Stock Code：3005

Getac Technology Corporation

2017 Annual General Shareholders Meeting

Handbook

The original of this handbook is written in Chinese language. If there is any discrepancy between the Chinese version and this English translation, the Chinese version shall prevail.

June 23,2017

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Attachments

Appendix (Omission)

Getac Technology Corporation

2017 Annual General Shareholders Meeting Agenda

Date/Time: June 23, 2017, 09:00 a.m.

Location: Coral Room Fullon Hotel Linkou No.68, Wen 21st St., Guishan Dist., Taoyuan City 333,Taiwan (R.O.C)

Call the Meeting to Order

Chairman Remarks

Report Items：

1. 2016 Business Report
2. Supervisors' Review Reports
3. 2016 Report on Distribution of Remunerations to Employees, Directors, and Supervisors
4. Status reports of share repurchase
5. Report on the Formulation of Code of Ethical Conduct

Ratification Items：

1. Ratification of the 2016 Business Report and Financial Statements
2. Ratification of the Proposal for Distribution of 2016 Profits

Discussion Items：

1. Proposal for amendments to the "Procedures for Acquisition or Disposal of Assets"
2. Release of Directors from Non-competition Restrictions

Questions and Motions

Adjournment

Report Items

Agenda 1

Proposal: 2016 Business Report.

Description: Please refer to Attachment 2, Handbook, 2017 Annual General Shareholders Meeting.

Agenda 2

Proposal: Supervisors' Review Reports on various 2016 statements and related reports.

Description: Please refer to Attachment 1, Handbook, 2017 Annual General Shareholders Meeting.

Agenda 3

Proposal: 2016 Report on Distribution of Remunerations to Employees, Directors, and Supervisors.

Description:

1.According to Article 23 of the Articles of Incorporation, when the Company has a profit for any fiscal year, the Company shall allocate at least 1%~10% of the profit as bonus to be issued to its employees and not in excess of 1% of the profit as remunerations to directors and supervisors of the Company.

2.The Company's remunerations to employees, directors, and supervisors in 2016 were NT$118,392,757 and NT$4,800,000, respectively.

Agenda 4

Proposal: Status reports of share repurchase.

Description: According to Article 28-2 of Securities Exchange Act, the Company is required to declare the progress of the share repurchase. Please refer to Attachment 4, Handbook, 2017 Annual General Shareholders Meeting.

Agenda 5

Proposal: Report on the Formulation of Code of Ethical Conduct.

Description: To offer a guideline of ethical behaviors for the members of the board of directors, supervisors, and the management of the Company, and provide the interested parties with good understanding of the Company's ethical standards, the board approved the Codes of Ethical Conduct on January 13, 2017. Please refer to Attachment 5, Handbook, 2017 Annual General Shareholders Meeting.

Ratification Items

Agenda 1 (Proposed by the Board of Directors)

Proposal: Ratification of the 2016 Business Report and Financial Statements.

Description:

1. 2016 Business Report and Financial Statements have been approved by the board of directors, and reviewed by the supervisors. Relevant information, please refer to Attachments 2 and 3, Handbook, 2017 Annual General Shareholders Meeting.
2. Ratification is respectively requested.

Resolution:

Agenda 2 (Proposed by the Board of Directors)

Proposal: Ratification of the Proposal for Distribution of 2016 Profits.

Description:

1. 2016 earnings after taxed is NTD 2,080,112,860. The Profits Distribution Table has been reviewed by the supervisors, and which is listed as follows (2016 earnings after tax has a distribution priority; if earnings are insufficient for distribution, earnings following 1998 and later shall be distributed first.)

Profit Distribution Table

Year 2016

Unit: NTD

Item	Amount
(a) Beginning retained earnings	2,408,923,783
Less: Other comprehensive (Loss) income-actuarial losses on defined benefit plan	(11,746,999)
Less: Retirement of treasury sotcks	(131,756,404)
(b) Add: Profit for the year	2,080,112,860
Less: Legal reserve	(208,011,286)
Distributable net profit	4,137,521,954
(c) Distribution items：	
Cash Dividends to Shareholders ($3 per share)	(1,695,708,450)
(d) Unappropriated retained earnings	2,441,813,504

2. According to Article 28-2 of the Securities and Exchange Act, before the transfer of shares repurchase by the Company, shareholder's rights shall not be enjoyed. Therefore, the estimation of shareholder dividend in the preceding table was based on 565,236,150 shares held by shareholders entitled to earnings distribution after the number of treasury stock as of February 29, 2017 was deducted. Should later the company’s number of outstanding share is changed, such that the shareholders dividend distribution ratio are affected and must be adjusted, the board of directors is authorized to make necessary adjustments and has the full discretion to handle relevant matters.
3. The calculation of the cash dividend is based on the proportion of shareholdings up to the round unit of a New Taiwan dollar. Any value less than one NTD will be rounded off. The sum of any such round-off will be recognized as the other income of the Company.
4. Ratification is respectively requested.

Resolution:

Discussion Items

Agenda 1 (Proposed by the Board of Directors)

Proposal: Proposal for amendments to the “Procedures for Acquisition or Disposal of Assets”.

Description:

1.To comply with the Financial Supervisory Commission,R.O.C.(Ref. no.： 1060001296) on 9 February 2017 and to facilitate the practical needs, it is proposed to amend the “Procedures for Acquisition or Disposal of Assets”.

2.A comparison table of amended articles and current articles of the above is provided in Attachment 6.

3.Approval is respectively requested.

Resolution:

Agenda 2 **(Proposed by the Board of Directors)**

Proposal: Release of directors from Non-competition Restrictions

Description:

1.According to Article 209 of the Company Act, the board of directors for himself/herself or on behalf of others conducting business activities within the scope of the business operation of the Company should explain the essential content of his/her business activities to the shareholders meeting and obtain its permission for conducting such activities.

2.Because some directors of the Company, representatives of juristic-person directors or juristic-person shareholders whose representatives are elected as directors may conduct business activities for themselves or others, for the needs of the above fact, it is proposed to release the directors from non-competition restrictions.

3.The newly added non-competition activities of the directors to be released are as follows：

Name of Directors	Details of directors or manager of the companies	
	Director	Manager
CHEW, LO-HOU	ARC SOLID-STATE LIGHTING CORPORATION	None
MITAC INTERNATIONAL CORPORATION	LFE AEROSPACE INDUSTRY CORPORATION	None

4.Approval is respectively requested.

Resolution:

Questions and Motions

Adjournment

Attachment 1

Getac Technology Corporation

Supervisor's Review Report

2016 financial statements (January 1, 2016 to December 31, 2016) of Getac Technology Corp. are prepared by the board of directors and audited by Wen Fang-Yu and Cheng Ya-Huei, CPAs, PricewaterhouseCoopers (PwC), Taiwan. These financial statements, along with 2016 business reports and earnings distribution plan, have been reviewed by supervisors ourselves and these reports and statements are indeed compliance with the related laws and regulations. Per Article 219, the Company Act, we supervisors submit this review report for your consideration.

Submit to

2017 Annual General Shareholders Meeting, Getac Technology Corp.

Supervisors CHING, HU-SHIH
(Representative of Lien Hwa Industrial Corp.)

CHOU, TEH-CHIEN
(Representative of Lien Hwa Industrial Corp.)

March 30, 2017

Attachment 2

Getac Technology Corporation
2016 Business Report

The feeble global economic recovery in 2016 and the uncertainties arising from the passing of Brexit in June have affected global trade and consumer confidence, impacting corporate business development. With a prudent manner, Getac's management team strives to promote technological advancement and market development according to its long-term development strategies, in an effort to enhance quality and boost customer satisfaction, while increasing profit through niche product portfolios. Therefore, in 2016, the Company reported a 52.63% growth in operating profit compared with the previous year. The operation results of Getac Technology for the past year are described below.

Operating Revenue and Profitability

Getac Technology reported a consolidated revenue of NT$20.407 billion in 2016, which translates to a target attainment of 103.76%, representing an increase of approximately 11.30% compared to the NT$18.335 billion from the previous year. The consolidated gross profit margin was NT$5.64 billion, up 22.82% from 2015. The profit attributable to owners of the parent was NT$2.08 billion, a 63.27% increase compared to the NT$1.274 billion in 2015. The earnings per share (EPS) was NT$3.68, which represented a 68.04% increase compared to the NT$2.19 in 2015. The Company registered a considerable growth in net profit after tax in 2016 compared with the previous year. In addition to the profit contributions of our business units, Waffer Technology Corporation, a company we invested in, sold the shares of its C&M Plant in Shanghai, prompting Getac Technology to recognize NT$465 million of gain on equity method investments. Minus this one-time gain fromnon-operating income, the net profit after tax in 2016 increased by 26.77% compared to the NT$1.274 billion in 2015.

Business Overview and Prospect

In the areas of rugged computers, the gradual recovery of the U.S. economy in the second half of the year promoted the export of Getac's rugged computers. The European market however registered a slight economic slowdown, due to the influence of Brexit and Euro area inflation rate. In 2016, Getac's rugged computers projected higher total export volume compared to 2015, the company has won several major government tenders of defense sector, and numerous iconic enterprise accounts customers in the energy, automotive, household security, and telecommunication industries. Getac Technology also sells its rugged computers in European and Chinese regions through strategic cooperation with Ingram Micro. The Company continues to establish cooperative relationships with partners of the eco-system, provide integrated solutions, and strive toward service-oriented business model.

In the areas of mechanical parts, shortage of key parts and surging price have challenged global notebook manufacturers in 2016, impeding the overall sales performance. TrendForce, a global market research institution, reported that a total of 157.9 million notebooks were exported in 2016, representing a annual reduction of 4%. Influenced by the introduction of Windows 10, the demand for commericalgrade machines increased. Thanks to its capability in composite material casing and double injection molding, Getac Technology obtained considerable amount of orders for commercial machines, an amount far exceeding its initial target.

In the areas of automotive parts, the monthly average export volume of Getac's seat belt spindle parts exceeded 12 million pieces, attributable to 3.1% increase in the global sales volume for automobiles in 2016 compared to 2015. In response to the development of automotive electronics, hybrid electric vehicles, and autonomous cars, Getac Technology continues to develop a wide range of mechanical products pertaining to automotive electronic parts, including electronic control unit housing, gear housing, and heat sinks. The Company successfully solicited new customers in 2016 and obtained multiple new product development projects, which promoted a stable growth in the Company's operating revenue. Automation is a development focus of production processes. The Company further increased the use of automated processes in 2016, improving production yield and quality, which facilitated enhancing Getac Technology's overall competitiveness.

In terms of aerospace fasteners, the demand for aerospace parts remains promising in the long run, despite the feeble growth in the global aerospace transport industry caused by terrorist attacks. Nevertheless, the Company still delivered better sales performance in aersopace fasteners in 2016 than that in 2015. In 2016, Getac Technology also purchased 7,000-ping land and plants in 2016 to prepare the Company for production expansion and future increase in customer demand. Regarding product and technology capacity, the Company not only seeks product certification for new customers who specialize in engine nuts, but also vigorously develop new products and forging technologies for super alloys to continue to optimize and integrate special manufacturing processes for improving production capacity and yield, thereby elevating the Company's overall competitiveness.

R&D Status

In 2016, Getac Technology invested NT$773 million in R&D, which accounts for 3.79% of the company’s consolidated revenue. The Company's R&D is centered on the development of rugged computers, all-new second-generation semi-rugged notebook S410, 5-inch devices exclusive for defense and security sectors, and mobile digital surveillance system integrating hardware and software programs. To elevate customer satisfaction, Getac Technology introduced advanced testing and inspection equipment to enhance product designs and manufacturing quality. In the areas of mechanical products, we continue to develop and mass produce composite material products, comprehensively integrate automated processes within the Company's plants, and simultaneously introduce green molds in order to reduce energy consumption and strive toward environmental sustainability.

Yours Sincerely,

Chairman：Hwang, Ming-Hang

President：Hwang, Ming-Hang

Accountant in Charge：Tseng, Shu Jung

Attachment 3

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Getac Technology Corp.

Opinion

We have audited the accompanying consolidated balance sheets of Getac Technology Corp. and its subsidiaries (the "Group") as at December 31, 2016 and 2015, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other independent accountants, as described in the Other matter section of our report, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2016 and 2015, and their consolidated financial performance and their consolidated cash flows for the years then ended, in accordance with the "Regulations Governing the Preparations of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

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 ("ROC GAAS"). Our responsibilities under those standards are further described in the *Independent Accountant's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. Based on our audits and reports of other independent accountants, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Evaluation of inventories

Description

For the accounting policies of evaluation of inventories refer to Note 4(12); for the critical accounting estimates and assumptions of evaluation of inventories refer to Note 5(2); for the detail of inventories refer to Note 6(6).

The Group is engaged in research, development, manufacture and sales of notebook computers, handheld equipment for military and industrial computer system, structure parts for electronic, automotive and home appliance industries, and aerospace fasteners. Due to the rapid technological innovations and market competition, there is a higher risk of inventory losses due from slow-moving and obsolescence. As inventories are stated at the lower of cost and net realisable value, the determination of net realisable value of inventories is subject to subjective judgment and with uncertainty, and therefore, it was identified as a key audit matter.

How our audit addressed the matter

Our audit procedures performed in respect of evaluation of inventories included: Sampled and validated inventory line items from the inventory aging report and agreed quantities and amounts to inventory sub-ledger and examined the appropriateness of categorization within the inventory aging report. Verified the classification of obsolete inventories. Sampled and validated the net realisable value of slow-moving and obsolete inventories with respective historical information for diminution in inventory value in order to ensure the reasonableness of provision of inventory allowance.

Recognition of sales revenue

Description

For the accounting policies of recognition of sales revenue refer to Note 4(31). Sales revenue is the main operating activity and relevant to the Group's financial performance. The Group sells different kinds of products with various transaction terms, require judgment in determining the timing of transferring risks and rewards of ownership of goods. Consequently, it was identified as a key audit matter.

How our audit addressed the matter

This matter includes entities that are audited by us and other independent accountants. Key audit procedures performed by us and other independent accountants in respect of the above included: Obtained an understanding of and evaluated internal controls over the recognition of sales revenue, and tested the operating effectiveness of related control activities; Sampled and validated transaction terms, prices, shipping documents and assessed appropriateness of amount and timing for revenue recognition ; Sampled transactions from a specific period of time prior to and after the balance sheet date and validated respective transaction terms and shipping documents in order to ensure sales revenue were recognized in proper periods.

Other matter – Reference to audits of other independent accountants

We did not audit the financial statements of Getac Inc., Mitac Precision Technology (Vietnam) Co., Ltd. and Mitac Computer (Vietnam) Co., Ltd., consolidated subsidiaries, and certain investee companies accounted for under the equity method included in the Company's consolidated financial statements. Those financial statements were audited by other independent accountants whose reports thereon have been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included in the financial statements and the information disclosed in Note 13 was based solely on the reports of other independent accountants. Total assets of Getac Inc., Mitac Precision Technology (Vietnam) Co., Ltd. and Mitac Computer (Vietnam) Co., Ltd. amounted to NT$3,329,433 thousand and NT$2,963,202 thousand, constituting 13% and 13% of the total consolidated assets as of December 31, 2016 and 2015, respectively, and sales revenue amounted to NT$4,595,315 thousand and NT$3,689,974 thousand, constituting 23% and 20% of the total consolidated net sales revenue for the years then ended, respectively. Balances of related investments accounted for under the equity method was NT$942,080 thousand and NT$527,393 thousand, constituting 4% and 2% of the total consolidated assets as of December 31, 2016 and 2015, respectively. Comprehensive income from these investments accounted for under the equity method amounted to NT$411,434 thousand and NT$21,948 thousand, constituting 26% and 2% of the total consolidated comprehensive income for the years ended December 31, 2016 and 2015, respectively.

Other matter – Parent company only financial reports

We have audited and expressed an unmodified opinion on the parent company only financial statements of Getac Technology Corp. as at and for the years ended December 31, 2016 and 2015.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the "Regulations Governing the Preparations of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including Supervisors, are responsible for overseeing the Group's financial reporting process.

Independent Accountant's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ROC GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ROC GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Wen Fang Yu

Cheng Ya Huei

For and on behalf of PricewaterhouseCoopers, Taiwan
March 29, 2017

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.

GETAC TECHNOLOGY CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	2016 AMOUNT	2016 %	2015 AMOUNT	2015 %
	Current Assets					
1100	Cash and cash equivalents	6(1)	$ 5,622,815	22	$ 5,605,379	24
1110	Financial assets at fair value through profit or loss – current	6(2)	4,179	-	4,926	-
1150	Notes receivable – net		670	-	144	-
1170	Accounts receivable – net	6(5)	5,302,819	21	4,700,629	20
1180	Accounts receivable – related parties	6(5) and 7	65,628	-	51,079	-
1200	Other receivables	7	185,863	1	89,191	-
130X	Inventories – net	6(6)	3,234,009	13	2,679,447	12
1410	Prepayments	7	338,823	1	228,304	1
1476	Other financial assets - current	6(7) and 8	896,284	3	1,070,404	5
11XX	**Total current assets**		15,651,090	61	14,429,503	62
	Non-current assets					
1523	Available-for-sale financial assets - non-current	6(3)	308,543	1	237,863	1
1543	Financial assets carried at cost - non-current	6(4)	208,860	1	198,689	1
1550	Investments accounted for under equity method	6(8)	1,382,215	5	980,729	4
1600	Property, plant and equipment - net	6(9) and 8	6,835,412	27	5,964,892	26
1760	Investment property - net	6(10) and 8	303,185	1	360,037	2
1780	Intangible assets	6(11)	104,396	-	99,047	-
1840	Deferred income tax assets	6(31)	203,117	1	190,167	1
1900	Other non-current assets	6(12)(17) and 8	722,211	3	721,034	3
15XX	**Total non-current assets**		10,067,939	39	8,752,458	38
1XXX	**TOTAL ASSETS**		$ 25,719,029	100	$ 23,181,961	100

(Continued)

GETAC TECHNOLOGY CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	Liabilities and Equity	Notes	2016 AMOUNT	2016 %	2015 AMOUNT	2015 %
	Current liabilities					
2100	Short-term borrowings	6(13)	$ 815,232	3	$ 1,039,261	5
2110	Short-term notes and bills payable		-	-	80,000	-
2120	Financial liabilities at fair value through profit or loss - current	6(14)	206	-	2,471	-
2150	Notes payable		2,015	-	960	-
2170	Accounts payable		3,740,220	14	2,877,886	13
2180	Accounts payable - related parties	7	8,151	-	9,728	-
2200	Other payables	6(15) and 7	2,802,884	11	2,181,981	9
2230	Current income tax liabilities	6(31)	312,687	1	300,190	1
2250	Provisions for liabilities - current	6(19)	205,706	1	195,104	1
2300	Other current liabilities	6(16)	704,724	3	671,480	3
21XX	**Total current liabilities**		8,591,825	33	7,359,061	32
	Non-current liabilities					
2540	Long-term borrowings	6(16) and 8	1,595,570	6	281,468	1
2550	Provisions for liabilities - non-current	6(19)	276,085	1	273,809	1
2570	Deferred income tax liabilities		5,816	-	8,482	-
2600	Other non-current liabilities	6(15)(17)	148,951	1	241,746	1
25XX	**Total non-current liabilities**		2,026,422	8	805,505	3
2XXX	**Total Liabilities**		10,618,247	41	8,164,566	35
	Equity attributable to owners of the parent					
	Share capital	6(20)				
3110	Common stock		5,687,392	22	5,834,962	25
	Capital surplus	6(21)				
3200	Capital surplus		2,526,451	10	2,578,592	11
	Retained earnings	6(22)				
3310	Legal reserve		1,119,328	5	991,900	4
3320	Special reserve		19,660	-	19,660	-
3350	Unappropriated retained earnings		4,345,533	17	3,659,502	16
	Other equity	6(23)				
3400	Other equity		129,159	-	727,626	3
3500	**Treasury shares**	6(20)	(94,902)	-	(94,902)	-
31XX	**Total equity attributable to owners of the parent**		13,732,621	54	13,717,340	59
36XX	**Non-controlling interest**		1,368,161	5	1,300,055	6
3XXX	**Total equity**		15,100,782	59	15,017,395	65
	Significant Contingent Liabilities and Unrecognised Contract Commitments	9				
3X2X	**TOTAL LIABILITIES AND EQUITY**		$ 25,719,029	100	$ 23,181,961	100

GETAC TECHNOLOGY CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars, except earnings per share)

	Items	Notes	2016 AMOUNT	2016 %	2015 AMOUNT	2015 %
4000	**Operating Revenues**	6(24) and 7	$ 20,406,945	100	$ 18,334,953	100
5000	**Operating Costs**	6(29)(30) and 7	(14,766,463)	(72)	(13,743,373)	(75)
5900	**Gross Profit**		5,640,482	28	4,591,580	25
	Operating Expenses	6(29)(30) and 7				
6100	Selling expenses		(1,628,678)	(8)	(1,481,601)	(8)
6200	Administrative expenses		(1,079,200)	(5)	(965,789)	(5)
6300	Research and development expenses		(772,626)	(4)	(734,341)	(4)
6000	**Total operating expenses**		(3,480,504)	(17)	(3,181,731)	(17)
6500	**Other revenue and expenses - net**	6(25)	44,303	-	34,484	-
6900	**Operating profit**		2,204,281	11	1,444,333	8
	Non-operating income and expenses					
7010	Other income	6(26)	141,575	1	220,908	1
7020	Other gains and losses	6(27)	(76,493)	(1)	181,655	1
7050	Finance costs	6(28)	(11,251)	-	(26,871)	-
7060	Share of profit of associates and joint ventures accounted for under equity method	6(8)	473,923	2	34,607	-
7000	**Total non-operating income and expenses**		527,754	2	410,299	2
7900	**Profit before income tax**		2,732,035	13	1,854,632	10
7950	Income tax expense	6(31)	(468,039)	(2)	(426,562)	(2)
8200	**Profit for the year**		$ 2,263,996	11	$ 1,428,070	8

(Continued)

GETAC TECHNOLOGY CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars, except earnings per share)

	Items	Notes	2016 AMOUNT	2016 %	2015 AMOUNT	2015 %
	Other comprehensive income (net)					
	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurement of defined benefit obligations		($ 15,499)	-	($ 15,654)	-
8320	Share of other comprehensive loss of associates and joint ventures		(54)	-	(28)	-
8349	Income tax benefit related to items that will not be reclassified subsequently	6(31)	2,635	-	2,662	-
8310	**Components of other comprehensive income that will not be reclassified to profit or loss**		(12,918)	-	(13,020)	-
	Items that will be reclassified subsequently to profit or loss					
8361	Exchange differences arising on translation of foreign operations		(670,028)	(3)	(111,454)	(1)
8362	Changes in fair value of available-for-sale financial assets	6(3)	74,749	-	(2,770)	-
8370	Share of other comprehensive loss of associates and joint ventures	6(8)	(61,713)	-	(21,126)	-
8399	Income tax related to items that may be reclassified subsequently	6(31)	3,574	-	906	-
8360	**Components of other comprehensive income that will be reclassified to profit or loss**		(653,418)	(3)	(134,444)	(1)
8300	**Other comprehensive loss for the year, net of tax**		($ 666,336)	(3)	($ 147,464)	(1)
8500	**Total comprehensive income for the year**		$ 1,597,660	8	$ 1,280,606	7
	Profit attributable to:					
8610	Owners of the parent		$ 2,080,113	10	$ 1,274,281	7
8620	Non-controlling interest		$ 183,883	1	$ 153,789	1
	Total comprehensive income attributable to:					
8710	Owners of the parent		$ 1,469,899	7	$ 1,139,908	6
8720	Non-controlling interest		$ 127,761	1	$ 140,698	1
	Basic earnings per share	6(32)				
9750	**Net income attributable to owners of the parent**		$ 3.68		$ 2.19	
	Diluted earnings per share	6(32)				
9850	**Net income attributable to owners of the parent**		$ 3.63		$ 2.16	

GETAC TECHNOLOGY CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

		Equity attributable to owners of the parent										
				Retained Earnings			Other equity					
	Notes	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Currency translation differences	Unrealized gain or loss on available-for-sale financial assets	Treasury stocks	Total	Non-controlling interest	Total equity
2015												
Balance at January 1, 2015		$ 5,820,362	$ 2,537,675	$ 903,966	$ 19,660	$ 3,244,941	$ 1,085,276	($ 238,417)	$ -	$ 13,373,463	$ 942,925	$ 14,316,388
Appropriations of 2014 earnings	6(22)											
Legal reserve		-	-	87,934	-	(87,934)	-	-	-	-	-	-
Cash dividends		-	-	-	-	(756,646)	-	-	-	(756,646)	-	(756,646)
Treasury stocks		-	-	-	-	-	-	-	(94,902)	(94,902)	-	(94,902)
Net income for 2015		-	-	-	-	1,274,281	-	-	-	1,274,281	153,789	1,428,070
Other comprehensive loss for 2015	6(23)	-	-	-	-	(15,140)	(91,161)	(28,072)	-	(134,373)	(13,091)	(147,464)
Exercise of employee stock options		14,600	4,672	-	-	-	-	-	-	19,272	-	19,272
Recognition of changes in the subsidiary's equity		-	(1,097)	-	-	-	-	-	-	(1,097)	1,941	844
Change in associates and joint ventures accounted for under equity method	6(21)	-	1,824	-	-	-	-	-	-	1,824	-	1,824
Compensation cost of employee stock options	6(18)	-	13,993	-	-	-	-	-	-	13,993	-	13,993
From share of changes in equities of subsidiaries	6(33)	-	21,525	-	-	-	-	-	-	21,525	214,491	236,016
Balance at December 31, 2015		$ 5,834,962	$ 2,578,592	$ 991,900	$ 19,660	$ 3,659,502	$ 994,115	($ 266,489)	($ 94,902)	$ 13,717,340	$ 1,300,055	$ 15,017,395
2016												
Balance at January 1, 2016		$ 5,834,962	$ 2,578,592	$ 991,900	$ 19,660	$ 3,659,502	$ 994,115	($ 266,489)	($ 94,902)	$ 13,717,340	$ 1,300,055	$ 15,017,395
Acquisition of treasury stocks	6(20)	-	-	-	-	-	-	-	(389,383)	(389,383)	-	(389,383)
Retirement of treasury stocks	6(20)(21)	(183,920)	(73,706)	-	-	(131,757)	-	-	389,383	-	-	-
Appropriations of 2015 earnings	6(22)											
Legal reserve		-	-	127,428	-	(127,428)	-	-	-	-	-	-
Cash dividends		-	-	-	-	(1,123,150)	-	-	-	(1,123,150)	-	(1,123,150)
Net income for 2016		-	-	-	-	2,080,113	-	-	-	2,080,113	183,883	2,263,996
Other comprehensive loss for 2016	6(23)	-	-	-	-	(11,747)	(690,813)	92,346	-	(610,214)	(56,122)	(666,336)
Exercise of employee stock options	6(20)(21)	36,350	9,551	-	-	-	-	-	-	45,901	-	45,901
Change in associates and joint ventures accounted for under equity method	6(21)	-	4,414	-	-	-	-	-	-	4,414	-	4,414
Compensation cost of employee stock options	6(18)	-	5,670	-	-	-	-	-	-	5,670	-	5,670
From share of changes in equities of subsidiaries	6(21)(33)	-	1,930	-	-	-	-	-	-	1,930	(1,930)	-
Cash dividends paid to non-controlling interest		-	-	-	-	-	-	-	-	-	(57,725)	(57,725)
Balance at December 31, 2016		$ 5,687,392	$ 2,526,451	$ 1,119,328	$ 19,660	$ 4,345,533	$ 303,302	($ 174,143)	($ 94,902)	$ 13,732,621	$ 1,368,161	$ 15,100,782

GETAC TECHNOLOGY CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	Notes	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before income tax		$ 2,732,035	$ 1,854,632
Adjustments			
Adjustments to reconcile profit (loss)			
Provision for allowance for bad debts (gain on reversal of bad debts)	6(5)	4,351	(15,277)
Depreciation	6(9)(10)(29)	740,163	977,853
Amortization on intangible assets	6(11)(29)	8,328	13,125
Amortization on long-term prepaid rents		14,118	13,916
Loss (gain) on valuation of financial assets	6(2)(27)	716	(4,177)
(Gain) loss on valuation of financial liabilities	6(14)(27)	(2,265)	1,682
Interest expense	6(28)	11,251	26,871
Interest income	6(26)	(40,805)	(109,236)
Dividend income	6(26)	(21,819)	(10,892)
(Gain) loss on disposal of property, plant and equipment	6(9)(27)	(7,367)	64,588
Gain on disposal of available-for-sale financial assets, net	6(3)(28)	-	(32,731)
Loss on disposal of investment property	6(10)(28)	5,724	5,368
Gain on disposal of non-current assets classified as held for sale	6(27)	-	(231,497)
Share of profit of associates and joint ventures accounted for under equity method	6(8)	(473,923)	(34,607)
Loss on disposal of investments		(68,920)	-
Compensation cost of employee stock options	6(18)	5,670	13,993
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable – net		(526)	2,809
Accounts receivable		(794,249)	217,182
Accounts receivable - related parties		(14,549)	4,163
Other receivables		(97,322)	35,986
Inventories		(670,008)	139,861
Prepayments		(103,267)	(15,168)
Changes in operating liabilities			
Notes payable		1,055	(93,356)
Accounts payable		1,069,440	(647,879)
Accounts payable - related parties		(1,577)	(140)
Other payables		521,429	301,180
Provisions for liabilities		12,878	37,625
Other current liabilities		14,487	29,570
Other non-current liabilities		(25)	(46,194)
Cash inflow generated from operations		2,845,023	2,499,250
Interest paid		(12,573)	(30,801)
Interest received		41,795	113,825
Dividend received		31,756	134,890
Income tax paid		(471,159)	(436,864)
Net cash flows from operating activities		2,434,842	2,280,300

(Continued)

GETAC TECHNOLOGY CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	Notes	2016	2015
CASH FLOWS FROM INVESTING ACTIVITIES			
Decrease (increase) in other financial assets		$ 174,120	($ 356,691)
Proceeds from disposal of available-for-sale financial assets	6(3)	-	45,366
Proceeds from capital return of financial assets measured at cost		13,679	-
Proceeds from capital return of investments accounted for using the equity method	6(8)	-	17,199
Increase in long-term investments accounted for under equity method		-	(216,672)
Acquisition of financial assets measured at cost		(25,000)	(25,000)
Acquisition of property, plant and equipment	6(9)(35)	(1,888,915)	(508,369)
Proceeds from disposal of property, plant and equipment		17,140	55,401
Proceeds from disposal of non-current assets held for sale		-	1,158,023
Acquisition of intangible assets	6(11)	(14,464)	(5,971)
Increase in refundable deposits		(1,694)	(1,196)
Decrease (increase) in other non-current assets		16,751	(8,032)
Increase in long-term prepaid rent		(56,752)	(99,300)
Increase in other financial assets – non-current		(4,998)	-
Net cash flows (used in) from investing activities		(1,770,133)	54,758
CASH FLOWS FROM FINANCING ACTIVITIES			
Decrease in short-term borrowings		(224,029)	(1,206,726)
Increase in short-term notes and bills payable		-	30,000
Repayment of short-term notes and bills payable		(80,000)	-
Increase in long-term borrowings		1,661,740	379,000
Repayment of long-term borrowings		(328,881)	(868,942)
Increase in deposits received		663	19
Acquisition of treasury stocks	6(20)	(389,383)	(94,902)
Share capital invested by non-controlling interest		-	236,860
Proceeds from exercise of employee stock options		45,901	19,272
Cash dividends paid	6(22)	(1,123,150)	(756,646)
Cash dividends paid to non-controlling interest		(57,725)	-
Net cash flows used in financing activities		(494,864)	(2,262,065)
Effects of changes in foreign exchange rates		(152,409)	(50,640)
Net increase in cash and cash equivalents		17,436	22,353
Cash and cash equivalents at beginning of year		5,605,379	5,583,026
Cash and cash equivalents at end of year		$ 5,622,815	$ 5,605,379

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholders of Getac Technology Corp.

Opinion

We have audited the accompanying parent company only balance sheets of Getac Technology Corp. as at December 31, 2016 and 2015, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other independent accountants, as described in the *Other matter* section of our report, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of Getac Technology Corp. as at December 31, 2016 and 2015, and its financial performance and its cash flows for the years then ended, in accordance with the "Regulations Governing the Preparations of Financial Reports by Securities Issuers".

Basis for opinion

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 ("ROC GAAS"). Our responsibilities under those standards are further described in the *Independent Accountant's Responsibilities for the Audit of Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. Based on our audits and reports of other independent accountants, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

For the accounting policies of investments accounted for using equity method / associates refer to Note 4(12); for the detail of investments accounted for under the equity method refer to Note 6(8). The Company's directly and indirectly owned subsidiaries including Getac Inc., Mitac Precision

Technology (Kunshan) Co., Ltd., Mitac Precision Technology (SuZhou) Ltd., Waffer Precision Metallic Technologies (ChangShu) Ltd., Mitac Precision Developments Ltd. and National Aerospace Fasteners Corporation are main operating entities in the group and have significant influence on the financial position and financial performance of Getac Technology Corp. Key audit matters related to the investments accounted for under the equity method described above included evaluation of inventories and recognition of sales revenue and are described below:

Evaluation of inventories

Description

For the accounting policies of evaluation of inventories refer to Note 4(11); for the critical accounting estimates and assumptions of evaluation of inventories refer to Note 5(2); for the detail of inventories refer to Note 6(6).

The Company and its subsidiaries are engaged in research, development, manufacture and sales of notebook computers, handheld equipment for military and industrial computer system, structure parts for electronic, automotive and home appliance industries, and aerospace fasteners. Due to the rapid technological innovations and market competition, there is a higher risk of inventory losses due from slow-moving and obsolescence. As inventories are stated at the lower of cost and net realisable value, the determination of net realisable value of inventories is subject to subjective judgment and with uncertainty, and therefore, it was identified as a key audit matter.

How our audit addressed the matter

Our audit procedures performed in respect of evaluation of inventories included: Sampled and validated inventory line items from the inventory aging report and agreed quantities and amounts to inventory sub-ledger and examined the appropriateness of categorization within the inventory aging report. Verified the classification of obsolete inventories. Sampled and validated the net realisable value of slow-moving and obsolete inventories with respective historical information for diminution in inventory value in order to ensure the reasonableness of provision of inventory allowance.

Recognition of sales revenue

Description

For the accounting policies of recognition of sales revenue refer to Note 4(28). Sales revenue is the main operating activity and relevant to the Company's financial performance. The Company and its subsidiaries sell different kinds of products with various transaction terms, require judgment in determining the timing of transferring risks and rewards of ownership of goods. Consequently, it was identified as a key audit matter.

How our audit addressed the matter

This matter includes entities that are audited by us and other independent accountants. Key audit procedures performed by us and other independent accountants in respect of the above included: Obtained an understanding of and evaluated internal controls over the recognition of sales revenue, and tested the operating effectiveness of related control activities; Sampled and validated transaction terms, prices, shipping documents and assessed appropriateness of amount and timing for revenue recognition ; Sampled transactions from a specific period of time prior to and after the balance sheet date and validated respective transaction terms and shipping documents in order to ensure sales revenue were recognized in proper periods.

Other matter – Reference to audits of other independent accountants

We did not audit the financial statements of certain investee companies accounted for under the equity method. Those financial statements were audited by other independent accountants whose reports thereon have been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included in the financial statements and the information disclosed in Note 13 was based solely on the reports of other independent accountants. Balances of related investments accounted for under the equity method was NT$1,429,245 thousand and NT$965,161 thousand, constituting 8% and 5% of the total assets as of December 31, 2016 and 2015, respectively. Comprehensive income (loss) from these investments accounted for under the equity method amounted to NT$455,222 thousand and (NT$69,720) thousand, constituting 31% and (6%) of the total comprehensive income for the years ended December 31, 2016 and 2015, respectively.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the "Regulations Governing the Preparations of Financial Reports by Securities Issuers" and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including Supervisors, are responsible for overseeing the Company's financial reporting process.

Independent Accountant's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ROC GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with ROC GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Wen Fang Yu

Cheng Ya Huei

For and on behalf of PricewaterhouseCoopers, Taiwan

March 29, 2017

The accompanying 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 review of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying financial statements and review 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.

GETAC TECHNOLOGY CORP.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	2016 AMOUNT	2016 %	2015 AMOUNT	2015 %
	Current Assets					
1100	Cash and cash equivalents	6(1)	$ 1,812,383	10	$ 2,125,016	12
1110	Financial assets at fair value through profit or loss - current	6(2)	2,010	-	3,129	-
1150	Notes receivable, net		261	-	144	-
1170	Accounts receivable, net	6(5)	970,783	5	876,152	5
1180	Accounts receivable - related parties	6(5) and 7	810,868	5	823,234	5
1200	Other receivables	7	66,102	-	45,828	-
130X	Inventories – net	6(6)	1,225,478	7	967,843	6
1410	Prepayments		25,183	-	46,480	-
1476	Other financial assets - current	6(7)	99,900	1	249,900	1
11XX	**Total current assets**		5,012,968	28	5,137,726	29
	Non-current assets					
1523	Available-for-sale financial assets - non-current	6(3)	215,616	1	166,223	1
1543	Financial assets carried at cost - non-current	6(4)	144,360	1	133,039	1
1550	Investments accounted for under equity method	6(8)	12,454,878	68	11,898,087	67
1600	Property, plant and equipment - net	6(9)	137,694	1	95,839	1
1780	Intangible assets	6(10)	8,659	-	2,823	-
1840	Deferred income tax assets	6(26)	184,974	1	173,494	1
1900	Other non-current assets		39,935	-	39,935	-
15XX	**Total non-current assets**		13,186,116	72	12,509,440	71
1XXX	**TOTAL ASSETS**		$ 18,199,084	100	$ 17,647,166	100

(Continued)

GETAC TECHNOLOGY CORP.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	Liabilities and Equity	Notes	2016 AMOUNT	2016 %	2015 AMOUNT	2015 %
	Current liabilities					
2100	Short-term borrowings	6(11)	$ 330,562	2	$ 629,049	3
2120	Financial liabilities at fair value through profit or loss - current	6(12)	206	-	2,471	-
2170	Accounts payable		842,963	4	543,439	3
2180	Accounts payable - related parties	7	1,220,480	7	1,022,811	6
2200	Other payables	7	1,133,660	6	860,489	5
2230	Current income tax liabilities	6(26)	134,421	1	152,214	1
2250	Provisions for liabilities - current	6(15)	205,706	1	195,104	1
2300	Other current liabilities		184,066	1	127,997	1
21XX	**Total current liabilities**		4,052,064	22	3,533,574	20
	Non-current liabilities					
2550	Provisions for liabilities - non-current	6(15)	276,085	2	273,809	1
2570	Deferred income tax liabilities	6(26)	2,279	-	-	-
2600	Other non-current liabilities	6(13)	136,035	1	122,443	1
25XX	**Total non-current liabilities**		414,399	3	396,252	2
2XXX	**Total Liabilities**		4,466,463	25	3,929,826	22
	Equity					
	Share capital	6(16)				
3110	Common stock		5,687,392	31	5,834,962	33
	Capital surplus	6(17)				
3200	Capital surplus		2,526,451	14	2,578,592	15
	Retained earnings	6(18)				
3310	Legal reserve		1,119,328	6	991,900	6
3320	Special reserve		19,660	-	19,660	-
3350	Unappropriated retained earnings		4,345,533	24	3,659,502	21
	Other equity	6(19)				
3400	Other equity		129,159	1	727,626	4
3500	**Treasury shares**	6(16)	(94,902)	(1)	(94,902)	(1)
3XXX	**Total equity**		13,732,621	75	13,717,340	78
3X2X	**TOTAL LIABILITIES AND EQUITY**		$ 18,199,084	100	$ 17,647,166	100

GETAC TECHNOLOGY CORP.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

			2016		2015	
	Items	Notes	AMOUNT	%	AMOUNT	%
4000	**Operating Revenues**	6(20) and 7	$ 8,076,059	100	$ 7,418,518	100
5000	**Operating Costs**	7	(5,454,157)	(68)	(4,991,479)	(67)
5900	**Gross Profit**		2,621,902	32	2,427,039	33
5910	Unrealized profit from sales		(37,544)	-	(59,273)	(1)
5920	Realized profit on from sales		59,273	1	45,636	-
5950	**Net operating margin**		2,643,631	33	2,413,402	32
	Operating expenses	6(24)(25) and 7				
6100	Selling expenses		(684,296)	(9)	(647,014)	(9)
6200	Administrative expenses		(333,703)	(4)	(264,521)	(3)
6300	Research and development expenses		(656,184)	(8)	(594,692)	(8)
6000	**Total operating expenses**		(1,674,183)	(21)	(1,506,227)	(20)
6900	**Operating profit**		969,448	12	907,175	12
	Non-operating income and expenses					
7010	Other income	6(21)	55,454	1	72,139	1
7020	Other gains and losses	6(22)	(1,734)	-	4,026	-
7050	Finance costs	6(23)	(2,368)	-	(6,614)	-
7070	Share of profit of subsidiaries, associates and joint ventures accounted for under equity method	6(8)	1,224,362	15	474,071	6
7000	**Total non-operating income and expenses**		1,275,714	16	543,622	7
7900	**Profit before income tax**		2,245,162	28	1,450,797	19
7950	Income tax expense	6(26)	(165,049)	(2)	(176,516)	(2)
8200	**Profit for the year**		$ 2,080,113	26	$ 1,274,281	17
	Other comprehensive income (net)					
	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurement of defined benefit obligations	6(13)	($ 13,181)	-	($ 19,848)	-
8330	Share of other comprehensive loss of subsidiaries, associates and joint ventures		(807)	-	1,334	-
8349	Income tax benefit related to items that will not be reclassified subsequently	6(26)	2,241	-	3,374	-
8310	**Components of other comprehensive income that will not be reclassified to profit or loss**		(11,747)	-	(15,140)	-
	Items that will be reclassified subsequently to profit or loss					
8362	Changes in fair value of available-for-sale financial assets	6(3)	49,393	-	9,699	-
8380	Share of other comprehensive loss of subsidiaries, associates and joint ventures		(647,860)	(8)	(128,932)	(2)
8360	**Components of other comprehensive income that will be reclassified to profit or loss**		(598,467)	(8)	(119,233)	(2)
8300	**Other comprehensive loss for the year, net of tax**		($ 610,214)	(8)	($ 134,373)	(2)
8500	**Total comprehensive income for the year**		$ 1,469,899	18	$ 1,139,908	15
	Basic earnings per share	6(27)				
9750	**Total basic earnings per share**		$	3.68	$	2.19
	Diluted earnings per share	6(27)				
9850	**Total diluted earnings per share**		$	3.63	$	2.16

GETAC TECHNOLOGY CORP.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015
(Expressed in thousands of New Taiwan dollars)

	Notes	Share capital - common stock	Capital surplus, additional paid-in capital	Retained Earnings: Legal reserve	Retained Earnings: Special reserve	Retained Earnings: Unappropriated retained earnings	Other equity: Financial statements translation differences of foreign operations	Other equity: Unrealized gain or loss on available-for-sale financial assets	Treasury stocks	Total equity
2015										
Balance at January 1, 2015		$ 5,820,362	$ 2,537,675	$ 903,966	$ 19,660	$ 3,244,941	$ 1,085,276	($ 238,417)	$ -	$ 13,373,463
Appropriations of 2014 earnings	6(18)									
Legal reserve		-	-	87,934	-	(87,934)	-	-	-	-
Cash dividends		-	-	-	-	(756,646)	-	-	-	(756,646)
Treasury stocks		-	-	-	-	-	-	-	(94,902)	(94,902)
Net income for 2015		-	-	-	-	1,274,281	-	-	-	1,274,281
Other comprehensive loss for 2015	6(19)	-	-	-	-	(15,140)	(91,161)	(28,072)	-	(134,373)
Exercise of employee stock options	6(14)(17)	14,600	4,672	-	-	-	-	-	-	19,272
Recognition of changes in the subsidiary's equity	6(17)	-	(1,097)	-	-	-	-	-	-	(1,097)
Change in associates and joint ventures accounted for under equity method	6(17)	-	1,824	-	-	-	-	-	-	1,824
Compensation cost of employee stock options	6(14)(17)	-	13,993	-	-	-	-	-	-	13,993
From share of changes in equities of subsidiaries	6(17)	-	21,525	-	-	-	-	-	-	21,525
Balance at December 31, 2015		$ 5,834,962	$ 2,578,592	$ 991,900	$ 19,660	$ 3,659,502	$ 994,115	($ 266,489)	($ 94,902)	$ 13,717,340
2016										
Balance at January 1, 2016		$ 5,834,962	$ 2,578,592	$ 991,900	$ 19,660	$ 3,659,502	$ 994,115	($ 266,489)	($ 94,902)	$ 13,717,340
Acquisition of treasury stocks		-	-	-	-	-	-	-	(389,383)	(389,383)
Retirement of treasury stocks		(183,920)	(73,706)	-	-	(131,757)	-	-	389,383	-
Appropriations of 2015 earnings	6(18)									
Legal reserve		-	-	127,428	-	(127,428)	-	-	-	-
Cash dividends		-	-	-	-	(1,123,150)	-	-	-	(1,123,150)
Net income for 2016		-	-	-	-	2,080,113	-	-	-	2,080,113
Other comprehensive loss for 2016	6(19)	-	-	-	-	(11,747)	(690,813)	92,346	-	(610,214)
Exercise of employee stock options	6(14)(17)	36,350	9,551	-	-	-	-	-	-	45,901
Change in associates and joint ventures accounted for under equity method	6(17)	-	4,414	-	-	-	-	-	-	4,414
Compensation cost of employee stock options	6(14)(17)	-	5,670	-	-	-	-	-	-	5,670
From share of changes in equities of subsidiaries	6(17)	-	1,930	-	-	-	-	-	-	1,930
Balance at December 31, 2016		$ 5,687,392	$ 2,526,451	$ 1,119,328	$ 19,660	$ 4,345,533	$ 303,302	($ 174,143)	($ 94,902)	$ 13,732,621

GETAC TECHNOLOGY CORP.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	Notes	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before income tax		$ 2,245,162	$ 1,450,797
Adjustments			
Adjustments to reconcile profit (loss)			
(Realized) unrealized gross profit on sales to subsidiaries		(21,729)	13,636
Depreciation	6(9)(24)	41,420	84,985
Amortization on intangible assets	6(10)(24)	3,161	3,771
Loss (gain) on valuation of financial assets	6(2)(22)	1,119	(2,432)
(Gain) loss on valuation of financial liabilities	6(12)(22)	(2,265)	2,363
Interest expense	6(23)	2,368	6,614
Interest income	6(21)	(6,796)	(15,606)
Dividend income	6(21)	(17,126)	(8,441)
Gain on disposal of property, plant and equipment	6(9)(22)	(152)	(1,248)
Share of other comprehensive profit of subsidiaries, associates and joint ventures	6(8)	(1,224,362)	(474,071)
Compensation cost of employee stock options	6(14)	5,670	13,993
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable, net		(117)	(144)
Accounts receivable		(94,631)	(330,997)
Accounts receivable - related parties		12,366	287,463
Other receivables		(20,414)	(2,186)
Inventories		(259,460)	(88,857)
Prepayments		21,297	(22,420)
Changes in operating liabilities			
Accounts payable		299,524	87,276
Accounts payable - related parties		197,669	264,195
Other payables		263,832	188,286
Provisions for liabilities		12,878	37,625
Other current liabilities		56,069	4,492
Other non-current liabilities		411	(2,894)
Cash inflow generated from operations		1,515,894	1,496,200
Interest paid		(2,648)	(6,876)
Interest received		6,936	16,036
Dividend received		64,103	23,285
Income tax paid		(189,802)	(129,451)
Net cash flows from operating activities		1,394,483	1,399,194

(Continued)

GETAC TECHNOLOGY CORP.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	Notes	2016	2015
CASH FLOWS FROM INVESTING ACTIVITIES			
Decrease in other financial assets		$ 150,000	$ 48,900
Proceeds from capital return of financial assets measured at cost		13,679	-
Acquisition of financial assets measured at cost		(25,000)	(25,000)
Acquisition of investments accounted for under equity method		-	(162,733)
Acquisition of property, plant and equipment	6(28)	(71,850)	(87,989)
Proceeds from disposal of property, plant and equipment	6(9)	171	2,466
Acquisition of intangible assets	6(10)	(8,997)	(635)
Increase in refundable deposits		-	(176)
Net cash flows from (used in) investing activities		58,003	(225,167)
CASH FLOWS FROM FINANCING ACTIVITIES			
Decrease in short-term borrowings		(298,487)	(135,708)
Acquisition of treasury stocks		(389,383)	(94,902)
Cash dividends paid	6(27)	(1,123,150)	(756,646)
Proceeds from exercise of employee stock options		45,901	19,272
Net cash flows used in financing activities		(1,765,119)	(967,984)
Net (decrease) increase in cash and cash equivalents		(312,633)	206,043
Cash and cash equivalents at beginning of year		2,125,016	1,918,973
Cash and cash equivalents at end of year		$ 1,812,383	$ 2,125,016

Attachment 4

Getac Technology Corporation
Status of Share Repurchase

Unit: NTD1,000/shares

Batch of Share Repurchase	Twelfth
Resolution date of the board	January 27, 2016
Purpose of share repurchase	To maintain the company's credit and shareholder's rights and interests
Period of share repurchase	January 28, 2016 to March 24, 2016
Price range of share repurchase (NT$)	18 -22
Type and quantity of Planned share repurchase	common shares 20,000,000
Type and quantity of repurchased shares	common shares 18,392,000
Amount of repurchased shares	389,383
Average cost per share repurchased(NT$)	21.17
Reasons of the incomplete share repurchase operation that could not fulfill the resolution of the board	The market share price is higher than the upper limit of the specified repurchase price range. In addition, to protect the interests of shareholders, maintain the order of the market trading mechanism, and consider the effective of capital applications, thus the Company did not complete the share repurchase operation.
Number of retired or transferred shares	18,392,000
Number of accumulated shareholding on the Company	4,703,000
Ratio of the number of accumulated shareholding on the Company to the total number of shares outstanding(%)	0.83%

Attachment 5

Getac Technology Corporation
Codes of Ethical Conduct

Article 1 (Purpose of and basis for adoption)

For the purpose of encouraging directors, supervisors, and managerial officers of the Company to act in line with ethical standards, and to help interested parties better understand the ethical standards, the Company establish the codes of ethical conduct with reference to “Guidelines for the Adoption of Codes of Ethical Conduct for TWSE/GTSM Listed Companies”.

Article 2 (Content of the code)

1.Prevention of conflicts of interest:
Directors, supervisors, or managerial officers of the Company shall perform their duties in an objective and efficient manner, and not rely on a person in such a position takes advantage of their position in the Company to obtain improper benefits for either themselves or their spouse, parents, children, or relatives within the second degree of kinship. When the Company engage in loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director, supervisor, or managerial officer works, the directors, supervisors, and managerial officers shall voluntarily explain whether there is any potential conflict between them and the Company.

2.Minimizing incentives to pursue personal gain:
Directors, supervisors, or managerial officers of the Company shall not engage in any of the following activities: (1) Seeking an opportunity to pursue personal gain by using company property or information or taking advantage of their positions. (2) Obtaining personal gain by using company property or information or taking advantage of their positions. (3) Competing with the Company. When the Company has an opportunity for profit, it is the responsibility of the directors, supervisors, and managerial officers to maximize the reasonable and proper benefits that can obtained by the Company.

3.Confidentiality:
The directors, supervisors, and managerial officers of the Company shall be bound by the obligation to maintain the confidentiality of any information regarding the company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the

company or its customers.

4.Fair trade:
Directors, supervisors, and managerial officers of the Company shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.

5.Safeguarding and proper use of company assets:
All directors, supervisors, and managerial officers of the Company have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the company's profitability.

6.Legal compliance:
The Company shall strengthen its compliance with the Securities and Exchange Act and other applicable laws, regulations, and bylaws.

7.Encouraging reporting on illegal or unethical activities:
The Company shall raise awareness of ethics internally and encourage employees to report to a supervisor, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the Company shall establish a concrete whistle-blowing system and make employees aware that the company will use its best efforts to ensure the safety of informants and protect them from reprisals.

8.Disciplinary measures:
When a director, supervisor, or managerial officer of the Company violates the code of ethical conduct, the Company shall handle the matter in accordance with relevant regulations, and shall without delay disclose on the Market Observation Post System (MOPS) the title and name of the violator, the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken.The Company is advised to establish a relevant complaint system to provide the violator with remedies.

Article 3 (Procedures for exemption)

Any exemption for directors, supervisors, and managerial officers from compliance with the code should be adopted by a resolution of the board of directors, and that information on the title, name, date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to forestall any arbitrary or dubious exemption from the code, and to safeguard the interests of the Company by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs.

Article 4 (Method of disclosure)

The Company shall disclose the code of ethical conduct it has adopted, and any amendments to it, on its company website, in its annual reports and prospectuses and on the MOPS.

Article 5 (Enforcement)

The codes of ethical conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors, delivered to each supervisor, and submitted to a shareholders meeting.

Article 6 (Date of enactment)

The codes were enacted on Jan. 13, 2017.

Attachment 6

Getac Technology Corporation
Comparison Table for Amendments to the Procedures for Acquisition or Disposal of Assets

Current Article	Amended Article	Reasons for amendments
Article 6 (Procedures for Acquisition and Disposal of Real Estate and Equipment) I. Appraisal and operating procedures: When the Company acquires or disposes of real property and equipment, the responsible department shall handle matters according to relevant operating regulations. II. Decision-making procedures of terms of transactions and authorized limit (I).The acquisition or disposal of real estate shall factor in publicly announced current value, appraised value, actual transaction prices of nearby real estates, and resolutions of terms and price of the transaction. (II). The acquisition or disposal of equipment shall proceed by means of price inquiries, price comparison, price negotiation, or request for bids. (III). The authorized limit of the transaction shall be handled following the Company's application submission and approval process. The purchasing and selling of real estates shall be reported to the Board of Directors for approval before such procedures may be carried out. III.Unit responsible for implementation The Company's acquisition or disposal of real estate or equipment shall be presented to the approval authority as stated in the preceding paragraph and shall be implemented by the responsible department and the Management Department. IV.Appraisal report for real property or equipment In acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT$300 million or more, the company, unless transacting with a **government organization**, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:	Article 6 (Procedures for Acquisition and Disposal of Real Estate and Equipment) I. Appraisal and operating procedures: When the Company acquires or disposes of real property and equipment, the responsible department shall handle matters according to relevant operating regulations. II. Decision-making procedures of terms of transactions and authorized limit (I).The acquisition or disposal of real estate shall factor in publicly announced current value, appraised value, actual transaction prices of nearby real estates, and resolutions of terms and price of the transaction. (II).The acquisition or disposal of equipment shall proceed by means of price inquiries, price comparison, price negotiation, or request for bids. (III).The authorized limit of the transaction shall be handled following the Company's application submission and approval process. The purchasing and selling of real estates shall be reported to the Board of Directors for approval before such procedures may be carried out. III. Unit responsible for implementation The Company's acquisition or disposal of real estate or equipment shall be presented to the approval authority as stated in the preceding paragraph and shall be implemented by the responsible department and the Management Department. IV.Appraisal report for real property or equipment In acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT$300 million or more, the company, unless transacting with a **government agency**, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment for business use, shall obtain an appraisal report prior to the	To comply with the Financial Supervisory Commission, R.O.C.(Ref. no.： 1060001296) on 9 February 2017.

Current Article	Amended Article	Reasons for amendments
(I).If, for any reason, the company needs to use restrictive, specific or special pricing to serve as reference for the transaction price, then the transaction must be resolved by the board of directors before proceeding. Any future changes to the terms of the transaction are also subject to the above procedures. (II).Where the transaction amount is NT$1 billion or more, appraisals from two or more professional appraisers shall be obtained. (III).If the following situation occurs with regard to the professional appraisal report, the Company shall engage a CPA to handle the case in accordance with the provisions of the Statement of Auditing Standards No. 20 published by ARDF and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price. This is not required, however, if all the appraised prices for the assets to be acquired are higher than the transaction amount, or if all the appraised prices for the assets to be disposed of are lower than the transaction amount. 1.The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount. 2.The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount. (IV).No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, that where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may be issued by the original professional appraiser.	date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: (I).If, for any reason, the company needs to use restrictive, specific or special pricing to serve as reference for the transaction price, then the transaction must be resolved by the board of directors before proceeding. Any future changes to the terms of the transaction are also subject to the above procedures. (II).Where the transaction amount is NT$1 billion or more, appraisals from two or more professional appraisers shall be obtained. (III).If the following situation occurs with regard to the professional appraisal report, the Company shall engage a CPA to handle the case in accordance with the provisions of the Statement of Auditing Standards No. 20 published by ARDF and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price. This is not required, however, if all the appraised prices for the assets to be acquired are higher than the transaction amount, or if all the appraised prices for the assets to be disposed of are lower than the transaction amount. 1. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount. 2. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount. (IV).No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, that where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may be issued by the original professional appraiser.	
Article 8 (Acquisition or Disposal of Memberships, Intangible Assets, and Other	Article 8 (Acquisition or Disposal of Memberships, Intangible Assets, and Other	To comply with the

Current Article	Amended Article	Reasons for amendments
Material Assets) I.Appraisal and operating procedures: When the Company acquires or disposes of memberships, intangible assets, and other material assets, the responsible department shall handle matters according to relevant operating regulations. II.Decision-making procedures of terms of transactions and authorized limit (I).The acquisition or disposal of memberships, intangible assets, and other material assets shall proceed by means of price inquiries, price comparison, price negotiation, or request for bids. (II).The authorized limit of the transaction shall be handled following the Company's application submission and approval process. Transactions exceeding NT$300 million shall be reported to the Board of Directors for resolution. III.Unit responsible for implementation The Company's acquisition or disposal of memberships, intangible assets, and other material assets shall be presented to the approval authority as stated in the preceding paragraph and shall be implemented by the responsible department and the Management Department. IV.Acquiring expert opinions If the dollar amount of memberships and intangible assets to be acquired or disposed of by the Company is 20% or more of the Company's paid-in capital or NT$300 million or more, except in transactions with a **government organization**, the Company shall engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price; the certified public accountant shall comply with the provisions of the Statement of Auditing Standards No. 20 published by the ARDF of the ROC.	Material Assets) I.Appraisal and operating procedures: When the Company acquires or disposes of memberships, intangible assets, and other material assets, the responsible department shall handle matters according to relevant operating regulations. II.Decision-making procedures of terms of transactions and authorized limit (I).The acquisition or disposal of memberships, intangible assets, and other material assets shall proceed by means of price inquiries, price comparison, price negotiation, or request for bids. (II).The authorized limit of the transaction shall be handled following the Company's application submission and approval process. Transactions exceeding NT$300 million shall be reported to the Board of Directors for resolution. III.Unit responsible for implementation The Company's acquisition or disposal of memberships, intangible assets, and other material assets shall be presented to the approval authority as stated in the preceding paragraph and shall be implemented by the responsible department and the Management Department. IV.Acquiring expert opinions If the dollar amount of memberships and intangible assets to be acquired or disposed of by the Company is 20% or more of the Company's paid-in capital or NT$300 million or more, except in transactions with a **government agency,** the Company shall engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price; the certified public accountant shall comply with the provisions of the Statement of Auditing Standards No. 20 published by the ARDF of the ROC.	Financial Supervisory Commission, R.O.C.(Ref. no. : 1060001296) on 9 February 2017.
Article 9 (Procedures for Transactions with Related Parties) I.When engaged in the acquisition or disposal of assets from or to a related party, the Company shall, in accordance with the regulations stipulated in Articles 5, 6, and 8	Article 9 (Procedures for Transactions with Related Parties) I.When engaged in the acquisition or disposal of assets from or to a related party, the Company shall, in accordance with the regulations stipulated in Articles	To comply with the Financial Supervisory Commission, R.O.C.(Ref.

Current Article	Amended Article	Reasons for amendments
of these Procedures, complete the relevant resolution procedures and appraisal of the reasonableness of the transaction terms. If the transaction amount reaches 10% of the company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in accordance with Articles 5, 6, and 8 of the these Procedures. When determining whether the transaction counterparty is a related party, the Company shall take into account not only the legal formalities, but also the substance of the relationship. II.When a public company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of **domestic** money market funds, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been submitted to the Board of Directors for approval and to the supervisors for ratification: (I).The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. (II).The reason for choosing the specific related party as the transaction counterparty. (III).Where real estate is acquired from a related party, any information that is relevant to establish the reasonableness of transaction terms under Item 3, Paragraphs 1–4 of this Article. (IV).The date and price at which the related party originally acquired the asset, the original trading counterparty, as well as the relationship between the original trading counterparty and the Company/the Company's related parties. (V).Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.	5, 6, and 8 of these Procedures, complete the relevant resolution procedures and appraisal of the reasonableness of the transaction terms. If the transaction amount reaches 10% of the company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in accordance with Articles 5, 6, and 8 of the these Procedures. When determining whether the transaction counterparty is a related party, the Company shall take into account not only the legal formalities, but also the substance of the relationship. II.When a public company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or **redemption of domestic money market funds that are issued by securities investment trust companies,** the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been submitted to the Board of Directors for approval and to the supervisors for ratification: (I).The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. (II).The reason for choosing the specific related party as the transaction counterparty. (III).Where real estate is acquired from a related party, any information that is relevant to establish the reasonableness of transaction terms under Item 3, Paragraphs 1–4 of this Article. (IV).The date and price at which the related party originally acquired the asset, the original trading counterparty, as well as the relationship between the original trading counterparty and the Company/the Company's related parties. (V).Monthly cash flow forecasts for the year commencing from the anticipated	no.：1060001296) on 9 February 2017.

Current Article	Amended Article	Reasons for amendments
(VI).An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article. (VII).Restrictive covenants and other important stipulations associated with the transaction. The calculation of the transaction amounts referred to in the preceding paragraph shall be conducted in accordance with Article 13, Paragraph 2 herein. In the meantime, "within one year" as used herein refers to the year proceeding to the date of occurrence of the current transaction. Amounts that have already been approved by the Board of Directors and ratified by the supervisors may be excluded from calculation. With respect to the acquisition or disposal of equipment for business use between the Company and its parent or subsidiaries, if the transaction amount is within NT$500 million, the Board of Director may delegate the Chairman the authority to decide such matters and the decisions shall be subsequently submitted to and ratified by the next Board of Directors meeting. III.Assessment of the reasonableness of the transaction costs (I).On acquiring real estate from a related party, the Company shall adopt the following methods to assess the reasonableness of the transaction costs: 1.Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2.If the related party has previously pledged the property as collateral to borrow from a financial institution, then the value estimated by the financial institution should be used as reference, provided that the financial institution lent more than 70% of the property value for more than 1 year. However, this shall not apply where	month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization. (VI).An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article. (VII).Restrictive covenants and other important stipulations associated with the transaction. The calculation of the transaction amounts referred to in the preceding paragraph shall be conducted in accordance with Article 13, Paragraph 2 herein. In the meantime, "within one year" as used herein refers to the year proceeding to the date of occurrence of the current transaction. Amounts that have already been approved by the Board of Directors and ratified by the supervisors may be excluded from calculation. With respect to the acquisition or disposal of equipment for business use between the Company and its parent or subsidiaries, if the transaction amount is within NT$500 million, the Board of Director may delegate the Chairman the authority to decide such matters and the decisions shall be subsequently submitted to and ratified by the next Board of Directors meeting. III.Assessment of the reasonableness of the transaction costs (I).On acquiring real estate from a related party, the Company shall adopt the following methods to assess the reasonableness of the transaction costs: 1.Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2.If the related party has previously pledged the property as collateral to	

Current Article	Amended Article	Reasons for amendments
the financial institution is a related party of one of the trading counterparties. (II).Where land and buildings thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the buildings may be separately appraised in accordance with either of the means listed in the preceding paragraph. (III).When acquiring real estate from a related party, the Company shall appraise the cost of the real estate in accordance with Items 1 and 2, Paragraph 3 of this Article, while engaging a CPA to review the appraisal and render an opinion. (IV).In acquiring real estate from a related party and the appraised values arrived at in accordance with Items 1 and 2, Paragraph 3 of the this Article herein are uniformly lower than the transaction price, the following procedures shall be followed. The rule specified in the first paragraph, however, shall not apply to the following situations if the Company could provide objective evidence, professional appraisal reports and a CPA's opinion on the reasonableness of the transaction terms: 1.Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions: (1)Where undeveloped land is appraised in accordance with Items 1 and 2, Paragraph 3 of this Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower. (2)Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring parcels of land,	borrow from a financial institution, then the value estimated by the financial institution should be used as reference, provided that the financial institution lent more than 70% of the property value for more than 1 year. However, this shall not apply where the financial institution is a related party of one of the trading counterparties. (II).Where land and buildings thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the buildings may be separately appraised in accordance with either of the means listed in the preceding paragraph. (III).When acquiring real estate from a related party, the Company shall appraise the cost of the real estate in accordance with Items 1 and 2, Paragraph 3 of this Article, while engaging a CPA to review the appraisal and render an opinion. (IV).In acquiring real estate from a related party and the appraised values arrived at in accordance with Items 1 and 2, Paragraph 3 of the this Article herein are uniformly lower than the transaction price, the following procedures shall be followed. The rule specified in the first paragraph, however, shall not apply to the following situations if the Company could provide objective evidence, professional appraisal reports and a CPA's opinion on the reasonableness of the transaction terms: 1.Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions: (1)Where undeveloped land is appraised in accordance with Items 1 and 2, Paragraph 3 of this Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed	

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where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices. (3)Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices. 2.Where the Company has provided evidence that the terms and conditions for purchasing the real estate from the related party are equivalent to the terms of the transactions concluded in neighboring areas for similarly-sized parcels by other non-related parties within one year. Completed transactions for neighboring parcels of land in the preceding paragraph in principle refer to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; "Transactions for similarly-sized parcels", in principle, refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction. "Within one year" in the preceding paragraph refers to one year dating back from the date of occurrence of acquiring of the real estate. (V).When the Company acquires real estate from a related party and the appraised values arrived at in accordance with Items 1–4, Paragraph 3 of the Article herein are uniformly lower than the transaction price, the following procedures shall be followed: 1.The Company shall set aside a special reserve in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the transaction price and the appraised cost for the real estate. These funds may not be distributed or used for capital increase or issuance of bonus shares. 2.The supervisors shall perform their duties according to Article 218 of the	the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower. (2)Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices. (3)Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices. 2.Where the Company has provided evidence that the terms and conditions for purchasing the real estate from the related party are equivalent to the terms of the transactions concluded in neighboring areas for similarly-sized parcels by other non-related parties within one year. Completed transactions for neighboring parcels of land in the preceding paragraph in principle refer to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; "Transactions for similarly-sized parcels", in principle, refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction. "Within one year" in the preceding paragraph refers to one year dating back from the date of occurrence of acquiring of the real estate. (V).When the Company acquires real estate from a related party and the	

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Company Act. 3.Actions taken pursuant to Items 1 and 2 shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus. If the Company has set aside a special reserve under the preceding paragraphs, it shall not draw on the reserve unless it has recognized the loss on decline in market value of the assets it purchased at a premium; has disposed of the assets or made adequate compensation; or has restored the status quo ante; or there is other evidence confirming that there was nothing unreasonable about the transaction. Agreement from the competent authority is also required. (VI).Under the following circumstances, the Company shall follow the rules specified in Items 1 and 2 herein regarding the appraisal and operating procedures for acquiring real estate from a related party. The provisions in Items 1–3, Paragraph 3 of the Article herein regarding the assessment of reasonableness of transaction costs shall not apply: 1. The related party acquired the real property through inheritance or as a gift. 2. More than 5 years have elapsed from the time the related party signed the contract to obtain the real property to the signing date for the current transaction. 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.	appraised values arrived at in accordance with Items 1–4, Paragraph 3 of the Article herein are uniformly lower than the transaction price, the following procedures shall be followed: 1.The Company shall set aside a special reserve in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the transaction price and the appraised cost for the real estate. These funds may not be distributed or used for capital increase or issuance of bonus shares. 2.The supervisors shall perform their duties according to Article 218 of the Company Act. 3.Actions taken pursuant to Items 1 and 2 shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus. If the Company has set aside a special reserve under the preceding paragraphs, it shall not draw on the reserve unless it has recognized the loss on decline in market value of the assets it purchased at a premium; has disposed of the assets or made adequate compensation; or has restored the status quo ante; or there is other evidence confirming that there was nothing unreasonable about the transaction. Agreement from the competent authority is also required. (VI).Under the following circumstances, the Company shall follow the rules specified in Items 1 and 2 herein regarding the appraisal and operating procedures for acquiring real estate from a related party. The provisions in Items 1–3, Paragraph 3 of the Article herein regarding the assessment of reasonableness of transaction costs shall not apply: 1. The related party acquired the real property through inheritance or as a gift. 2. More than 5 years have elapsed from the time the related party	

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	signed the contract to obtain the real property to the signing date for the current transaction. 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.	
Article 11 (Procedures for Mergers, Spin-offs, Acquisitions or Transfers of Shares) I.Appraisal and operating procedures (I).In handling mergers, spin-offs, acquisitions or share transfers, the Company shall, before convening a board meeting to approve such matter, engage a CPA, attorney or securities underwriter to provide opinions on the reasonableness of the share exchange ratio, acquisition price, the cash or other property to be distributed to shareholders, etc. The proposal shall be submitted to the board of directors for deliberation and passage. (II).The Company shall, before the shareholders' meeting, prepare a public report to when the Company directly or indirectly merges with subsidiaries holding 100% of the Company's outstanding shares or capital or when subsidiaries that directly or indirectly hold 100% of the Company's outstanding shares or capital are merged. the shareholders detailing important contractual content and matters relevant to the merger, divestment, or acquisition. The report shall be sent to the shareholders along with the notification for shareholders' meeting and the expert opinions referred to in Item 1, Paragraph 1 of the article herein, so that it can be used as a reference for decision-making on the merger, divestment, or acquisition. However, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, spin-off or acquisition, this restriction shall not apply. Where the shareholders' meeting and any one of the companies participating in a merger, spin-off, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or	Article 11 (Procedures for Mergers, Spin-offs, Acquisitions or Transfers of Shares) I.Appraisal and operating procedures (I).In handling mergers, spin-offs, acquisitions or share transfers, the Company shall, before convening a board meeting to approve such matter, engage a CPA, attorney or securities underwriter to provide opinions on the reasonableness of the share exchange ratio, acquisition price, the cash or other property to be distributed to shareholders, etc. The proposal shall be submitted to the board of directors for deliberation and passage. **However, professional appraisal as mentioned in the preceding paragraph is exempted when the Company directly or indirectly merges with subsidiaries holding 100% of the Company's outstanding shares or capital or when subsidiaries that directly or indirectly hold 100% of the Company's outstanding shares or capital are merged.** (II).The Company shall, before the shareholders' meeting, prepare a public report to when the Company directly or indirectly merges with subsidiaries holding 100% of the Company's outstanding shares or capital or when subsidiaries that directly or indirectly hold 100% of the Company's outstanding shares or capital are merged. the shareholders detailing important contractual content and matters relevant to the merger, divestment, or acquisition. The report shall be sent to the shareholders along with the notification for shareholders' meeting and the expert opinions referred to in Item 1, Paragraph	To comply with the Financial Supervisory Commission, R.O.C.(Ref. no.：1060001296) on 9 February 2017.

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the proposal is rejected by the shareholders' meeting, the company participating in a merger, spin-off, or acquisition shall immediately explain publicly the reason, the follow-up measures and the preliminary date of the next shareholders' meeting. II.Other terms and conditions (I).Date of board of directors meetings and shareholders' meetings: Unless otherwise regulated by law or approved in advance by the competent authority for any special reason, all participants of a merger, divestment or business acquisition must convene board of directors meetings and shareholders' meetings on the same day to resolve any details related to the merger/divestment/business acquisition. Unless otherwise provided by law or agreed in advance by the competent authority for special reasons, the companies participating in share exchange are required to convene a board of directors meeting on the same day. (II).Written record: The Company shall keep a complete written record including the following information, which shall be retained for five years for review and audit purposes: 1. Basic Personnel Information: Including the job title, name and ID number (or passport number in the case of foreign nationals) of all personnel involved in the planning or implementation of the merger, divestment, acquisition, or share exchange prior to public disclosure of the information. 2. Dates of Important Events: Including the dates of signing a letter of intent/memorandum of understanding, commissioning a financial or legal advisor, signing contracts or holding board of directors meetings. 3. Important Documents and Meeting Minutes Including the plans for merger, divestment, acquisition or share exchange, letter of intent or memorandum of understanding, important contracts and minutes of the board of directors meetings. The Company shall, within 2 days from the date of passage of the board	1 of the article herein, so that it can be used as a reference for decision-making on the merger, divestment, or acquisition. However, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, spin-off or acquisition, this restriction shall not apply. Where the shareholders' meeting and any one of the companies participating in a merger, spin-off, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders' meeting, the company participating in a merger, spin-off, or acquisition shall immediately explain publicly the reason, the follow-up measures and the preliminary date of the next shareholders' meeting. II.Other terms and conditions (I).Date of board of directors meetings and shareholders' meetings: Unless otherwise regulated by law or approved in advance by the competent authority for any special reason, all participants of a merger, divestment or business acquisition must convene board of directors meetings and shareholders' meetings on the same day to resolve any details related to the merger/divestment/business acquisition. Unless otherwise provided by law or agreed in advance by the competent authority for special reasons, the companies participating in share exchange are required to convene a board of directors meeting on the same day. (II).Written record: The Company shall keep a complete written record including the following information, which shall be retained for five years for review and audit purposes: 1.Basic Personnel Information: Including the job title, name and ID number (or passport number in the case of foreign nationals) of all personnel involved in the planning or implementation of the merger, divestment, acquisition, or share exchange prior to public disclosure of the information. 2.Dates of Important Events:	

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resolution, report the information required in Items 1 and 2 to the competent authority via the Internet information system in the prescribed format. Where any of the companies participating in a merger, demerger, acquisition or transfer of shares is neither listed on an exchange nor has its shares traded on an over-the-counter market, the Company shall sign an agreement with the company (or companies) listed or traded and shall abide by the provisions of this paragraph. (III).Undertaking of confidentiality: All personnel participating in or privy to the plan for the merger, spin-offs, acquisition, or transfer of shares shall be required to issue an undertaking of confidentiality in writing not to disclose the content of the plan prior to public disclosure of the information. Neither shall they, in their own name or under the name of a third person, trade in any stock and other equity securities of any company related to such plan. (IV).Formulation and change of share exchange ratio or acquisition price: Except for the following circumstances, the Company shall not arbitrarily change the share exchange ratio or acquisition price. The Company shall, in the meantime, stipulate in the relevant contracts the conditions where such changes are allowed: 1.Administering capital increase in cash or issuance of convertible corporate bonds, bonus shares, corporate bonds with warrants, preferred shares with warrants, stock warrants or other equity based securities. 2.Disposal of the Company's major assets or other activities which may influence the financial operations of the Company. 3.Significant events such as major disasters or material technology changes which will influence the shareholders' equity or share price of the Company. 4.Adjustments made by any of the	Including the dates of signing a letter of intent/memorandum of understanding, commissioning a financial or legal advisor, signing contracts or holding board of directors meetings. 3.Important Documents and Meeting Minutes Including the plans for merger, divestment, acquisition or share exchange, letter of intent or memorandum of understanding, important contracts and minutes of the board of directors meetings. The Company shall, within 2 days from the date of passage of the board resolution, report the information required in Items 1 and 2 to the competent authority via the Internet information system in the prescribed format. Where any of the companies participating in a merger, demerger, acquisition or transfer of shares is neither listed on an exchange nor has its shares traded on an over-the-counter market, the Company shall sign an agreement with the company (or companies) listed or traded and shall abide by the provisions of this paragraph. (III).Undertaking of confidentiality: All personnel participating in or privy to the plan for the merger, spin-offs, acquisition, or transfer of shares shall be required to issue an undertaking of confidentiality in writing not to disclose the content of the plan prior to public disclosure of the information. Neither shall they, in their own name or under the name of a third person, trade in any stock and other equity securities of any company related to such plan. (IV).Formulation and change of share exchange ratio or acquisition price: Except for the following circumstances, the Company shall not arbitrarily change the share exchange ratio or acquisition price. The Company shall, in the meantime, stipulate in the relevant contracts the conditions where such changes are allowed: 1.Administering capital increase in cash or issuance of convertible	

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participating companies of the merger, divestment, acquisition or share exchange due to the lawful buyback of treasury stock. 5.Changes in the entities or number of participating companies for the merger, spin-offs, acquisition, or share exchange. 6.Other terms and conditions in which changes are permitted, subject to that they have been stipulated in the relevant contracts and publicly disclosed. (V).Contract disclosure: The Company shall state clearly in the relevant contracts the rights and obligations of the participating companies participating in the merger, spin-offs, acquisition, or transfer of shares, and shall clearly specify the following matters: 1.Procedures for handling breach of contract. 2.Principles for handling equity securities previously issued or treasury stock previously bought back by a company which has been divested, or extinguished in the process of a merger. 3.The amount of treasury stock that can be lawfully purchased back by the participating company after the record date for calculating the share exchange ratio and the administrative principles. 4.Methods for handling changes in the entities or number of participating companies. 5.The implementation timetable and expected date of completion for the project. 6.The scheduled date for the shareholders' meeting required by law and the relevant procedures in case of any failure to meet the project deadline. (VI).Handling of changes in the number of participating companies for the merger, spin-offs, acquisition, or share exchange: In the event that, after the public disclosure of the information for the merger, spin-off, acquisition or share exchange participated in by the Company, one of the participating companies intends to engage another company (companies) in such activities, all the participating companies shall again go through all the procedures and legal	corporate bonds, bonus shares, corporate bonds with warrants, preferred shares with warrants, stock warrants or other equity based securities. 2.Disposal of the Company's major assets or other activities which may influence the financial operations of the Company. 3.Significant events such as major disasters or material technology changes which will influence the shareholders' equity or share price of the Company. 4.Adjustments made by any of the participating companies of the merger, divestment, acquisition or share exchange due to the lawful buyback of treasury stock. 5.Changes in the entities or number of participating companies for the merger, spin-offs, acquisition, or share exchange. 6.Other terms and conditions in which changes are permitted, subject to that they have been stipulated in the relevant contracts and publicly disclosed. (V).Contract disclosure: The Company shall state clearly in the relevant contracts the rights and obligations of the participating companies participating in the merger, spin-offs, acquisition, or transfer of shares, and shall clearly specify the following matters: 1.Procedures for handling breach of contract. 2.Principles for handling equity securities previously issued or treasury stock previously bought back by a company which has been divested, or extinguished in the process of a merger. 3.The amount of treasury stock that can be lawfully purchased back by the participating company after the record date for calculating the share exchange ratio and the administrative principles. 4.Methods for handling changes in the entities or number of participating companies. 5.The implementation timetable and	

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actions which have already been completed for the original merger, spin-off, acquisition or share transfer. A participating company, however, may be exempted from calling another shareholders' meeting to reapprove the plan, if the number of participating companies has decreased and the Board of Directors of the Company have received approval and authorization from the shareholders' meeting to change the authority. (VII).If a company participating in a merger, spin-off, acquisition, or transfer of shares is not publicly listed in the Republic of China, the Company shall sign an agreement with such participating companies, while abiding by the procedures set forth in Items 1, 2, 3, and 6, Paragraph 2 of this Article regulation.	expected date of completion for the project. 6.The scheduled date for the shareholders' meeting required by law and the relevant procedures in case of any failure to meet the project deadline. (VI).Handling of changes in the number of participating companies for the merger, spin-offs, acquisition, or share exchange: In the event that, after the public disclosure of the information for the merger, spin-off, acquisition or share exchange participated in by the Company, one of the participating companies intends to engage another company (companies) in such activities, all the participating companies shall again go through all the procedures and legal actions which have already been completed for the original merger, spin-off, acquisition or share transfer. A participating company, however, may be exempted from calling another shareholders' meeting to reapprove the plan, if the number of participating companies has decreased and the Board of Directors of the Company have received approval and authorization from the shareholders' meeting to change the authority. (VII).If a company participating in a merger, spin-off, acquisition, or transfer of shares is not publicly listed in the Republic of China, the Company shall sign an agreement with such participating companies, while abiding by the procedures set forth in Items 1, 2, 3, and 6, Paragraph 2 of this Article regulation.	
Article 13 (Public Disclosure of Information) I.Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the information reporting website designated by the competent authority in the appropriate format as prescribed by regulations within 2 days commencing immediately from the date of occurrence of the event. The Company shall keep all relevant contracts, meeting minutes, log books, appraisal reports and opinions of the certified public accountant, attorney and	Article 13 (Public Disclosure of Information) I.Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the information reporting website designated by the competent authority in the appropriate format as prescribed by regulations within 2 days commencing immediately from the date of occurrence of the event. The Company shall keep all relevant contracts, meeting minutes, log	To comply with the Financial Supervisory Commission, R.O.C.(Ref. no.：1060001296) on 9 February 2017.

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securities underwriter at the company headquarters, where they shall be retained for five years, except where another act provides otherwise. (I).Acquisition or disposal of real property from or to a related party, or acquisition or disposal of assets other than real property from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided that this shall not apply to trading of government bonds, or bonds under repurchase and resale agreements, or subscription or **redemption** of domestic money market funds. (II).Engaging in a merger, demerger, acquisition or transfer of shares. (III).Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the provisions herein. (IV) Where an asset transaction other than any of those referred to in the preceding three subparagraphs or an investment in the mainland China area reaches 20% or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: 1.Trading of government bonds. **2.Securities trading by investment professionals on foreign or domestic securities exchanges or over-the-counter markets, or subscription of securities by a securities firm, either in the primary market or in accordance with relevant regulations.** **3.**Trading of bonds under repurchase/resale agreements, or subscription or **redemption** of domestic money market funds. 4.Where the type of asset acquired or disposed is equipment for business use, the trading counterparty is not a related party, and the transaction amount is **less than** NT$500 million. 5.Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented	books, appraisal reports and opinions of the certified public accountant, attorney and securities underwriter at the company headquarters, where they shall be retained for five years, except where another act provides otherwise. (I).Acquisition or disposal of real property from or to a related party, or acquisition or disposal of assets other than real property from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided that this shall not apply to trading of government bonds, or bonds under repurchase and resale agreements, or subscription or **redemption of domestic money market funds that are issued by securities investment trust companies.** (II).Engaging in a merger, demerger, acquisition or transfer of shares. (III).Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the provisions herein. (IV).Where the type of asset acquired or disposed of is equipment for business use, the trading counterparty is not a related party, **and the transaction amount meets any of the following criteria:** 1.**For a company whose paid-in capital is less than NT$10 billion,** the transaction amount reaches NT$500 million or more. **2.For a company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$100 million or more.** (V).Where land is acquired under an arrangement engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the Company expects to invest in the transaction is more than	

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land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the Company expects to invest in the transaction is **less than** NT$500 million. II.The transaction amount used above is calculated as follows: (I).The amount of any individual transaction. (II).The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year. (III).The cumulative transaction amount of real estate acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year. (IV).The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. III."Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced need not be counted toward the transaction amount. IV.When the Company at the time of public announcement makes an error or omission in an item required by the regulations to be publicly announced and is required to correct it, all the items shall be again publicly announced and reported in their entirety within 2 days commencing immediately from the date on which the error or omission is known. V.Under any of the following circumstances after the Company has announced or reported transactions according to Paragraph 1, the Company shall publicly announce and report the relevant information on the information reporting website designated by the competent authority in the appropriate format as prescribed by regulations. 1.Change, termination or rescission	NT$500 million. (VI).Where an asset transaction other than any of those referred to in the preceding five provisions or an investment in mainland China reaches 20% of the Company's paid-in capital or NT$300 million or more. This shall not apply to the following circumstances: 1.Trading of government bonds. **2.**Trading of bonds under repurchase and resale agreements, or subscription or **redemption of domestic money market funds that are issued by securities investment trust companies.** II.The transaction amount used above is calculated as follows: (I).The amount of any individual transaction. (II).The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year. (III).The cumulative transaction amount of real estate acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year. (IV).The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. III."Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced need not be counted toward the transaction amount. IV.When the Company at the time of public announcement makes an error or omission in an item required by the regulations to be publicly announced and is required to correct it, all the items shall be again publicly announced and reported in their entirety **within 2 days commencing immediately from the date on** which the error or omission is known. V.Under any of the following circumstances after the Company has	

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of a contract signed in regard to the original transaction. 2.Failure to complete the merger, divestment, acquisition, or share exchange within the deadline prescribed in the contract. 3.Change to the originally publicly announced and reported information.	announced or reported transactions according to Paragraph 1, the Company shall publicly announce and report the relevant information on the information reporting website designated by the competent authority in the appropriate format as prescribed by regulations within 2 days commencing immediately from the date of occurrence of the event: 1.Change, termination or rescission of a contract signed in regard to the original transaction. 2.Failure to complete the merger, divestment, acquisition, or share exchange within the deadline prescribed in the contract. 3.Change to the originally publicly announced and reported information.	
Article 19 (Date of Amendments) These Procedures were amended on May 21, 2003. The second amendment was made on May 30, 2007. The third amendment was made on June 22, 2012. The forth amendment was made on June 25, 2014. The fifth amendment was made on June 23, 2016.	Article 19 (Date of Amendments) These Procedures were amended on May 21, 2003. The second amendment was made on May 30, 2007. The third amendment was made on June 22, 2012. The forth amendment was made on June 25, 2014. The fifth amendment was made on June 23, 2016. The sixth amendment was made on June 23, 2017.	Adding amendments frequency and dates.