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中信銀基於為您於中華民國境內外處理本書件事項之目的，在本書件事項之目的存續期間、或依相關法令所定或因執行業務所必須之保存期間或依個別契約就資料之保存所定之保存年限（以孰後屆至者為準），就直接或間接蒐集之您的個人資料，將以書面、音軌及/或電子等形式處理、利用及/或國際傳輸，包括但不限於揭露予公務機關或協助處理本事項之第三人。您得要求查詢、閱覽、製給複本、補充或更正、停止蒐集、處理、利用及/或國際傳輸或刪除您的個人資料，但中信銀可能因此無法提供您所需金融商品或服務及提前終止與您之契約及相關服務，中信銀亦可能依法或基於風險管理等因素而得不依您的請求為之。

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※ **本次股東常會** ※
※ **恕不發放紀念品** ※
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※ **No souvenir in this meeting** ※
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100-08
台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服務代理人
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)



開會通知請速詳閱
親自出席無須寄回

(限向郵局窗口交寄)



第 1 聯 (First copy)

股東 台啓
Shareholder

Second copy: Application for Cash Dividend Remittance

1.If you have a brokerage and a bank account in Taiwan and agree to use the existing banking account registered with the Share Registrar, cash dividend will be remitted to your existing account. There will a NT\$10 processing fee which will be deducted from your dividend payment.
2.If you have a brokerage and a bank account in Taiwan and prefer to receive a check, it will be mailed out to you as a registered mail on the day of Dividend Payment Date. A mailing & handling fee of NT\$29 will be deducted from the dividend payment. Please note that checks can only be mailed to addresses in Taiwan.
3.If you have a brokerage and a bank account in Taiwan and prefer a different account for this particular dividend payment or make change permanently, please inform CTBC Bank of your new bank account information affixed with your personal stamp/seal on the form attached, before the 2017 Annual General Meeting of Members.

戶名 Name of shareholder	統一編號 ID No.	戶號 Shareholder No.	602
說明事項 一、採用匯款者(限本人帳號)，匯款處理費10元由股東股利扣除，欲變更或新增記賬帳號者，請於右下方欄位由左方依次填寫後寄回。 二、未採用匯款及無匯款帳號者將於現金股利發放日以掛號郵寄支票寄發。(其中掛號郵費及處理費合計29元由股東自行負擔)	原登記匯款帳號 Existing banking account registered	譜瑞-KY Parade	
現金股利不同意匯入原登記匯款帳號者請於106年股東常會前填妥新銀行帳號並加蓋印鑑寄回中國信託代理部更正，同意依原登記帳號匯款者免寄回。			
銀行名稱 Bank Name	銀行代號 Bank Code	銀行存款帳號(分行別、科目、帳號、檢查號碼) Bank Account	
郵局	存簿(H)	700	局號
			帳號

第二聯：現金股利匯撥申請書

第三聯：貴股東如親自出席請於此聯簽章後親至股東會會場辦理出席Registration Page

106 出席通知書 Attendance Notice

本股東決定親自出席本公司民國106年6月15日舉行之股東常會，請 察照。

Please be informed that I/We will attend the 2017 Annual General Meeting of Members on June 15, 2017

此 致

譜瑞科技股份有限公司
To Parade Technologies, Ltd.

股東：
戶號

Shareholder No.

股東：
戶名

Name of Shareholder

親自出席簽章處
Shareholder Signature

本簽到卡未加蓋中國信託登記章者無效，股東請勿於此欄蓋章

This column is reserved for reception desk
中國信託蓋章處
Sealed by CTBC

譜瑞科技股份有限公司民國106年股東常會
2017 Annual General Meeting of Members of Parade Technologies, Ltd.

106 出席簽到卡 Attendance Card

時間：民國106年6月15日上午9時整
Time : June 15, 2017, 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 City 110, Taiwan.

股東戶號：
Shareholder No.
持有股數：
Shareholding

委託書填表須知 INSTRUCTIONS

開會通知書

- 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一七七條規定辦理。
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內容資料，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見。
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，視為親自出席；但委託書由股東交付徵求人或受託代理人者視為委託出席。
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。但信託事業或服務代理機構受委託擔任徵求人，及服務代理機構受委託擔任委託書之受託代理人者，得以當場蓋章方式代替之。
五、徵求人或受託代理人應於委託書上簽名或蓋章，並詳填戶號、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，請於股東戶號欄內填寫身分證字號或統一編號；徵求人如為信託事業、服務代理機構，請於股東戶號欄內填寫統一編號。
六、委託書應於開會五日前送達本公司服務代理人中國信託商業銀行代理部；委託書送達服務代理人後，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，以書面向服務代理人為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。
七、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。

- Notice for the Convention of 2017 Annual General Meeting of Members of Parade Technologies, Ltd.
一、茲訂於民國106年6月15日上午9時假台北市信義路4段236號7樓舉行本公司民國106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2016年度營業報告。2.審計委員會西元2016年查核報告。3.西元2017年第1次庫藏股計畫及買回情形報告。4.西元2016年度員工酬勞及董事酬勞分配情形報告。(二)承認事項:1.承認西元2016年度營業報告書案。2.承認西元2016年度合併財務報表案。3.承認西元2016年度盈餘分配案。(三)討論事項:1.核准發行西元2017年限制員工權利新股計畫案。2.核准修訂本公司取得或處分資產處理程序案。3.核准修訂本公司章程案。(四)臨時動議。
2017 Annual General Meeting of Members ("AGM") will be held on June 15, 2017 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 2017 AGM: I. Report Items: 1.To report the 2016 business. 2.To report the 2016 review report by the Audit Committee. 3.To report the implementation of the 2017 Share Repurchase and Incentive Plan.4.To report the allocation of 2016 employees' cash bonuses and the Directors' remuneration. II.Proposals: 1.To ratify the 2016 business report. 2.To adopt the Company's 2016 audited consolidated financial reports. 3.To approve the 2016 profit distribution plan. III. Discussions: 1.To approve 2017 Employee Restricted Stock Awards Plan. 2.To approve the amendment of the Procedures for Acquisition or Disposal of Assets. 3.To approve the amendment of the Company's Amended and Restated Articles of Association. IV.Questions and Motions.
二、本公司盈餘分配議案，業經董事會擬訂，其主要內容如下：現金股利每股配發新台幣9元，總計新台幣695,743,965元。
The profit distribution plan is proposed by the Board of Directors as following: Total cash dividends of NT\$695,743,965(NT\$9 per share).
三、發行西元2017年限制員工權利新股計畫案主要內容：
(一)發行總額：共計1,000,000股，每股面額新台幣10元，共計新台幣10,000千元。
(二)發行條件：1.既得條件：(1)非經營團隊之員工：依本辦法所授子之員工權利新股，被授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，於授子日起四年間每年平均既得25%。於授子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：依本辦法所授子之員工權利新股，被授與對象屬非經營團隊之員工且到職日晚於2017年7月份董事會之會議日者(簡稱「新聘非經營團隊員工」)，於到職日起四年間每年平均既得25%。於到職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：依本辦法所授子之員工權利新股，被授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2017年5月1日起四年間每年平均既得25%。於2017年5月1日起持續在本公司任職屆滿各週年(即2018年至2021年各年度之4月30日)之該等員工，可分批既得25%。(b)新聘經營團隊員工：本辦法所授子之員工權利新股，被授與對象屬經營團隊之員工且到職日晚於2017年5月1日者(簡稱「新聘經營團隊員工」)者，於到職日起四年間每年平均既得25%。於到職日起持續在本公司任職屆滿各週年時之該等員工，可分批既得25%。經營團隊員工與否之認定，由董事長提案後提報董事會同意。如亦為本公司之董事或經理人，由董事長提案經薪酬委員會覆核後提報董事會同意。2.被授子員工未符既得條件、離職或發生繼承等情事時之處理方式：被授子之限制員工權利新股既有既得條件未成就者，或因故離職或發生繼承等情事時，其未既得之限制員工權利新股於被授與員工離職或發生繼承之日起喪失一切權利，由本公司全數無償收回，並予以註銷。3.股份種類：本公司普通股。
(三)員工之資格條件：以限制員工權利新股授子日前已到職之本公司或本公司之全資子公司之全職正式員工為限。
(四)辦理本限制員工權利新股之必要理由：本公司為吸引及留住本公司所需人才，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。
(五)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為新台幣325,000,000元。2.每股盈餘稀釋情形約新台幣0.230元，本次預計發行股數佔公司已發行股份總數(截至西元2017年1月底為77,308,284股)比率約為1.29%。
(六)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積轉增資)及股息(含現金股利及以現金配發公積)以及該部分之配股與股息再衍生之配股及利息，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「限制配股及股息」)。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股息。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。
(七)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，被授子員工屬中華民國籍者，員工應於被授子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股息亦需一併交付信託保管。被授子員工為其他國籍者，則以委任保管銀行方式保管之。

委託書 Proxy Statement form with fields for shareholder information, signature, and company details. Includes sections for '委託人(股東)', '徵求人 Solicitor', and '受託代理人 Proxy Agent'.

III. Qualification requirements for employees that can grant or subscribe restricted stocks: 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.
IV. 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.
V. Calculated expense amount and the dilution of the company's earnings per share and other factors affecting shareholder's equity: (1) Approximately NT\$325,000,000 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 total issued and outstanding shares of 77,308,284 (as of January 31, 2017).
VI. 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.
VII. 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.
四、檢齊出席通知書及委託書各一份，貴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服務代理人中國信託商業銀行代理部，以憑寄發出席簽到卡予受託代理人。
五、如有股東徵求委託書，本公司將於民國106年5月15日製作徵求人徵求資料彙總表冊揭露於證基會網站，股東如欲查詢，可直接鍵入(http://free.sfi.org.tw)至「委託書公告相關資料免費查詢系統」，點選「查詢委託書公告開會資料由此進入」後，輸入查詢條件即可。
The company will compile a summary statement of the relevant information solicited by shareholders through solicitation for the proxy and disclose the content in the website of Securities & Futures Institute(SFI) on May 15, 2017. Shareholders can link with SFI's web address (http://free.sfi.org.tw) of relevant information.
六、本次股東會委託書之統計驗證機構為「中國信託商業銀行代理部」。
The proxies shall be tallied and verified by the Transfer Agency Department of CTBC Bank.
七、敬請 察照辦理為荷。
Please execute as above-mentioned.
此致 貴股東
To Shareholder

徵求場所及人員簽章處：
Signature by the place of solicitation and personnel.