



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177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。  
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。  
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 proxy agent.
- 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任擔任委託書之受託代理人者，得以當場蓋章方式代之。  
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。  
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 Number.
- 六、委託書應於開會5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2日前，以書面向公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。  
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.

開會通知書

- Notice for the Convention of 2016 Annual General Meeting of Members of Parade Technologies, Ltd.
- 一、茲訂於民國105年6月21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105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)討論事項:1.核准修訂本公司章程案。(二)報告事項:1.西元2015年度營業報告。2.審計委員會西元2015年度查核報告。3.西元2015年第2次庫藏股計畫及買回情形報告。4.西元2015年度員工酬勞及董事酬勞分派情形報告。(三)承認事項:1.承認西元2015年度營業報告書案。2.承認西元2015年度合併財務報表案。3.承認西元2015年度盈餘分派案。(四)討論事項:2.核准發行西元2016年限制員工權利新股計畫案。(五)選舉事項:改選董事案(含獨立董事)。(六)臨時動議。
- 2016 Annual General Meeting of Members ("AGM") will be held on June 21, 2016 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 2016 AGM: I. Discussions: 1. To approve the amendment of the Company's Amended and Restated Articles of Association. II. Report Items: 1. To report the 2015 business. 2. To report the 2015 review report by the Audit Committee. 3. To report the implementation of the 2015-2 Share Repurchase and Incentive Plan. 4. To report the allocation of 2015 employees' cash bonuses and the Directors' remuneration. III. Proposals: 1. To ratify the 2015 business report. 2. To adopt the Company's 2015 audited consolidated financial reports. 3. To approve the 2015 profit distribution plan. IV. Discussions: 2. To approve 2016 Employee Restricted Stock Awards Plan. V. Election Items: To re-elect the Directors (Independent Directors inclusive) of the Company's Board of Directors. VI. Questions and Motions.
- 二、本公司盈餘分派議案，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5.02元，總計新台幣381,896,776元。The profit distribution plan is proposed by the Board of Directors as following: Total cash dividends of NT\$381,896,776 (NT\$5.02 per share).
- 三、發行西元2016年限制員工權利新股計畫案主要內容：  
(一)發行總額：共計1,150,000股，每股面額新台幣10元，共計新台幣11,500仟元。  
(二)發行條件：1.既得條件：(1)所授予之員工權利新股，被授與對象屬非經營團隊之員工者，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%。(2)所授予之員工權利新股，被授與對象屬經營團隊之員工者，於2016年5月1日起四年間每年平均既得25%。於2016年5月1日起持續在本公司任職屆滿各週年(即2017年至2020年各年度之4月30日)之該等員工，可分批既得25%。2.被授與員工未符既得條件、離職或發生繼承等情事時之處理方式：被授與之限制員工權利新股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予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)辦理本次限制員工權利新股之必要理由：本公司為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。  
(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353,050,000元。2. 每股盈餘稀釋情形約新台幣0.237元，本次預計發行股數佔公司已發行股份總數(截至西元2016年1月底為76,081,212股)比率約為1.51%。  
(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。  
(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，被授與員工屬中華民國籍者，員工應於被授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併交付信託保管。被授與員工為其他國籍者，則以委任保管銀行方式保管之。
- The 2016 Employee Restricted Stock Awards Plan (the "2016 RSA Plan"):  
I. Expected total number of the RSA issuance: 1,150,000 shares, with par value NT\$10 per share, total amount is NT\$11,500,000.  
II. Regulations for setting the terms and conditions of restricted stocks for employees: (1) Vesting conditions: The RSAs will be vested at the equal rate of 25% per year over four (4) years from (x) the date the RSAs are granted, in the case of non-management employee, or (y) from May 1, 2016, in the case of management employee; each 25% will be vested on the anniversary of (x) the date the RSAs are granted to the grantee employee, in the case of non-management employee, or (y) May 1, 2016 (i.e. April 30 of each year of 2017 to 2020), in the case of management employee; provide that such employee continuously serves the Company to each corresponding anniversary. (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 will be forfeited on the date when the termination of employment or inheritance takes effect, and the Company may redeem such RSAs at no consideration, and then shall cancel such RSAs. (3) The class of shares to be issued: the Company's ordinary share.  
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\$353,050,000 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\$0.237. The total numbers to be issued under this plan is approximately 1.51% of the Company's total issued and outstanding shares of 76,081,212 (as of January 31, 2016).  
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).  
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、檢奉出席通知書及委託書各1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5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。  
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.
- ※五、如有股東徵求委託書，本公司將於民國105年5月20日製作徵求人徵求資料彙總表揭露於證基會網站，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 20, 2016. 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

譜瑞科技股份有限公司 董事會 敬啟  
Parade Technologies, Ltd.



委託書 Proxy Statement		委託人(股東) Proxy by (shareholder)	編號 No. 602	F-譜瑞 Parade		
<p>1. 茲委託 (須由委託人親自填寫，不得以蓋章方式代替) 為本股東代理人，出席本公司民國105年6月21日舉行之股東常會，代理人並依下列授權行使股東權利： I hereby appoint (please fill out) as my proxy agent, with authorization to vote and act on my behalf at the 2016 Annual General Meeting of the Members of Parade Technologies, Ltd. on June 21, 2016 pursuant to authorization scope described below:</p> <p>□(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)</p> <p>□(2) 代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案未勾選者，視為對各該議案表示承認或贊成。 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".)</p> <p>1. 核准修訂本公司章程案： To approve the amendment of the Company's Amended and Restated Articles of Association. (1) <input type="checkbox"/>贊成(2) <input type="checkbox"/>反對(3) <input type="checkbox"/>棄權 (1) <input type="checkbox"/>For (2) <input type="checkbox"/>Against (3) <input type="checkbox"/>Abstain</p> <p>2. 承認西元2015年度營業報告書案： To ratify the 2015 business report. (1) <input type="checkbox"/>承認(2) <input type="checkbox"/>反對(3) <input type="checkbox"/>棄權 (1) <input type="checkbox"/>For (2) <input type="checkbox"/>Against (3) <input type="checkbox"/>Abstain</p> <p>3. 承認西元2015年度合併財務報表案： To adopt the Company's 2015 audited consolidated financial report. (1) <input type="checkbox"/>承認(2) <input type="checkbox"/>反對(3) <input type="checkbox"/>棄權 (1) <input type="checkbox"/>For (2) <input type="checkbox"/>Against (3) <input type="checkbox"/>Abstain</p> <p>4. 承認西元2015年度盈餘分派案： To approve the 2015 profit distribution plan. (1) <input type="checkbox"/>承認(2) <input type="checkbox"/>反對(3) <input type="checkbox"/>棄權 (1) <input type="checkbox"/>For (2) <input type="checkbox"/>Against (3) <input type="checkbox"/>Abstain</p> <p>5. 核准發行西元2016年限制員工權利新股計畫案： To approve 2016 Employee Restricted Stock Awards Plan. (1) <input type="checkbox"/>贊成(2) <input type="checkbox"/>反對(3) <input type="checkbox"/>棄權 (1) <input type="checkbox"/>For (2) <input type="checkbox"/>Against (3) <input type="checkbox"/>Abstain</p> <p>6. 改選董事案(含獨立董事)。 To re-elect the Directors (Independent Directors inclusive) of the Company's Board of Directors.</p> <p>7. 臨時動議。 Questions and Motions.</p> <p>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，代理人應依前項(2)之授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 of the Member pursuant to authorization methods of exercise described as item 1.(2).</p> <p>3. 本股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.</p> <p>4. 請將出席證(或出席簽到卡)寄交代理人收執，如因故改期開會，本委託書仍屬有效(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.</p> <p>此致 譜瑞科技股份有限公司 授權日期 年 月 日 To Parade Technologies, Ltd. Date of Authorization:</p>	<p>一、禁止交付現金或其他利益之價購委託書行為。 Offering cash or non-cash consideration in exchange for proxies is prohibited during proxy solicitation.</p> <p>二、發現違法取得及使用委託書，可檢附具體事證向集保結算所檢舉，最高給予檢舉獎金五萬元，檢舉電話：(02)二五四七三三三三。 Please report to Taiwan Depository &amp; Clearing Corp (TDCC) supplementing with specific information when discovering any 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. Report phone number: +886 2 25473733</p>	股東戶號 No.	簽名或蓋章 Sign or Seal	F-譜瑞 Parade		
		姓名或名稱 Name			徵求人 Solicitor	簽名或蓋章 Sign or Seal
		持有股數 Shareholding			戶號 No.	簽名或蓋章 Sign or Seal
		姓名或名稱 Name	受託代理人 Proxy Agent	簽名或蓋章 Sign or Seal		
		戶號 No.				
		姓名或名稱 Name				
		或服務代理人 ID/No.				
		住址 Address				

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