of Lextar Electronics Corporation</li> </ul>	0
CHEN, LO-MIN	Department of Business Administration,	■ Global Executive Vice President and International	■ Senior Consultant of Head office of Oki Electric Industry	0

Name	Education	Experience	Present position	Shares
	National ChengChi University	Chief Operating Officer of Diebold Inc. ■ President of Asia area of Diebold Inc. ■ President of Great China Business division of Royal Philips ■ President of China of NCR China Co., Ltd. ■ Vice President of Taiwan branch of NCR Corp.	Co., Ltd.	

**TRANSCEND INFORMATION INC.  
RULES AND PROCEDURES OF SHAREHOLDERS' MEETING**

Article 1 : Except for the regulation, regular Shareholders' Meeting of the Company (the "Meeting") shall be conducted in accordance with these Rules and Procedures.

Article 2 : An attendance book shall be prepared for signing in of the attended shareholders in the Shareholders' Meeting, or attended shareholders shall submit the attendance card for the purpose of signing in. The number of shares represented by attended shareholders shall be calculated in accordance with the attendance book signing by the shareholders and the attendance cards submitted by the shareholders.

Article 3 : The attendance and voting of Shareholders' Meeting shall be calculated based on the shares.

Article 4 : The Meeting shall be held at the head office of the Company or at any other appropriate place that is convenient for the shareholders to attend. The time to start the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m.

Article 5 : The Chairman of the Board of Directors shall be the chairman presiding at the Meeting in the case that the Meeting is convened by the Board of Directors. If, for any reason, the Chairman of the Board of Directors cannot preside at the Meeting, the Vice Chairman of the Board of Directors shall preside at the Meeting. If, no Vice Chairman or for any reason, the Vice Chairman of the Board of Directors cannot preside at the Meeting, the chairman may designate one managing director to do so on the chairman's behalf. If there is no managing director, the chairman may designate one director to preside at the Meeting. If the chairman does not designate a representative, the managing directors or directors shall mutually select a chair from among themselves..

If the Meeting is convened by any other person entitled to convene the Meeting, such person shall be the chairman to preside at the Meeting. When two or more parties meet this description, they shall mutually select a chair from among themselves.

Article 6 : The Company may appoint designated counsel, CPA or other related persons to attend the Meeting. Persons handling affairs of the Meeting shall wear identification cards or badges.

Article 7 : The process of the Meeting shall be tape-recorded or videotaped and these tapes shall be preserved for at least one year.

Article 8 : Chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted the quorum at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponements shall be limited to two times at the most and Meeting shall not be postponed for longer than one hour in the aggregate. If after two postponements no quorum can yet be constituted but the shareholders present at the Meeting represent more than one - third of the total outstanding shares, tentative resolutions may be made in accordance with Section 1 of Article 175 of the Company Law of the Republic of China.

If during the process of the Meeting the number of outstanding shares represented by the shareholders present becomes sufficient to constitute the quorum, the chairman may submit the tentative resolutions to the Meeting for approval in accordance with Article 174 of the Company Law of the Republic of China.

Article 9 : The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda.

The above provision applies mutatis mutandis to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such Meeting.

Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the discussion items (including special motions) listed in the agenda are resolved.

The shareholders cannot designate any other person as chairman and continue the Meeting in the same or other place after the Meeting is adjourned. However, in the event that the Chairman adjourns the Meeting in violation of these Rules and Procedures, the shareholders may designate, by a majority of votes represented by attended shareholders, one person as chairman to continue the Meeting.

Article 10 : When a shareholder present at the Meeting wishes to speak, a Speech Note should be filled out with summary of the speech, the shareholder's number (or the number of Attendance Card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairman.

If any shareholder present at the Meeting submits a Speech Note but does not speak, no speech should be deemed to have been made by such shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail.

Unless otherwise permitted by the chairman and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders, otherwise the chairman shall stop such interruption.

Article 11 : Unless otherwise permitted by the chairman, each shareholder shall not, for each discussion item, speak more than two times (each time not exceeding 5 minutes). In case the speech of any shareholder violates the above provision or exceeds the scope of the discussion item, the chairman may stop the speech of such shareholder.

Article 12 : Any legal entity designated as proxy by a shareholder(s) to be present at the Meeting may appoint only one representative to attend the Meeting.

If a corporate shareholder designates two or more representatives to attend the Meeting, only one representative can speak for each discussion item.

Article 13 : After the speech of a shareholder, the chairman may respond himself/herself or appoint an appropriate person to respond.

Article 14 : The chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it

appropriate.

Article 15 : The person(s) to check and the person(s) to record the ballots during a vote by casting ballots shall be appointed by the chairman. The person(s) checking the ballots shall be a shareholder(s).

The result of voting shall be announced at the Meeting and placed on record.

Article 16 : During the Meeting, the chairman may, at his discretion, set time for intermission.

Article 17 : Except otherwise specified in the Company Law or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. The resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced after solicitation by the chairman.

Article 18 : If there is amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.

Article 19 : The chairman may conduct the disciplinary officers or the security guard to assist in keeping order of the Meeting place. Such disciplinary officers or security guards shall wear badges marked "Disciplinary Officers" for identification purpose.

Article 20 : These Rules and Procedures shall be effective from the date it is approved by the Shareholders' Meeting. The same applies in case of revision.

TRANSCEND INFORMATION INC.  
ARTICLES OF INCORPORATION

**Section I - General Provisions**

Article 1 : The Corporation shall be incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name shall be 創見資訊股份有限公司 in the Chinese language, and Transcend Information, Inc. in the English language.

Article 2 : The scope of business of the Corporation shall be as follows:

1. CC01110 Computers and Computing Peripheral Equipments Manufacturing
2. CC01120 Data Storage Media Manufacturing and Duplicating
3. F113050 Wholesale of Computing and Business Machinery Equipment
4. F118010 Wholesale of Computer Software
5. F119010 Wholesale of Electronic Materials
6. F401010 International Trade
7. I301010 Software Design Services
8. CC01080 Electronic Parts and Components Manufacturing
9. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
10. CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
11. ZZ99999 In addition to licensing business, business law may prohibit or restrict non-business.

Article 3 : The Corporation shall have its head office in Taipei City, Taiwan, Republic of China, and shall be free, upon the resolutions of Board of Directors to set up branch offices in Republic of China and abroad wherever and whenever the Corporation deems it necessary or advisable to carry out any or all of its activities.

Article 4 : The total amount of the Corporation' s reinvestment shall not be subject to the restriction of not more than forty percent of the Corporation' s paid-up capital as provided in the Company Law but shall not be more than the Corporation' s paid-up capital. The Corporation may provide endorsement and guarantee and act as a guarantor. Any matters regarding the reinvestment shall be resolved in accordance with the resolutions of the Board of Directors.

Article 5 : Public announcements of the Corporation shall be made in accordance with the Article 28 of the Company Act.

**Section II - Capital Stock**

Article 6 : The total capital stock of the Corporation shall be in the amount of 5,000,000,000 New Taiwan Dollars, divided into 500,000,000 shares, at ten New Taiwan Dollars each. The Board of directors is authorized to issue the shares in separate installments as required. A total of 25,000,000 shares among the above total capital stock should be reserved for issuing employee stock options. The Board of directors is authorized to issue employee stock options from time to time.

Article 6-1 : If the Corporation issue employee stock options on the exercise price under the market price, it shall be issued after the resolution of the Shareholders' meetings in accordance with relevant rules and regulations of the Republic of China.

Article 6-2 : The Corporation may issue shares without printing share certificate(s), but shares issued shall be registered with a securities depository enterprise.

Article 7 : All stock transaction conducted by shareholders of the Corporation shall follow the "Guidelines for Stock Operations for Public Companies" .

Article 8 : Registration for transfer of shares shall be suspended 60 days immediately before the date of regular meeting of shareholders, and 30 days immediately before the date of any special meeting of shareholders, or within 5 days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.

### **Section III - Shareholders' meetings**

Article 9 : Shareholders' meetings of the Corporation are of two types, namely: (1) regular meetings and (2) special meetings.

Regular meetings shall be convened within 6 months after the close of each fiscal year. special meetings may be convened in accordance with applicable laws and regulations whenever necessary. Written notices shall be sent to all shareholders for the convening of shareholders' meetings, at least 30 days in advance, in case of regular meetings; and at least 15 days in advance, in case of special meetings.

Article 10 : If a shareholder is unable to attend a meeting, he/she may appoint a proxy to attend it by using the proxy form issued by the Company and specifying the scope of proxy. Shareholder attendance by proxy shall be subject to the Company Law and also to the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies issued by the competent authority.

Article 11 : Each share of stock shall be entitled to one vote.

Article 12 : Except as provided in the Company Law of the Republic of China, shareholders' meetings may be held if attended by shareholders more than one half of the total issued and outstanding capital stock of the Corporation, and resolutions shall be adopted at the meeting with the concurrence of a majority of the votes held by shareholders present at the meeting. Pursuant to Article 177-1 of the Company Act, the shareholders may vote via written form or an electronic voting system, and the manner or voting shall be clearly stated in each meeting notice.

### **Section IV - Directors**

Article 13 : The Corporation shall have seven to eleven Directors. The Board of Directors is authorized to determine the number of Directors, to be elected by the shareholders meeting from among candidates with legal capacity. The term of office for Directors shall be 3 years, and all Directors shall be eligible for re-election. Once the term of office is expired and it can't elect directors immediately, directors can extend and continue the performance of their duties until the election of directors to take office. The aggregate shareholding percentages of the entire bodies of directors shall comply with

the regulations prescribed by the securities supervisory authorities. The board of directors is authorized to resolve the rates of directors' remuneration based on the extent of their participation in the Company's business operations or value of their contribution, at a level consistent with general practices in the industry. The company may acquire liability insurance for all directors within their term of office, and the board of directors is authorized to resolve the scope of insurance.

Article 13-1 : To harmonize with Article 14-2 of the Securities and Exchange Act, there shall be at least three independent directors among the Company's directors. A candidate nomination system shall be adopted, and the shareholders meeting shall elect all directors (including independent directors) from among those listed on the slate of director candidates. The relevant regulations of the competent securities authority shall be followed regarding the professional qualifications, shareholding, moonlighting restrictions, nomination and election, and other compliance requirements regarding independent directors.

Article 13-2 : In compliance with Articles 14-4 of the ROC Securities and Exchange Law, the Corporation shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee shall exercise their functions in accordance with the ROC Company Law, Securities and Exchange Law, other relevant regulations and the procedure of corporation.

Article 13-3 : (Deleted)

Article 14 : The board of directors shall consist of the directors of the company, and the chairman of the board of directors shall be elected from among the directors by a majority of directors in attendance at a meeting attended by at least two-thirds of the directors. The chairman of the board of directors shall represent the Company in external matters. The board of director may set up any functional committee.

Article 15 : Board of Directors Meetings shall be convened by the Chairman of the Board of Directors. Except as otherwise provided in the Company Law of the Republic of China, a meeting of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted with the concurrence of the majority of the Directors present at the meeting.

Article 15-1 : Each director shall be given at least 7 days advance notice of the convening of a board of directors meeting of the Corporation. In emergency circumstances, however, a meeting may be convened on shorter notice. The meeting notice referred to in the preceding paragraph shall specify the reasons for convening the meeting, and shall be made in writing, by e-mail, or by facsimile.

Article 16 : The Chairman of the Board of Directors shall preside over all meetings of the Board of Directors. If the Chairman of the Board of Directors is on leave or cannot exercise powers or perform duties for any reason, an acting chairman shall be designated in accordance with Article 208 of the Company Act. Directors shall attend meetings of the board of directors in person. If a director is unavailable to attend a meeting in person, the director may appoint a proxy for the given meeting specifying the scope of the authorized powers to authorize another director to attend the meeting on the director's behalf, provided that a director may represent only one other director at a meeting.

Article 17 : The Board of the Directors is organized by directors, the duties are as follows:

1. To propose concerning appropriation of net profits or covering of losses.
2. To propose increasing or decreasing capital
3. To establish or dissolve branches
4. To approve budget and final reports
5. Other duties in accordance with Company Act or given by the resolution of shareholders' meeting

Article 18 : (Deleted)

Article 19 : (Deleted)

### **Section V - Managerial Officers**

Article 20 : The Company may have managerial officers, whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

### **Section VI - Accounting**

Article 21 : After the close of each fiscal year, the Board of Directors shall prepare 1.Business Report 2. Financial Statements and 3.Proposal Concerning Appropriation of Net Profits or Covering of Losses, and submitted to the regular shareholders' meeting for acceptance:

Article 22 : If the Company has earnings after the annual final accounting, it shall be allocated in the following order:

1. To pay taxes.
2. To cover accumulated losses, if any.
3. To appropriate 10% legal reserve unless the total legal reserve accumulated has already reached the amount of the Company' s authorized capital.
4. To set aside special reserve in accordance with the regulations
5. To reserve certain amount, on the premise that there is no effect on the Company' s normal operations and no violation of regulations, for maintaining stability of dividends.
6. To pay remuneration to directors and supervisors at 0.2% of the balance after withholding the amounts under subparagraphs 1 to 5.
7. To pay bonus to employees at 1% minimum of the balance after withholding the amounts under subparagraphs 1 to 5. (The employees to receive stock bonus may include Transcend' s employees and employees serving with affiliates who meet specific requirements. Such specific requirements shall be prescribed by the board of directors.)
8. For any remainder, the board of directors shall propose allocation ratios and propose them at the shareholders' meeting.

Regarding the special reserve under subparagraphs 4, the Company shall set aside special reserve, equal to the debit

balance which happen at the current year on other equity items (including Unrealized loss on financial instrument, cumulative translation adjustment, and unrecognized pension cost, which can be combined if there are unrealized gain.), from the current earnings after tax and unappropriated retained earnings prior year. If the debit balance is cumulative before, the Company shall set aside special reserve not to distribute it from the unappropriated retained earnings prior year. When debit balance on other equity items is reversed subsequently, the reversed amount could be included in the distributable earnings.

Article 22-1 : The Company distributes dividends taking into consideration the Company's economic environment and growth phases, future demands of funds, long-term financial planning, and the cash flows that the stockholders desire. Cash dividends shall account for at least 5% of the total dividend distributed.

## **Section VII - Supplementary Provisions**

Article 23 : In regard to all matters not provided for in these Articles of Incorporation, the Company Act of the Republic of China shall govern.

Article 24 : These Articles of Incorporation were adopted on August 23, 1989.

The first amendment was made on January 28, 1991.

The second amendment was made on May 25, 1992.

The third amendment was made on September 1, 1992.

The fourth amendment was made on July 30, 1994.

The fifth amendment was made on June 8, 1995.

The sixth amendment was made on July 8, 1997.

The seventh amendment was made on August 15, 1997.

The eighth amendment was made on September 12, 1997.

The ninth amendment was made on June 20, 1998.

The 10th amendment was made on September 15, 1998.

The 11th amendment was made on June 12, 1999.

The 12th amendment was made on April 15, 2000.

The 13th amendment was made on April 9, 2001.

The 14th amendment was made on June 10, 2002.

The 15th amendment was made on June 3, 2003.

The 16th amendment was made on June 11, 2004.

The 17th amendment was made on June 13, 2005.

The 18th amendment was made on June 14, 2006.

The 19th amendment was made on June 11, 2007.

The 20th amendment was made on June 13, 2008.

The 21th amendment was made on June 16, 2009.

The 22th amendment was made on June 17, 2010.

The 23th amendment was made on June 10, 2011.

The 24th amendment was made on January 5, 2012.

The 25th amendment was made on June 13, 2013.

The 26th amendment was made on June 12, 2014.

Transcend Information Inc.

Chairperson: Shu, Chung-Wan

**TRANSCEND INFORMATION INC.  
PROCEDURES FOR ELECTION OF DIRECTOR ( Before amendment )**

- Article 1 : The directors of this Company shall be elected in accordance with the rules specified herein. This Company' s independent directors shall be elected by adopting the candidate nomination system specified in Article 192-1 of the Company Act.
- Article 2 : In the election of directors of this Company, each share shall have voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons. The election of independent directors and non-independent directors shall be held together; provided, however, that the number of independent directors and non-independent directors elected shall be calculated separately.
- Article 3 : The Board of Directors shall prepare ballots equivalent to the number of seats to be elected and note the number of voting rights to distribute to the attended shareholders.
- Article 4 : Before the election, the Chairman shall appoint several persons each to check and record the ballots to carry out related duties.
- Article 5 : In the election of directors of this Company, the ballot box used for voting shall be prepared by Board of Directors and checked in public by the person to check the ballots before voting.
- Article 6 : If the candidate is a shareholder of this Company, voters shall fill in the "candidate" column the candidate's name and shareholder's number. If the candidate is not a shareholder of this Company, voters shall fill in the "candidate" column the candidate's name and the candidate's ID number. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name of their representative shall be filled in the column. When there are several representatives, the name of their representative must be filled in the column, respectively.
- Article 7 : Ballots shall be deemed void under the following conditions:
1. Ballots not prepared in accordance with the rules;
  2. Blank ballots placed in the ballot box;
  3. Illegible writing or altered ballots;
  4. If the candidate is a shareholder of this Company, the name or shareholder's number of the candidate filled in the ballot inconsistent with the shareholders' register. If the candidate is not a shareholder of this Company, the name or ID number of the candidate filled in the ballot is incorrect;
  5. Ballots with other written characters or symbols in addition to candidate's name, shareholder's number (ID number) and the number of votes cast for the candidate;
  6. Ballots not filled in the candidate's name or shareholder's number (ID number);

7. Two or more candidates filled in one ballot.

Article 8 : In the election of directors equal to the number stated in the Article of Incorporation of this Company, candidates who acquire more votes sequentially should win the seats of directors. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present. If the director elected was checked that his/ her personal information is un-conformed or he/ she is not applied for related regulations, the position left vacant by such decision shall be filled by the candidate with the next highest number of votes in the original election.

Article 9 : The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting.

Article 10 : This Company shall issue notifications to the directors elected.

Article 11 : Matters on which these Bylaws are silent shall be handled in accordance with the Articles of Incorporation of the Corporation, the Company Act, and applicable laws and regulations.

Article 12 : These Rules shall be effective from the date it is approved by the Shareholders' Meeting. The same applies in case of revision.

TRANSCEND INFORMATION INC.  
SHAREHOLDINGS OF ALL DIRECTORS

1. Minimum Required Shareholding and Shareholding of all Directors:

<b>Title</b>	<b>Minimum Required Shareholding by all Directors</b>	<b>Current Shareholding (Shares)</b>
Directors	16,000,000	72,182,240

Note 1: The period of Book closure is from April 14, 2015 to June 12, 2015.

Note 2: The Company has three independent directors, and the minimum required shareholding by all Directors except for independent directors is downsized to 80% of the minimum required based on Article 2, paragraph 2 of “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”.

2. Company’s current Directors’ shareholding are as follows on April 14, 2015:

<b>Title</b>	<b>Name</b>	<b>Current Shareholding (Shares)</b>
Chairperson	SHU,CHUNG-WAN	6,723,453
Director	SHU,CHUNG-CHENG	6,072,098
Director	NIE,JEIH-SIE	0
Director	FAN,CHENG-JYU	0
Director	Wan Chuan Investment Inc. Representative : TSENG, CHUNG-HO	29,545,896
Director	Wan Min Investment Inc. Representative : CHUI, LI-CHU	29,711,397
Director	CDIB Private Equity Corp. Representative : YANG,KAI-CHAN	90,933
Director	CHEN,SHIH-HUNG	38,463
Independent Director	CHEN,YI-LIANG	0
Independent Director	CHEN,LO-MIN	0
Independent Director	WANG,YI-HSIN	0
	Total	72,182,240