Comparison Table of Amendments to The Amended and Restated Articles of Association

修訂及重述之章程

		修訂條文對照表	
	Proposed Amendments	Current Provisions	Reason of Amendment
	擬修訂條文	現行條文 Amended and Restated Articles of Association	修正理由
		修訂及重述之章程	
	24-1. Notwithstanding otherwise provided in these Articles, unless otherwise provided by the	(Newly added)	Amendment is made in response to the amendment of Checklist for Protecting Shareholders of Foreign Issuer and the
	Applicable Laws, in case the Company will be dissolved upon the consummation of a merger/consolidation to which the Company	本條新增	requirement of Taipei Exchange. 因應中華民國「財團法人中華民國證券櫃檯買賣中心外國發行人註冊地股東權益保護事項檢查表」修正以及櫃買中心要求而增訂
	is a party or the Company will be delisted from the Taipei Exchange due to the general		本條。
	transfer/assignment of all rights and obligations the Company, the general transfer/assignment of business or assets of the Company, any share swap arrangement or any spin-off to which the Company is a party while the surviving company, the transferee, the acquirer, whether being an existing or a		
	newly incorporated company, is not a listed company (including TWSE/ Taipei Exchange		
	listed company), any transaction aforementioned shall be subject to the approval adopted by the affirmative vote of		
	Members holding at least two-thirds (2/3) of the total issued Shares of the Company.		
	公司上櫃掛牌後,若參與合併後消滅、概括 讓與、股份轉換或分割而致終止上櫃,且存 續、受讓、既存或新設之公司為非上市(櫃)		
	公司者,應經公司已發行股份總數三分之二		
'	以上股東之同意行之。		
	2.If you have a brokerage and a bank account k次填写	^{R及支票處理費合計31元由股末} 號並加蓋印鑑寄回 中國信託代	户號 Shareholder No. Fish Fish
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	※個人資料運用告	后知條款(Notice on the Use of Per	sonal Information)
	法令所定或因執行業務所必須之係 爲準),就直接或間接蒐集之您的	卜處理本書件事項之目的,在本書作 民存期間或依個別契約就資料之保存 個人資料,將以書面、音軌及/或電 機關或協助處理本事項之第三人。係	字所定之保存年限(以孰後居至者 電子等形式處理、利用及/或國際
	補充或更正、停止蒐集、處理、利 您所需金融商品或服務及提前終止 而得不依您的請求爲之。	用及/或國際傳輸或刪除您的個人 上與您之契約及相關服務,中信銀刀	資料,但中信銀可能因此無法提供 亦可能依法或基於風險管理等因素
	matters heron, the safekeeping period business, or safekeeping period as detuse and/or internationally transmit, in the but not limited to disclosure to gover information which has been directly or supplement, correction and deletion conternational transmission of the same	das stipulated by relevant laws and a monstrated in each contract, whichever he form of writing, audio recording and/rnment agencies or a third party assist indirectly collected by CTBC. You may be found from the form of the contract of t	regulations or required for exercising later shall prevail, CTBC will process, or electronic files and others, including sting the said matters, your personal request for inquiry, review, duplicates, ase of collection, process, use and/or

aforementioned request pursuant to relevant laws or factors such as risk management policy

股東服務通知

-.本次股東常會恕不發放紀念品。

No souvenir in this meeting.

二.股東如欲委託代理出席**,請於委託書簽名或蓋章**自民國107年5月 22日~民國107年6月15日止(例假日除外)洽本公司委任之股東受託 代理人中國信託商業銀行代理部(台北市中正區懷寧街70號)辦理。

The shareholder who wants to appoint a proxy to attend the meeting, please seal on the proxy statement and deliver it to the Company's transfer agent Transfer Agency Department of CTBC Bank (No. 70, Huaining St., Taipei City) from May 22, 2018 to June 15, 2018 (holiday excluded).

三.本地區停車不便,請儘量搭乘大眾運輸交通工具。

Please take public transportation for the Bank located in the crowded parking areas.

100-08

6 北市中正區重慶南路1段83號5樓 譜 瑞 科 技 股 份 有 限 公 司股務代理人 中 國 信 託 商 業 銀 行 代 理 部 https://ecorp.ctbcbank.com/cts/index.jsp 客服語音專線:(02)6636-5566(股票代號:4966)

100-08 5th Floor, NO. 83, Sec. 1, Chongqing S. Rd., Taipei, ROC Transfer Agency of Parade Technologies, Ltd. Transfer Agency Department of CTBC Bank Co., Ltd. https://ecorp.ctbcbank.com/cts/index.jsp
TEL No.:+886-2-6636-5566 (Stock code:4966)

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開會通知請速詳閱 親自出席無須寄回

資 已付

(限向郵局窗口交寄)

台北郵局許可證

Shareholder

集保結算所「集保e存摺」電子投票抽大獎 www.stockvote.com.tw

出席通知書 **Attendance Notice** 本股東決定親自出席本公司民 國107年6月21日舉行之股東 常會,請 察照。 Hegist Please be informed that I/We will attend the 2018 Annual General Meeting of Members on June 21, 2018 Page 致 此 譜瑞科技股份有限公司 To Parade Technologies, Ltd. 股東 戸號 親自出席簽章處 Shareholder Signature 理 股東 戸名 Name of

本簽到卡未加蓋中國信託登記章者 譜瑞科技股份有限公司民國107年股東常會無效,股東請勿於此欄蓋章 This column is reserved for reception desk 2018 Annual General Meeting of Members of Parade Technologies, Ltd. 中國信託蓋章處 出席簽到卡 Sealed by CTBC (107)**Attendance Card** 時間:民國107年6月21日上午9時整 Time:June 21, 2018, 9:00 a.m., Taipei Local Time 地點:台北市信義路4段236號7樓 Location: 7F., No.236, Section 4, Xinyi Rd., Xinyi District, Taipei Cil 110, Taiwan 股東戶號: Shareholder No. 持有股數: Shareholding

譜瑞-KY 602 Parade



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委託書填表須知 **INSTRUCTIONS**

一、委託書應依公開發行公司出席股東會使用委託書規則及公司法第一百七十七條規定辦理。

The format and content of proxy shall be prepared and conducted in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Article 177 of the Taiwan Company Act.

二、股東接受他人徵求委託書前,應請徵求人提供徵求委託書之書面及廣告内容資料,或參考公司彙總之徵

求人書面及廣告資料,切實瞭解徵求人與擬支持被選舉人之背景資料及徵求人對股東會各項議案之意

Please make a request for the provision of contents of proxy solicitation letters and printing materials, or reference solicitors' proxy statements and printing materials compiled by the Company before issuing your proxy in order to figure out the backgrounds of both the solicitor and the director candidate and the solicitors' opinions to the items of Meeting accurately.

三、股東應使用本公司印發之委託書用紙,委託書與親自出席通知書均簽名或蓋章者,視爲親自出席;但委託書由股東交付徵求人或受託代理人者視爲委託出席。

Please use the Proxy Statement printed by the Company. In case the Company receives both signed or sealed Proxy Statement and Notice of Attendance from a shareholder, such shareholder will be deemed attending the Meeting in person unless the Proxy Statement is delivered to the solicitor or the

四、委託書應由委託人親自簽名或蓋章,並應由委託人親自填具徵求人或受託代理人姓名。但信託事業或股 務代理機構受委託擔任徵求人,及股務代理機構受委任擔任委託書之受託代理人者,得以當場蓋章方式

The shareholder shall fill out the name of the solicitor or the proxy agent in the Proxy Statement and sign or affix seals on the proxies in person; however, in the situation where a trust enterprise or stock affairs agent acts as the solicitor and a stock affairs agent mandated to act as the proxy agent, seals be

affixed on the proxies in substitution shall be permitted.
五、徵求人或受託代理人應於委託書上簽名或蓋章,並詳填户號、姓名或名稱、身分證字號或統一編號、住址。受託代理人如非股東,請於股東户號欄內填寫身分證字號或統一編號;徵求人如爲信託事業、股務 代理機構,請於股東户號欄內填寫統一編號。

Solicitor or proxy agent shall sign or seal in the Proxy Statement and fill out the number of the shareholder, name, identification number and address. The proxy agent who is not the shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder Number; on the other hand, in the situation where a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder

委託書應於開會五日前送達本公司股務代理人中國信託商業銀行代理部;委託書送達公司後,股東欲親自出席股東會或欲以書面或電子方式行使表決權者,應於股東會開會二日前,以書面向公司爲撤銷委託之通知;逾期撤銷者,以委託代理人出席行使之表決權爲準。

The Proxy Statement shall be deposited at the Company's stock agent, Transfer Agency Department of CTBC Bank, at least five (5) days prior to the Meeting date. In the event that any shareholder who has appointed a proxy to attend a general meeting later intends to attend the meeting in person or to exercise his voting power by way of a written ballot or through electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder fails to revoke his appointment of such proxy before the prescribed time. 本公司委任中國信託商業銀行代理部擔任本次股東會股東之受託代理人。

Signature by the place of solicitation and personne

The Company appoints the Transfer Agency Department of CTBC Bank as proxy agent of 2018 Annual

委 託 書 Proxy Statement			委託人(股果) Proxy by (shareholder)	號No	602 譜 瑞 - K Y Parade
1. 兹奏託	價勝委託書行 為。 Offering cash or non-cash considerat- ion in exchange for proxies is prohibited during proxy solicitation. 二、發現違法取得 及使用委託	股東户號 No. 姓名或名稱 Name 持有股數 Shareholding		. 簽名或蓋章 Sign or Seal	
(1)○承認(2)○反對(3)○棄權 (1)○For (2)○Against(3)○Abstain 2.承認西元2017年度合併財務報表案:	書,可檢附具具體事證向集保結算所檢舉,經查證屬實		微 求 人 Solicitor		簽名或蓋章 Sign or Seal
To adopt the Company's 2017 audited consolidated financial reports. (1) 承認(2) 反射(3) 承權 (1) For (2) Against(3) Abstain 3. 承認而无2017年度盈餘分參案: To approve the 2017 profit distribution plan. (1) 承認(2) 反射(3) 承權 (1) For (2) Against(3) Abstain 4. 核准每行而无2018年限制員工權利新股計畫案: To approve 2018 Employee Restricted Stock Awards Plan. (1) 赞成(2) 反射(3) 《泰權 (1) For (2) Against(3) Abstain 5. 核准修行本公司章程、《朱·策贝以特别法議通過): To approve the amendment of the Company's Amended and Restated Articles of Association(need to pass as special resolution). (1) 赞成(2) 反身(3) 《泰權 (1) For (2) Against(3) Abstain	者。是高給子 檢學 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一	户號 No. 姓名或名稱 Name			
 6.臨時動議。 Questions and Motions. 2.本股東未於前項□內勾選授權範圍或同時勾選者,視為全權委託,但 服務代理機構擔任受託代理人者,不得接受全權委託,代理人應依前 	when discovering		受託代理人 Proxy Agent		簽名或蓋章 Sign or Seal
成務代程機構線性安託代生人者",不得接受全權妥此,代理人憑依申 項(2)之後權內客行後與東賴利。 If neither authorization scope box is ticked in the former item, it will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent mandated to act as the proxy agent, no authorization granted in full scope shall be permitted. The proxy agent shall vote and act on behalf the Member pursuant to authorization methods of exercise described as item 1.(2). 3.未股東代里人得對會議驗事率宣全機處理之。 The proxy agent may have the authorization to act on the Member's behalf for extemporary motions during the Meeting. 4.請將出席證(政出席祭到卡)等文代理人救救,如因政政期曾,本委 此言仍屬有效(限此一會期)。 Please deliver the Attendance Card to proxy agent. This Proxy Card will remain effective at any adjournment or postponement of the Meeting.	suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NTD 50,000.	户 號 No. 姓名或名稱Name 或統一編號IDNo.			
譜端科技股份有限公司 梭權印期 年 月 日 To Parade Technologies, Ltd. Date of Authorization:	Report phone number: +886 2 25473733	住址Address			

	scope described below: □(1)代理本股東就會議事項行使股東權利。(全權委託) With full authorization to vote and act on my behalf at the Meeting and may also have the authorization to act for extemporary motions during the Meeting. (Authorization granted in full scope) □(2)代理本股東就下列各項議業行使本股東所委託表示之權利與意見,下列議業未均選者,視爲對各該議業表示承認或費威。 With authorization to vote and act on my behalf at the Meeting pursuant to authorization methods of exercise described below: (If neither box is ticked, it will be deemed as "vote-for".) 1.承認西元2017年度營業報告書業: To ratify the 2017 business report. (1)○承認(2)○及對(3)○表權	exchange for proxies is prohibited during proxy solicitation. 一、發現違法取得及使用委託書,可檢附具	姓名或名稱 Name 持有股數 Shareholding		卧 Sign or Seal	
	(1) For (2) Against(3) Abstain	體事證向集保 結算所檢舉,		徴 求 人 Solicitor		簽名或蓋章 Sign or Soal
Proxy Page	2.承越西元2017年度合併財務報表案: To adopt the Company's 2017 audited consolidated financial reports. (1)○承被(2)○反射(3)○录權 (1)○For (2)○人與aginst(3)○Abstain 3.承越西元2017年度盈餘分泌案: To approve the 2017 profit distribution plan. (1)○承收(2)○反射(3)○录權 (1)○For (2)○Against(3)○Abstain 4.被准發行西元2018年限制資工權利新股計畫案: To approve 2018 Employee Restricted Stock Awards Plan. (1)○For (2)○Against(3)○Abstain 5.被准修行本公司录程载(本案项以特別法城通過): To approve the amendment of the Company's Amended and Restated Afticles of Association(need to pass as special resolution). (1)○For (2)○Against(3)○条键 (1)○For (2)○Against(3)○Abstain 6.临时分减。	經查 證屬 實 實 書 語 屬 音 表	户號 No. 姓名或名稱 Name	Solicitor		Sign or Seal
	Questions and Motions. 2.本股東未於前項□內勾選授權範圍或同時勾選者,視爲全權委託,但	when discovering		受託代理人 Proxy Agent		簽名或蓋章 Sign or Seal
	服務代理機構接任受託代理人者,不得接受全權委託,代理人應條前 項(2)之程權內容行使股東權利。 If neither authorization scope box is ticked in the former item, it will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent mandated to act as the proxy agent, no authorization granted in full scope shall be permitted. The proxy agent shall vote and act on behalf the Member pursuant to authorization methods of exercise described as item 1.(2). 3.本版東代理人得對會議臨時事宜全權處理之。 The proxy agent may have the authorization to act on the Member's behalf for extemporary motions during the Meeting. 4.請將出席還伐出席祭列十)等空代理人成款,如因故戏期間會,本委 法省份屬有效(限址一會期)。 Please deliver the Attendance Card to proxy agent. This Proxy Card will remain effective at any adjournment or postponement of the Meeting.	suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the	户 號 No. 姓名或名稱Name 或統一編號IDNo. 片			
	譜瑞科技股份有限公司 授權日期 年 月 日 To Parade Technologies, Ltd. Date of Authorization:	phone number: +886 2 25473733	住址Address			
\neg	绺求場所及人員簽章處 :					

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	用 曾 班 和	
	、茲可於民國107年6月21日上午9時整假台北市信義路4段236號7樓舉行本公司民國107年股東常會(受理股東報到時間:上午8:30起,報到處地點同開會地點),會議召集事由:(一)報告事項:1.西元2017年度營業報告。2.審計委員會西元2017年查核報告。3.西元2018年第1次庫藏股計畫及買回情形報告。4.西元2017年度員工酬勞及董事酬勞分派情形報告。(二)承認事項:1.承認西元2017年度營業報告書案。2.承認西元2017年度合併財務報表案。3.承認西元2017年度盈餘分派案。(三)討論事項:1.核准發行西元2018年限制員工權利新股計畫案。2.核准修訂本公司章程案(本案須以特別決議通過)。(四)臨時動議。2018 Annual General Meeting of Members ("AGM") will be held on June 21, 2018 at 9:00 a.m. Taipei Local Time at 7F., No. 236, Section 4, Xinyi Rd., Xinyi District, Taipei City 110, Taiwan. (Shareholder registration: 8:30 a.m., and the location is the same as the above.) Meeting Agenda of 2018 AGM: I.Report Items:	
	In To report the 2017 business. 2. To report the 2017 review report by the Audit Committee. 3. To report the mplementation of the 2018 Share Repurchase and Incentive Plan. 4. To report the allocation of 2017 employees' cash bonuses and the Directors' remuneration. II. Proposals: 1. To ratify the 2017 business report. 2. To adopt the Company's 2017 audited consolidated financial reports. 3. To approve the 2017 profit distribution plan. III. Discussions: 1. To approve 2018 Employee Restricted Stock Awards Plan. 2. To approve the amendment of the Company's Amended and Restated Articles of Association(need to pass as special resolution). IV.Questions and Motions.	
	、本公司盈餘分派議案,業種董事會擬訂,其主要内容如下:現金股利每股配發新台幣12.32元,總計新台幣965,599,330元。 The profit distribution plan is proposed by the Board of Directors as following: Total cash dividends of NT\$965,599,330 (NT\$12.32 per share). 接行西元2018年限制員工權利新股計畫案主要内容: (一)發行總額:共計600,000股,每股面額新台幣10元,共計新台幣6,000仟元。 (二)發行價格:每股無價發行。	
	(三)發行條件: (1)非經營團隊之員工: (a)原非經營團隊之員工: (c)原非經營團隊員工: 依本辦法所投予之員工權利新股, 被投與對象屬非經營團隊之員工中非屬新聘非經營團隊員工(定義如下)者,於授予日起四年間每年平均既得25%。於授予日起持續在本公司任職屆滿各週年時之員工, 可分批既得25%。(b)新聘非經營團隊員工: 依本辦法所投予之員工權利新股,被投與對象屬非經營團隊之員工且到職日晚於美國日光節約時間2018年7月31日董事會之會議日者(簡稱「新聘非經營團隊員工: 依本辦法所投予之員工權利新股,被投與對象屬經營團隊之員工上到戰日晚於美國日光節約時間2018年7月31日董事會之會議日者(簡稱「新聘非經營團隊員工」),於投與董事會日起四年間每年平均既得25%。於投與董事會日起持續在本公司任職屆滿各週年時之員工, 可分批既得25%。(2)屬經營團隊之員工: (a)原經營團隊員工: 依本辦法所投予之員工權利新股,被投與對象屬經營團隊之員工中非屬新聘經營團隊員工(定義如下)者,於2018年5月1日起四年間每年平均既得25%。於2018年5月1日起持續在本公司任職屆滿各週年即2019年至2022年各年度之4月30日)之減等員工 可分批既得25%。(b)新聘經營團隊員工: 本辦法所投予之員工權利新股,被投與對象屬經營團隊之員工且到職日晚於2018年5月1日者(簡稱「新聘經營團隊員工)者,於投與董事會日起四年間每年平均既得25%。於投與董事會日起中國第日之與大學學學學學學學學學學學學學學學學學學學學學學學學學學學學學學學學學學學學	
	獲配之數量,將依相關法令於參酌服務年資、職等、工作績效、整體貢獻、特殊功績或其它管理上需參考之條件與公司營運需求與發展策略等因素,由董事長提業後提報董事會同意。如被授予員工亦爲本公司之董事或經理人,由董事長提業經薪酬委員會覆核後提報董事會同意。 (五)辦理本次限制員工權利新股之必要理由:本公司爲吸引及留任本公司所需人才,並激勵員工及提升員工向心力,以期共同創造公司及股東之利益。 (六)可能費用化之金額、對公司每股盈餘稀釋情形及其他對股東權益影響: 1.概估4年可能費用化之金額爲新台幣330,000,000元。2.每股盈餘稀釋情形約新台	
	幣0.177元,本次預計發行股數佔公司已發行股份總數(截至西元2018年1月底為78,446,362股)比率約為0.77%。 (七)員工獲配或認購新股後未達既得條件前受限制之權利: 1.員工不得將該限制員工權利新股出售、轉讓、贈與他人、設定他項權利或負擔,或為其他方式之處分。2.本公司股東會之提案、發言、表決權及其他有關股東權益事項皆委託信託或保管機構(以孰適用者為準)代為行使之。3.各批之尚未既得之限制員工權利新股因任何原因所衍生之配股(含盈餘轉增資股利及公轉轉增)及配息(含现金股利及以致愈配發公積),以及該部分之配股與配息兩所之配股及利息,與該批之尚未既得之限制員工權利新股,受相同之限制(包括但不限於轉讓以及既得條件計算)(以下合稱「限制配股及配息」)。為免疑義,本辦法中所稱之未既得之限制員工權利新股,均含同受限制而尚未既得之限制配股及配息。4.限制員工權利新股之其他權利義務與本公司已發行之普通股相同。 (八)其他重要約定事項(含股票信託保管等):本公司發行之限制員工權利新股,被投予員工屬中華民國籍者,員工應於被投予後立即交付本公司指定之信託機構以為信託保管,且除本辦法另有規定者外,於既得條件成就前,應持續交付信託保管。未達既得條件前因持有限制員工權利新股而得之各限制配股及配息亦需一份交付信託保管。被授予員工屬其他國籍者,則以委任保管銀行方法保管。	
	The 2018 Employee Restricted Stock Awards Plan (the "2018 RSA Plan"): I.Expected total number of the RSA issuance: 600,000 shares, with par value NT\$10 per share, total amount is NT\$6,000,000.	
	III.sue price: Each RSA will be issued without consideration. III.Regulations for setting the terms and conditions of restricted stocks for employees: (1) Vesting conditions: (i) Non-management employees: (a) existing non-management employees: The RSAs granted to non-management employees who are not the new hired non-management employees (defined below) will be vested at the equal rate of 25% per year over four (4) years from the date the RSAs are granted. Each 25% will be vested on the anniversary of the date of RSAs are granted to the grantee non-management employee provided that such employee continuously serves the Company to each corresponding anniversary. (b) new hired non-management employees: The RSAs granted to non-management employees whose on-board date is later than the date of the	
	board meeting held on US Daylight Saving Time July 31, 2018 (the "new hired non-management employee") will be vested at the equal rate of 25% per year over four (4) years from the board grant date. Each 25% will be vested on the anniversary of such board grant date to the grantee new hired non-management employee provided that such employee continuously serves the Company to each corresponding anniversary. (ii) Management employees: (a) existing management employees: The RSAs granted to management employees who are not the new hired management employees (defined below) will be vested at the equal rate of 25% per year over four (4) years from May 1, 2018. Each 25% will be vested on the anniversary of May 1, 2018 (i.e. April 30 of each year of 2019 to 2022) to the grantee management employee provide that such employee continuously serves the Company to each corresponding anniversary. (b) new hired management employees: The RSAs granted to management employees whose on-board date is later than May 1, 2018 (the "new hired management employee") will be vested at the equal rate of 25% per year over four (4) years from the board grant date. Each 25% will be vested on the anniversary of such board grant date to the grantee management employee provided that such employee continuously serves the Company to each corresponding anniversary. The chairman shall propose and submit the respective list of non-management employee and management employees to the board of directors of the Company for the approval and, in the case of any employee who serves as director and/or officer, to the compensation committee of the Company for review and recommendation and then to the board of directors of the Company for final approval. (2) Effect in the event of any non-satisfaction of vesting conditions, early termination of the employment, or inheritance, etc.: If the vesting conditions are not fully satisfied, or in the event the employee's employment is terminated or inheritance occurs etc., all the rights attached to the unvested RSAs w	
	IV.Qualifications and conditions for employees and the numbers of shares distributable or subscribable: The eligible employees are limited to the employees of the Company or of the subsidiary wholly owned by the Company who serve as the full-time employees before the RSA are granted. The Chairman shall propose and submit the list of grantee employees and the number of RSAs to be granted to the board of directors of the Company for the approval, in the case of granting the RSA to an employee who serves as directors and/or officers, to the compensation committee of the Company for review and recommendation and then to the board of directors of the Company for final approval. The actual employees and the number of RSA to be granted will be decided according to relevant laws and regulations and within the limitation of amount thereof, considering seniority, job level, work performance, overall contribution, special achievement, and other factors necessary for management, etc., and considering the Company's operational needs and development strategy. V.The reason why it is necessary to issue restricted stocks for employees: To attract and retain professional personnel needed by the Company, to motivate	
	employees and enhance their centripetal force so as to jointly create the Company's and shareholders' interests. VI.Calculated expense amount and the dilution of the company's earnings per share and other factors affecting shareholders' equity: (1) Approximately NT\$330,000,000 over four years. (2) The dilution effect on the Company's earnings per share and any other impact on shareholders' equity: the dilution effect on the Company's earnings per share is approximately NT\$0.177. The total numbers to be issued under this plan is approximately 0.77% of the Company's total	
	issued and outstanding shares of 78,446,362 (as of January 31, 2018). VII.Employee's restricted rights before reaching the vesting conditions: (1) The grantee employee shall not sell, transfer, make gift of, create other rights or encumbrances on the RSAs, or otherwise dispose of the RSAs in any other manner. (2) All the proposal rights, motion rights, speech rights, voting rights and any other shareholder rights shall be exercised by the trustee or the custodian (as applicable). (3) The restrictions (including but not limited to transfer restrictions and vesting conditions) applicable to any and all unvested RSAs (and any share derived from such RSAs for whatever reason, including share dividend, retained earning capitalization, recapitalization, reserve capitalization and any cash distributed based on such RSAs for whatever reason, including cash dividend and distribution of capital reserve in the form of cash) shall equally apply to any share derived, directly or indirectly, from and cash distributed	
	based on such unvested RSAs for whatever reason, including share dividend, retained earning capitalization, recapitalization, reserve capitalization, cash dividend and distribution of capital reserve in the form of cash, and any interests (collectively, the "Restricted Share and Cash Distribution"). For the avoidance of doubt, for the purpose of this Plan, the unvested RSAs shall include all the corresponding Restricted Share and Cash Distribution, which are subject to the same restrictions and thus unvested. (4) The other rights and obligations of the RSAs shall be the same as the issued and outstanding ordinary shares of the Company.	
	/III.Other important stipulations: In the case that the grantee employee is an ROC citizen, such employee shall, immediately after the Company issues the RSAs to such employee, trust such RSAs to the trustee designated by the Company in accordance with the Company's instruction and, unless otherwise provided hereunder, shall be continuously trusted till the full satisfaction of the vesting conditions. Any and all the Restricted Share and Cash Distribution derived from the unvested RSAs shall also be put in the trust. In the case that the grantee employee is non-ROC citizen, such employee shall put the RSA with a custodian bank for custody. ** 核准修訂本公司章程案之主要内容:請參閱附件。	
Ĺ	The content of approval the amendment of the Company's Amended and Restated Articles of Association: Please see the attachment. · 檢奉出席通知書及委託書各一份, 實股東如決定親自出席者,請於「出席通知書」上簽名或蓋章後(無須寄回),於開會當日攜往會場報到出席;如委託代理人出席時,請於「委託書」上簽名或蓋章,並親填受託代理人姓名及地址後,於開會五日前送達本公司股務代理人中國信託商業銀行代理部,以憑等發出席簽到卡予受託代理人。	
	Enclosed please find the "Notice of Attendance" and "Proxy Page", please sign or seal in the "Notice of Attendance" while you want to attend the meeting in person. Shareholder may sign or seal in the "Proxy Statement" to appoint a proxy in writing to attend the meeting on his or her behalf by executing a power of attorney. Please send out such written "Proxy Statement" to the Company's stock agency the Transfer Agency Department of CTBC Bank no later than fifth (5)th day prior to the meeting date for processing the "Attendance Card" to the proxy recipient. **varake*** *** *** *** *** *** *** *** *** **	
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To A Type 中国 (Annual Control of the Medical Control of Taiwan Depositary and Clearing Corporation will be available at https://www.stockvote.com.tw beginning from May 22, 2018 to June 18, 2018. Please log in and vote in accordance with the instructions.

本次股東會委託書之統計驗證機構爲「中國信託商業銀行代理邨」。 The proxies shall be tallied and verified by the Transfer Agency Department of CTBC Bank.

九、敬請 察照辦理爲荷。 Please execute as above-mentioned.

