英屬開曼群島商世芯電子股份有限公司

Alchip Technologies, Ltd.

民國 102 年股東常會議事錄

Minutes of 2013 Annual General Meeting

時　間：民國一〇二年六月二十八日（星期五）上午九時正
Time：09:00 a.m. on Friday, June 28, 2013

地　點：台北市內湖區文湖街12號9樓
Venue：9F, No. 12, Wenhu St., Neihu District, Taipei

出　席：出席或代理出席股份總數為46,850,880股，佔本公司2013年4月30日(下稱「停止過戶日」)所統計之已發行股份總數53,871,342股之86.96%。
Shares present in person or in proxy：46,850,880 out of the 53,871,342 shares outstanding on April 30, 2013 (the "Record Date"), or 86.96%

主　席：關董事長 建英　　　　　　紀錄：廖筱萍
Chairman：Mr. Kinying Kwan, Chairman of the Board of Directors
Recorder：Hsiao Ping Liao

一、主席宣布開會：主席報告出席股東連同委託代理人所代表之股份總數已達法令股數，主席宣布開會。

Meeting Duly Constituted

The Chairman asked the Emcee to report on the presence of a quorum at the meeting. The Emcee stated that a majority of shares outstanding and entitled to vote were represented at the meeting in person or by proxy and that a quorum was present. The Chairman stated that the meeting was duly constituted.

二、主席致詞[略]

Chairman's Address (Omitted)

三、報告事項 Report on Company Affairs

（一）民國101年度營業狀況報告，請參閱本議事錄第11~14頁附件一。

The business report of 2012 is attached as hereto as Exhibit I, please refer to page 11~14.

（二）審計委員會審查民國101年度決算表冊報告，請參閱本議事錄第15~16頁附

件二。

Audit Committee's Review Report on 2012 Consolidated Financial Statements is attached as hereto as Exhibit II, please refer to page 15~16.

（三）修訂董事會議事規則案，請參閱本議事錄第32~39頁附件四。

The amendments to the Rules Governing Procedures for Meetings of Board of Director, a copy of which is attached as hereto as Exhibit IV, please refer to page 32~39.

（四）採用國際會計準則相關調整提列案。

The report on the financial statement adjustment of adoption of International Financial Reporting Standards (IFRS).

四、承認事項 Proposed Resolutions

承認案一　　董事會 提

案由：民國 101 年度營業報告書及財務報表案。

說明：一、本公司民國 101 年度營業報告書請參閱本議事錄第 11~14 頁附件一。

二、本公司民國 101 年度合併財務報告，包括：資產負債表、損益表、股東權益變動表、現金流量表，業經勤業眾信聯合會計師事務所王儀雯及范有偉會計師查核簽證完竣，並出具查核報告書在案。

三、民國 101 年度會計師查核報告及上述合併財務報表，請參閱本議事錄第 17~31 頁附件三。

決議：本案採表決方式進行決議，表決時出席股東表決權數 46,850,880 權，贊成權數 42,734,646 權，否決權數 0 權，贊成權數佔出席股東表決權數 91.21%，本案照原案表決通過。

<u>2012 Business Report and the Consolidated Financial Statements for the year ended December 31, 2012 of the Company (Proposed by the Board of Directors)</u>

Explanatory Notes:

(1) 2012 Business Report of the Company is attached as hereto as Exhibit I, please refer to page 11~14.

(2) The Company's 2012 Consolidated Financial Statements, including Balance Sheet, Income Statement, Statement of Changes in Shareholder's Equity and Cash Flow Statement, were audited by independent auditors, Janice Wang and Peter Fan of Deloitte & Touche Tohmatsu.

(3) The independent auditors' audit report and the above-mentioned Consolidated Financial Statements are attached hereto as Exhibit III, please refer to page17~31.

The Chairman called for a vote on the following resolution and the resolution passed is recorded as follows：

RESOLVED, as an ordinary resolution：

THAT 2012 Business Report of the Company and the Consolidated Financial Statements for the year ended December 31, 2012 of the Company attached as Exhibit I and Exhibit III hereto are approved.

Results: The number of shares represented by the shareholders present at the time of voting was 46,850,880 and 42,734,646 votes were cast for the proposal, which was 91.21% of the votes represented by the shareholders present; no votes were cast against the proposal. The shareholders approved the resolution as an ordinary resolution.

承認案二　董事會 提

案由：民國101年度盈餘分配案，提請 承認。

說明：一、民國 101 年度盈餘分配，業經民國 102 年 3 月 8 日董事會依公司法及本公司章程規定擬具分派如下表。

二、本公司 101 年度盈餘分派案，經董事會決議，暫不分派股利、員工紅利及董事酬勞。

英屬開曼群島商世芯電子股份有限公司

2012 盈餘分配表

（單位: 美金）

Items	Total
2012稅後盈餘	316,660
2012 可分配盈餘	316,660
年初保留盈餘	8,805,371
2012 未分配保留盈餘	9,122,031
未分配保留盈餘	9,122,031
附註: 1.本年度無發放股票或現金股利。 2.本年度無配發員工紅利及董事酬勞。	

決議：本案採表決方式進行決議，表決時出席股東表決權數 46,850,880 權，贊成權數 42,734,646 權，否決權數 0，贊成權數佔出席股東表決權數 91.21%，本案照原案表決通過。

<u>2012 Profit Distribution</u>

Explanatory Notes:

(1) The Board has adopted a proposal for 2012 Profit Distribution on March 8, 2013 in accordance with the Company Act and Articles of Incorporation. Please refer to 2012 Profit Distribution Table as follows.

(2) The Board has approved there is no dividend distribution, employee profit and director compensation in 2013.

Alchip Technologies, Limited
PROFIT DISTRIBUTION TABLE
Year 2012

（Unit: USD）

Items	Total
2012Net profit after tax	316,660
2012Distributable net profit	316,660
Beginning retained earnings	8,805,371
2012Unappropriated retained earnings	9,122,031
Unappropriated retained earnings	9,122,031
Note： 1.There is no dividend distribution in 2013. 2.There is no employee profit and director compensation in 2013.	

The Chairman called for a vote on the following resolutions and the resolutions passed are recorded as follows:

RESOLVED, as ordinary resolutions:
THAT the 2012 Profit Distribution is hereby approved.

Results: The number of shares represented by the shareholders present at the time of voting was 46,850,880 and 42,734,646 were cast for the proposal, which was 91.21% of the votes represented by the shareholders present. No votes were cast against the proposal. The shareholders approved the resolution as an ordinary resolution.

五、討論與選舉事項 Discussion and Election Items

討論案一　　　　　　　　　　　　　　　　　　　董事會 提

案由：修訂資金貸與他人作業程序案，提請 討論。

說明：為符合台灣上市(櫃)法規，擬修訂本公司「資金貸與他人作業程序」，修訂條文對照表請參閱本議事錄第40~46頁附件五。

決議：本案採表決方式進行決議，表決時出席股東表決權數46,850,880權，贊成權數42,722,646權，否決權數0，贊成權數佔出席股東表決權數91.18%，本

案照原案表決通過。

<u>Amendments to the Guideline for Loaning Funds to Others</u>

Explanatory Notes:

It is proposed that the Guideline for Loaning Funds to Others be amended in accordance with the relevant Taiwan listing regulations. Please refer to page 40~46, Exhibit V for details.

The Chairman called for a vote on the following resolution and the resolution passed is recorded as follows:

> **RESOLVED,** as an ordinary resolution:
> **THAT** the Guideline for Loaning Funds to Others attached as Exhibit V be and is hereby approved and adopted by the Company.

Results: The number of shares represented by the shareholders present at the time of voting was 46,850,880 and 42,722,646 were cast for the proposal, which was 91.18% of the votes represented by the shareholders present. No votes were cast against the proposal. The shareholders approved the resolution as an ordinary resolution.

討論案二　　　　　　　　　　　　　　　　　　　　　董事會 提

案由：修訂背書及保證作業程序案，提請 討論。

說明：為符合台灣上市(櫃)法規，擬修訂本公司「背書及保證作業程序」，修訂條文對照表請參閱本議事錄第47~53頁附件六。

決議：本案採表決方式進行決議，表決時出席股東表決權數46,850,880權，贊成權數42,722,646權，否決權數0，贊成權數佔出席股東表決權數91.18%，本案照原案表決通過。

<u>Amendments to the Guideline for Endorsement and Guaranty</u>

Explanatory Notes:

It is proposed that the Guideline for Endorsement and Guaranty be amended in accordance with the relevant Taiwan listing regulations. Please refer to page 47~53, Exhibit VI for details.

The Chairman called for a vote on the following resolution and the resolution passed is recorded as follows:

> **RESOLVED,** as an ordinary resolution:
> **THAT** the Guideline for Endorsement and Guaranty attached as Exhibit VI be and is hereby approved and adopted by the Company.

Results: The number of shares represented by the shareholders present at the time of voting was 46,850,880 and 42,722,646 were cast for the proposal, which was 91.18% of the votes represented by the shareholders present. No votes were cast against the proposal. The shareholders approved the resolution as an ordinary resolution.

討論案三　董事會 提

案由：擬請全體股東放棄上市(櫃)時採新股承銷之現金增資優先認股權利案，提請 討論。

說明：一、為配合申請上市(櫃)之相關承銷規定，擬於未來主管機關審議通過本公司上市(櫃)申請後，以擬上市櫃總額之10%，辦理現金增資發行新股作為上市(櫃)公開承銷之用，並請全體股東同意放棄此次現金增資之優先認股權。

二、該次現金增資所發行之新股，其實際發行價格將由本公司與承銷券商共同議定之。

三、該次現金增資發行新股所訂定之發行價格、實際發行條件及其他相關事項等，擬請股東會授權董事會全權處理。

決議：本案採表決方式進行決議，表決時出席股東表決權數46,850,880權，贊成權數42,722,646權，否決權數12,000權，贊成權數佔出席股東表決權數91.18%，本案照原案表決通過。

Approval of the application to the Taiwan Stock Exchange ("TWSE") or Gre-Tai Securities Market of Taiwan ("GTSM") for the listing of the equity securities of the Company on the TWSE or the GTSM (the "Listing Application") and the proposed financing of the Company through the issuance of new shares in regard to the listing of equity securities of the Company on the TWSE or the GTSM, and the waiver of the shareholders of any pre-emptive rights to subscribe to the Company's issuance of new shares through such public offering be submitted to the shareholders for approval by way of an ordinary resolution

Explanatory Notes:

(1) In accordance with the listing regulations, Board intends to implement the proposed financing of the Company through the issuance of 10% new shares in regard to the listing of equity securities of the Company on the TWSE or the GTSM at appropriate time and the shareholders should waive any pre-emptive right to subscribe to the Company's issurance of new shares through such public offering;

(2) in connection with the Listing Application, the proposed offering for subscription of new shares in the Company by means of an initial public offering in Taiwan (the "New Shares Issuance") at the price (the "Offer Price") to be determined between the Company and the underwriters is hereby approved;and

(3) the Board be and is hereby authorized to negotiate and determine the final Offer Price and the final terms and conditions of the New Shares Issuance on behalf of the Company and shall subsequently submit for ratification by the Board.

The Chairman called for a vote on the following resolution and the resolution passed is recorded as follows:

> **RESOLVED,** as an ordinary resolution:
> **THAT** the application to the TWSE or GTSM for the listing of the equity securities of the Company on the TWSE or GTSM (the "Listing Application") at appropriate time be and is hereby approved;
>
> **THAT** the proposed offering for subscription of new shares in the Company by means of an initial public offering in Taiwan (the "New Shares Issuance") at the price (the "Offer Price") to be determined between the Company and the underwriters is hereby approved; and
>
> **THAT** the Board be and is hereby authorized to negotiate and determine the final Offer Price and the final terms and conditions of the New Shares Issuance on behalf of the Company and shall subsequently submit for ratification by the Board.

Result: The number of shares represented by the shareholders present at the time of voting was 46,850,880 and 42,722,646 votes were cast for the proposal, which was 91.18% of the votes represented by the shareholders present. 12,000 votes were cast against the proposal which was 0.03% of the votes represented by the shareholders present. The shareholders approved the resolution as an ordinary resolution.

討論案四　　　　　　　　　　　　　　　　董事會 提

案由：全面改選本公司董事(含3位獨立董事)案，提請 討論。

說明：一、本公司董事及獨立董事任期將於102年7月8日屆滿，擬於今年股東常會先行全面改選董事七位(含三位獨立董事)。

二、依本公司章程第25.1條，擬選任董事七人(包含獨立董事三人)，任期三年，自102年6月28日起至105年6月27日止。選舉辦法請參閱本公司議事手冊第86~89頁附錄四。

三、依相關法令規定，獨立董事選舉應採候選人提名制度，股東應就獨立董事候選名單選任之，獨立董事候選人名單業經本公司2013年5月10日董事會審查，其學歷、經歷及其他資料請參閱議事手冊第58頁附件七。

選舉結果：董事當選名單及得票權數如下：

職稱	姓名	當選權數
董事	Kwan, Kinying	49,619,790
董事	張國威	46,645,616
董事	Ng, Benjamin Jin-Ping	46,180,354
董事	Shen, Johnny Shyang-Lin	44,814,283
獨立董事	洪茂蔚	36,496,449
獨立董事	江善頌	36,496,449
獨立董事	莊彬甫	36,496,449

Election of the Directors (including 3 independent directors)

Explanatory Notes：

(1) The tenure of all Directors (including independent directors) will expire on July 8, 2013. The Company intends to resolve that seven Directors (including three independent directors) will be elected at the 2013 Annual General Meeting.

(2) Pursuant to the M&A Article 25.1, the Company proposes to elect seven Directors (including three independent directors), each of whom shall be appointed to a term of office of three years. The tenure of newly elected directors shall commence on June 28, 2013 and expire on June 27, 2016. Please refer to page 86~89, Appendix IV of AGM Handbook for the Regulation Governing the Election of Directors.

(3) The election of independent directors is to be conducted under the "candidate nomination system" in accordance with the relevant laws and regulations.The independent directors shall be elected from the nominated candidates whose qualifications have been reviewed by the meeting of Board of Directors on May 10, 2013. Please refer to page 58, Exhibit VII of AGM Handbook for the list of candidates of independent directors.

The Chairman asked for objections. Hearing no objections, the Chairman called for voting and the Company held elections for the directors. Ballots were distributed to shareholders and the votes were tallied.

Result: The Emcee announced the following people be elected as the directors and independent directors of the Company with effect immediately and that the Register of Directors and Officers be updated accordingly:

Position	Name	Number of Votes
Director	Kinying Kwan	49,619,790
Director	Herbert Chang	46,645,616
Director	Benjamin Jin-Ping Ng	46,180,354
Director	Johnny Shyang-Lin Shen	44,814,283
Independent Director	Mao-Wei Hung	36,496,449
Independent Director	Brian Chiang	36,496,449
Independent Director	Binfu Chuang	36,496,449

討論案五　　　　董事會 提

案由：解除新任董事競業禁止案，提請 討論。

說明：一、依公司法第209條規定：董事為自己或他人為屬於本公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得許可。

二、擬於股東會決議，解除新任董事競業禁止之限制。有關董事兼任之主要內容請參閱本議事錄第54頁附件七。

決議：本案採表決方式進行決議，表決時出席股東表決權數46,850,880權，贊成權數42,722,646權，否決權數0，贊成權數佔出席股東表決權數91.18%，本案照原案表決經特別重度決議通過。

Release from restrictions relating to the participation in competing industries by the directors by way of a supermajority resolution

Explanatory Notes:

(1) In accordance with Article 209 of the R.O.C. Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such as act and secure its approval.

(2) It is proposed to release from restrictions relating to the Directors' participation in competing industries.Please refer to page 54, Exhibit VII for details.

The Chairman called for a vote on the following resolution:

RESOLVED, as a supermajority resolution:

THAT the release from restriction relating to the directors' participation in competing industries and the table of Directors' positions in other companies attached as Exhibit VII are hereby approved.

Result: The number of shares represented by the shareholders present at the time of voting was 46,850,880 and 42,722,646 were cast for the proposal, which was 91.18% of the votes represented by the shareholders present. No votes were cast against the proposal. The shareholders approved the resolution as an ordinary resolution.

六、臨時動議 :無

七、於當日上午 9 時 48 分散會

<u>Other Matters</u>

The Chairman then asked if there were any other business items to come before the meeting, and there were none. Accordingly, the Chairman adjourned the meeting at 9: 48 A.M.

Kinying Kwan

Meeting Chair

Hsiao Ping Liao

Meeting Secretary

【附件一】**EXHIBIT I**

英屬開曼群島商世芯電子股份有限公司
營業報告書

身為無晶圓廠ASIC設計領導廠商，受2012年全球景氣不佳及半導體產業成長趨緩影響，世芯電子營收及獲利表現皆不如預期，2012年合併營收以美元計算約九千零三十萬元，較前一年微幅成長2.6%，但因客戶沉重價格壓力壓縮利潤空間，稅後淨利為三十二萬美元，較前一年下滑85%。

雖獲利表現不如預期，但在業務發展上卻有相當斬獲。2012 年本公司積極拓展亞太及其他地區業務，試圖掌握在大環境不景氣下，廠商為求成本削減及提高效率所產生之委外設計商機，並藉著自身在高階製程設計及製造的能力，成功獲得日本及韓國新重量級客戶的青睞。同時，世芯電子也連續兩年獲得德勤亞太高科技高成長 Fast 500 獎項。

在技術研發方面，世芯電子仍然維持 ASIC 設計服務領域中先進製程技術的領先地位，營收中高達 73%都屬於高階製程(65 奈米及以下)設計案，我們也於 2012 年開始提供客戶最先進的 28 奈米製程服務，並預計在 2013 年即可將 28 奈米設計導入量產。

在產品應用方面，除了與既有客戶持續合作外，也獲得多家新客戶的青睞，成為其後端設計服務供應商，完成了許多高效能、低功耗的設計案。產品的應用領域包含:高解析度電視、數位相機、娛樂系統、行動寬頻以及通訊網絡設備…等，尤其是需要更高效能、更低功耗的智慧型應用產品與通訊網絡技術，預計將成為公司未來持續成長的動能。

依銷售區域分析，日本地區的營收因大型系統客戶的加持，仍為世芯電子最主要的營收來源；雖台灣地區因主要客戶受市場變遷影響而營收下滑，但隨著其他客戶陸續開始量產，台灣地區的營收依舊為世芯第二大營收來源。此外，本公司於 2012 年積極開發亞太市場，並已成功贏得韓國一線 IC 設計大廠之訂單，與此同時，也與韓國主要大型整合元件廠(IDM)密切商談未來合作的計畫，相信在 2013 年，韓國將迅速成為世芯電子主要營收來源地區之一。同時，我們也將持續拓展北美、歐洲及新興地區的委外商機，預期隨著全球經濟基本面轉佳，世芯電子 2013 年不論是營收或獲利，將較 2012 年有顯著成長。

財務表現

以新台幣計算，2012年本公司營業額為新台幣二十六億二仟三佰萬元，較2011年的營業額新台幣二十六億六仟六佰萬元下滑了1.58%，2012年稅後淨利為新台幣九百二十萬元，較2011年的稅後淨利新台幣六仟六佰萬元下滑了86%。以美元來計算，全年營收為九仟三十萬美元，稅後淨利為三十二萬美元，分別較前一年成長2.6%及下滑85%。

2011年經營績效的表現還包括: 全年平均毛利率23%、營業利益率為2%、資產報酬率為0.5%、股東權益報酬率為0.6%。

技術創新

因應客戶對28奈米設計之需求，2012年世芯持續投入資源發展先進製程高端SoC與客製化IP之設計，加強與合作夥伴對先進技術最佳化的研發，進一步強化技術領先優勢，提供客戶更小的面積、更好的效能、更高的良率及更低功耗的解決方案，並預期2013年28奈米的設計案將達到全年設計案約14%。

另外，我們在2012年也於美國、台灣及中國同步申請了多項專利，對世芯電子在全球市場擴大佈局上將大有助益，並可強化未來產品的創新與持續開發的目標，進一步擴大世芯產品的競爭力及市場佔有率。

企業發展

為滿足亞太市場的快速成長及業務需求，本公司於2012年切入韓國IC設計服務市場，為韓國客戶提供零時差的技術支援與設計資源的服務，並替事業版圖帶來全新的營運氣象。同時，日本子公司也於2012年首次加入並成功通過ISO9001認證，將與集團一起持續強化提升品質管理系統，全面性提升客戶的滿意度，實現我們對客戶產品品質的保證。

未來展望

展望 2013 年，我們預見整體產業將持續成長，尤其在行動通訊及下一世代超高畫質電視應用，將成為公司未來持續成長的動能。堅強的核心競爭力與高階先進製程的設計能力是世芯電子在高科技領域保持領先地位的重要關鍵，我們期許未來能持續研發設計流程與技術，並加強後端供應鏈管理，為客戶及股東創造更高的價值。

最後，再次誠摯地感謝努力不懈的員工，和各位股東們長久以來對本公司的支持與鼓勵，謹致上最深的謝忱！

董事長: 關 建 英 Kinying Kwan

Chairman

總經理: 沈 翔 霖 Johnny Shyang-Lin Shen

Chief Executive Officer

會計主管: 詹 舒 媚 Nancy Chan

Financial Controller

Alchip Technologies Limited
Business Report

Impacted by the weak global economy, and the slowing semiconductor industry growth, Alchip reports annual revenue increase of 2.6% and a dip of 85% in net profit for 2012.
Despite of the lower-than-expected revenue and profit performance, Alchip maintains its leading position within the ASIC design service industry. 73% revenue of Alchip comes from the ASIC design in advanced process nodes (65nm and below). In addition, Alchip started the 28nm process design in 2012 and the mass production is expected to start in 2013.

On the business development front, HDTV, digital camera, gaming, networking and mobile telecommunication are the major end-applications for Alchip. We believe HDTV (UHDTV) and mobile communications are two major areas to drive our future growth. In addition to the diversity of our applications, Alchip has strong customer base, including the global top leaders in areas of digital TV, digital cameras, mobile phones, and networking equipment and supercomputing.

For the geographical breakdown of our revenue, Japan and Taiwan continue to be our major revenue contributors. In addition, Alchip has penetrated into the Korea market in 2012 and already won heavy-weight IC design customers. As we expect further breakthrough to Korean IDMs in 2013, we believe Korea will soon become significant revenue and profit contributor to Alchip in 2013 onward. Furthermore, Alchip is also exploring more business opportunity in North America, Europe, and Middle-East and is expecting growing revenue from these areas as the outsourcing trend of back-end design continues.

Financial Results
In New Taiwan Dollars (NT$), the 2012 revenue was NT$2,623M, 1.58% YoY decrease from NT$2,666M in 2011. Net income in 2012 was NT$9.2M, about 86% decline from NT$66.4M in 2011 due to pricing pressure from major customers, owning to the sluggish industry growth within the consumer electronics sector.

In terms of US Dollars (USD), the 2012 total revenue was USD 90.3M, about 2.6% annual growth. Net profit was USD 0.32M in 2012, about 85% decline annually.

Among other highlights in 2012, Alchip Technologies Limited achieved:
Average gross profit margin of 23%
Average operating profit margin of 2%
Return on Assets 0.5%
Return on Equity0.6%

Technology Innovation
To meet more and more requests from customers for advanced 28nm process ASIC design, Alchip continues to invest in high-end SoC design methodology and custom IP circuit design. With efforts by our R&D team and collaborated with major IP partners and suppliers. Alchip strengthens the ability of providing cost-effective ASIC solutions to our customers. Alchip prompts the circuit invention to protect company’s intelligence property. This will also strengthen company’s technology competence and enhance the business opportunity and win more market share. Alchip has achieved filing multiple patents in US, Taiwan and China in 2012.

Corporate Developments

Given we have noticed the rapid growth of ASIC demand in Asic-Pacific market, Alchip, as addressed above, has penetrated into Korea market. Given Alchip is able to provide the Korean customers real-time quality support, while receiving very positive feedback from customers, Alchip expects more Korean tier-one system houses to choose Alchip as their back-end partner in the future. In addition, Alchip Japan office passed the ISO9001 certification, showing Alchip's ability of enhancing quality management and customer satisfaction.

Outlook

Looking into 2013, given the global economy is expected to gradually recover, Japan system houses to resume investments, plus new customers to come in, we expect our business will be the direct beneficiary from the resume of overall increasing investment of semiconductor industry.

We believe the mobile communication and next generation UHDTV will be the two major areas to support Alchip's future growth given these two areas has posted strong demand for back-end design service of advanced processing nodes, where Alchip is reputed for. We believe Alchip's strengths in advanced processing nodes, and solid partnership with both customers and suppliers will continue to be our core-competence to drive our future growth. We believe our strengths also lead us to become the most advanced, innovative and profitable provider of high-performance cost-effective ASIC/SoC in the global market.

Finally, thank you so much for your kind support and encouragement from all our shareholders and employees.

Kinying Kwan

Chairman

Johnny Shyang-Lin Shen

Chief Executive Officer

Nancy Chan

Financial Controller

【附件二】**EXHIBIT II**

審計委員會審查報告書

董事會造送本公司民國一百零一年度營業報告書、財務報表及盈餘分配之議案，其中財務報表業經委託勤業眾信聯合會計師事務所王儀雯、范有偉會計師查核竣事並出具查核報告。上述營業報告書、財務報表及盈餘分配之議案經本審計委員會審查，認為尚無不符，爰依證券交易法第十四條之四及公司法二百一十九條之規定報告如上，敬請 鑒察。

此致

本公司一百零二年股東常會

英屬開曼群島商世芯電子股份有限公司

審計委員會召集人：洪茂蔚

中 華 民 國 一 百 零 二 年 五 月 十 日

Alchip Technologies, Limited
AUDIT COMMITTEE'S REVIEW REPORT

To: Shareholders' Annual General Meeting for Year 2013, Alchip Technologies, Limited

The Board of Directors has prepared and submitted to the undersigned, Audit Committee of Alchip Technologies, Limited 2012 Business Report, Consolidated Financial Statements and Dividend Distribution proposal. The Consolidated Financial Statements have been duly audited by Certified Public Accountants Janice Wang and Peter Fan of Deloitte Touche Tohmatsu. The above Business Report, Consolidated Financial Statements and Dividend Distribution proposal have been examined and determined to be correct and accurate by the undersigned. This Report is duly submitted in accordance with Article 14-4 of Securities and Exchange Law and Article 219 of the Company Law.

The Audit Committee, Chairman:

Mr. Mao-Wei Hung

【附件三】**EXHIBIT III**

會計師查核報告

Alchip Technologies, Limited 公鑒：

Alchip Technologies, Limited 及子公司民國一〇一年及一〇〇年十二月三十一日之合併資產負債表，暨民國一〇一年及一〇〇年一月一日至十二月三十一日之合併損益表、合併股東權益變動表及合併現金流量表，業經本會計師查核竣事。上開合併財務報表之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開合併財務報表表示意見。

本會計師係依照中華民國會計師查核簽證財務報表規則及一般公認審計準則規劃並執行查核工作，以合理確信合併財務報表有無重大不實表達。此項查核工作包括以抽查方式獲取合併財務報表所列金額及所揭露事項之查核證據、評估管理階層編製合併財務報表所採用之會計原則及所作之重大會計估計，暨評估合併財務報表整體之表達。本會計師相信此項查核工作可對所表示之意見提供合理之依據。

依本會計師之意見，第一段所述合併財務報表在所有重大方面係依照中華民國證券發行人財務報告編製準則暨一般公認會計原則編製，足以允當表達 Alchip Technologies, Limited 及子公司民國一〇一年及一〇〇年十二月三十一日之合併財務狀況，暨民國一〇一年及一〇〇年一月一日至十二月三十一日之合併經營成果與合併現金流量。

勤業眾信聯合會計師事務所

會計師 王儀雯　　　　會計師 范有偉

行政院金融監督管理委員會核准文號　　財政部證券暨期貨管理委員會核准文號

金管證審字第 0980032818 號　　台財證六字第 0920123784 號

中華民國一〇二年三月八日

Alchip Technologies, Limited 及子公司

合併資產負債表

民國一〇一年及一〇〇年十二月三十一日

單位：除每股面額係新台幣元外，餘係新台幣仟元或美金仟元

代碼	資產	一〇一年十二月三十一日 美金 金額	%	一〇一年十二月三十一日 新台幣 金額	%	一〇〇年十二月三十一日 美金 金額	%	一〇〇年十二月三十一日 新台幣 金額	%
	流動資產								
1100	現金（附註四）	$ 21,429	36	$ 622,295	36	$ 18,273	29	$ 553,211	29
1140	應收票據及帳款淨額（附註二、三、五及八）	13,626	23	395,716	23	13,357	21	404,389	21
120X	存貨（附註二及六）	6,776	11	196,781	11	5,868	9	177,633	9
1160	其他應收款（附註二及八）	283	-	8,218	-	4,086	7	123,705	7
1260	預付款項	1,741	3	50,546	3	2,216	4	67,086	4
1286	遞延所得稅資產－流動（附註二及十二）	812	1	23,570	1	642	1	19,436	1
1298	其他流動資產（附註十七）	3,008	5	87,355	5	2,326	4	70,426	4
11XX	流動資產合計	47,675	79	1,384,481	79	46,768	75	1,415,886	75
	固定資產（附註二、七及十六）								
	成本								
1531	機器設備	32,490	54	943,496	54	25,757	41	779,773	41
1544	電腦設備	2,215	4	64,326	4	2,135	4	64,637	4
1561	辦公設備	246	-	7,136	-	173	-	5,242	-
1631	租賃改良	738	1	21,438	1	348	1	10,533	1
1551	運輸設備	146	-	4,244	-	146	-	4,414	-
15X1	成本合計	35,835	59	1,040,640	59	28,559	46	864,599	46
15X9	減：累計折舊	(25,297)	(42)	(734,605)	(42)	(15,612)	(25)	(472,643)	(25)
1599	減：累計減損	(1,951)	(3)	(56,658)	(3)	(794)	(2)	(24,038)	(2)
15XX	固定資產淨額	8,587	14	249,377	14	12,153	19	367,918	19
17XX	無形資產（附註二及九）	3,298	6	95,766	6	2,273	4	68,820	4
	其他資產								
1820	存出保證金（附註十七）	496	1	14,393	1	299	-	9,065	-
1830	遞延費用	6	-	189	-	11	-	325	-
1860	遞延所得稅資產－非流動（附註二及十二）	294	-	8,530	-	934	2	28,277	2
18XX	其他資產合計	796	1	23,112	1	1,244	2	37,667	2
1XXX	資產總計	$ 60,356	100	$ 1,752,736	100	$ 62,438	100	$ 1,890,291	100

代碼	負債及股東權益	一〇一年十二月三十一日 美金 金額	%	一〇一年十二月三十一日 新台幣 金額	%	一〇〇年十二月三十一日 美金 金額	%	一〇〇年十二月三十一日 新台幣 金額	%
	流動負債								
2140	應付帳款	$ 5,841	10	$ 169,623	10	$ 6,864	11	$ 207,819	11
2160	應付所得稅（附註二及十二）	-	-	-	-	293	1	8,870	1
2170	應付費用（附註十）	2,294	4	66,614	4	3,633	6	109,977	6
2280	其他流動負債（附註十六）	183	-	5,329	-	204	-	6,174	-
21XX	流動負債合計	8,318	14	241,566	14	10,994	18	332,840	18
	其他負債								
2888	其他負債	-	-	-	-	58	-	1,750	-
2XXX	負債合計	8,318	14	241,566	14	11,052	18	334,590	18
	股東權益（附註二及十一）								
3110	普通股股本－每股面額為10元，額定：100,000仟股；發行：53,871仟股	16,736	28	538,713	31	16,736	27	538,713	28
32XX	資本公積	22,074	36	641,020	36	22,036	35	667,131	35
3350	保留盈餘	9,123	15	264,904	15	9,075	14	274,737	15
3420	累積換算調整數	4,105	7	66,533	4	3,539	6	75,120	4
3XXX	股東權益合計	52,038	86	1,511,170	86	51,386	82	1,555,701	82
	負債及股東權益合計	$ 60,356	100	$ 1,752,736	100	$ 62,438	100	$ 1,890,291	100

註：上列財務報表之所有資產、負債及權益科目金額除每股面額新台幣十元之股本以歷史匯率換算外，一〇一年及一〇〇年係分別以各該年度十二月三十一日之美元對新台幣匯率（USD$1：29.04；USD$1：30.275）簡易換算。

後附之附註係本合併財務報表之一部分。

董事長：　　　　經理人：　　　　會計主管：

Alchip Technologies Limited 及子公司

合併損益表

民國一〇一年及一〇〇年一月一日至十二月三十一日

單位：除每股盈餘為新台幣元或美金元外，餘係新台幣仟元或美金仟元

代碼		一〇一年度 美金	一〇一年度 新台幣	一〇一年度 %	一〇〇年度 美金	一〇〇年度 新台幣	一〇〇年度 %
4000	營業收入（附註二及十六）	$ 90,336	$2,623,365	100	$ 88,050	$2,665,705	100
5000	營業成本（附註二、六及十四）	70,043	2,034,060	77	66,788	2,022,007	76
5910	營業毛利	20,293	589,305	23	21,262	643,698	24
	營業費用（附註二、十四及十六）						
6100	推銷費用	3,058	88,809	4	2,825	85,538	3
6200	管理及總務費用	4,799	139,372	5	4,247	128,580	5
6300	研究發展費用	10,811	313,938	12	10,688	323,586	12
6000	營業費用合計	18,668	542,119	21	17,760	537,704	20
6900	營業利益	1,625	47,186	2	3,502	105,994	4
	營業外收入及利益						
7160	利息收入	221	6,415	1	75	2,280	-
7330	兌換利益－淨額（附註二）	75	2,174	-	-	-	-
7480	其他（附註二）	192	5,592	-	439	13,283	1
7100	營業外收入及利益合計	488	14,181	1	514	15,563	1
	營業外費用及損失						
7510	減損損失（附註二、七及九）	1,310	38,052	2	818	24,760	1
7560	兌換損失－淨額（附註二）	-	-	-	416	12,603	1
7880	其他（附註二）	60	1,734	-	51	1,540	-
7500	營業外費用及損失合計	1,370	39,786	2	1,285	38,903	2
7900	稅前利益	743	21,581	1	2,731	82,654	3
8110	所得稅費用（附註二及十二）	426	12,385	1	536	16,214	1
9600	合併總利益	$ 317	$ 9,196	-	$ 2,195	$ 66,440	2
	歸屬予：						
9601	母公司股東	$ 317	$ 9,196	-	$ 2,195	$ 66,440	2

代碼		一〇一年度 美金 稅前	一〇一年度 美金 稅後	一〇一年度 台幣 稅前	一〇一年度 台幣 稅後	一〇〇年度 美金 稅前	一〇〇年度 美金 稅後	一〇〇年度 台幣 稅前	一〇〇年度 台幣 稅後
	每股盈餘（附註十三）								
9750	基本每股盈餘	$ 0.01	$ 0.01	$ 0.40	$ 0.17	$ 0.05	$ 0.04	$ 1.53	$ 1.23
9850	稀釋每股盈餘	$ 0.01	$ 0.01	$ 0.40	$ 0.17	$ 0.05	$ 0.04	$ 1.52	$ 1.22

註：上列財務報表之所有損益科目金額，一〇一年及一〇〇年係分別以各該年度十二月三十一日之美元對新台幣匯率（USD$1：29.04；USD$1：30.275）簡易換算。

後附之附註係本合併財務報表之一部分。

董事長：　　　　經理人：　　　　會計主管：

Alchip Technologies, Limited 及子公司

合併股東權益變動表－美金

民國一〇一年及一〇〇年一月一日至十二月三十一日

單位：除另予註明者外，係美金仟元

	股本	資本公積			保留盈餘	累積換算調整數	股東權益合計
	普通股	發行溢價	認股權	資本公積合計			
一〇〇年一月一日餘額	$ 16,736	$ 21,654	$ 245	$ 21,899	$ 8,766	$ 3,710	$ 51,111
九十九年度盈餘分配	-	-	-	-	-	-	-
股東紅利－現金，每股 0.035 美元	-	-	-	-	(1,886)	-	(1,886)
認股權酬勞成本	-	-	137	137	-	-	137
一〇〇年度合併總純益	-	-	-	-	2,195	-	2,195
累積換算調整數	-	-	-	-	-	(171)	(171)
一〇〇年十二月三十一日餘額	16,736	21,654	382	22,036	9,075	3,539	51,386
一〇〇年度盈餘分配	-	-	-	-	-	-	-
股東紅利－現金，每股 0.005 美元	-	-	-	-	(269)	-	(269)
認股權酬勞成本	-	-	38	38	-	-	38
一〇一年度合併總純益	-	-	-	-	317	-	317
累積換算調整數	-	-	-	-	-	566	566
一〇一年十二月三十一日餘額	$ 16,736	$ 21,654	$ 420	$ 22,074	$ 9,123	$ 4,105	$ 52,038

後附之附註係本合併財務報表之一部分。

董事長：　　　　經理人：　　　　會計主管：

Alchip Technologies, Limited 及子公司

合併股東權益變動表

民國一〇一年及一〇〇年一月一日至十二月三十一日

單位：除另予註明者外，係新台幣仟元

	股本	資本公積					
	普通股	發行溢價	認股權	資本公積合計	保留盈餘	累積換算調整數	股東權益合計
一〇〇年一月一日餘額	$ 538,713	$ 630,777	$ 7,133	$ 637,910	$ 255,345	$ 56,875	$1,488,843
九十九年度盈餘分配	-	-	-	-	-	-	-
股東紅利－現金，每股 0.035 美元	-	-	-	-	(57,083)	-	(57,083)
認股權酬勞成本	-	-	4,146	4,146	-	-	4,146
一〇〇年度合併總純益	-	-	-	-	66,440	-	66,440
累積換算調整數	-	-	-	-	-	(5,165)	(5,165)
匯率影響數	-	24,794	281	25,075	10,035	23,410	58,520
一〇〇年十二月三十一日餘額	538,713	655,571	11,560	667,131	274,737	75,120	1,555,701
一〇〇年度盈餘分配	-	-	-	-	-	-	-
股東紅利－現金，每股 0.005 美元	-	-	-	-	(7,892)	-	(7,892)
認股權酬勞成本	-	-	1,103	1,103	-	-	1,103
一〇一年度合併總純益	-	-	-	-	9,196	-	9,196
累積換算調整數	-	-	-	-	-	16,454	16,454
匯率影響數	-	(26,742)	(472)	(27,214)	(11,137)	(25,041)	(63,392)
一〇一年十二月三十一日餘額	$ 538,713	$ 628,829	$ 12,191	$ 641,020	$ 264,904	$ 66,533	$1,511,170

註：上列財務報表之所有權益科目金額除每股面額新台幣十元之股本以歷史匯率換算外，其餘係分別按一〇一年及一〇〇年十二月三十一日之美元對新台幣匯率（USD$1：29.04；USD$1：30.275）簡易換算。

後附之附註係本合併財務報表之一部分。

董事長：　　　　經理人：　　　　會計主管：

Alchip Technologies, Limited 及子公司

合併現金流量表

民國一〇一年及一〇〇年一月一日至十二月三十一日

單位：新台幣仟元
或美金仟元

	一〇一年度		一〇〇年度	
	美金	新台幣	美金	新台幣
營業活動之現金流量				
合併總純益	$ 317	$ 9,196	$ 2,195	$ 66,440
調整項目：				
折舊及攤銷	10,510	305,207	9,499	287,590
減損損失	1,310	38,052	818	24,760
遞延所得稅	471	13,667	398	12,046
存貨跌價損失	245	7,121	755	22,874
提列呆帳	110	3,187	141	4,270
遞延收益轉列收入	(39)	(1,135)	(234)	(7,082)
員工認股權酬勞成本	38	1,103	137	4,146
處分固定資產損失－淨額	17	482	16	487
營業資產及負債之淨變動				
應收票據及帳款	(379)	(11,010)	(4,418)	(133,757)
存　　貨	(1,154)	(33,514)	1,044	31,609
其他應收款	3,803	110,449	1,951	59,067
預付款項	475	13,803	(134)	(4,045)
其他流動資產	(682)	(19,815)	(1,185)	(35,896)
應付帳款	(1,023)	(29,719)	(176)	(5,319)
應付費用	(78)	(2,260)	(137)	(4,162)
應付所得稅	(293)	(8,508)	(897)	(25,791)
其他流動負債	18	541	(165)	(5,009)
其他負債	(58)	(1,678)	-	-
營業活動之淨現金流入	13,608	395,169	9,608	292,228
投資活動之現金流量				
購置固定資產	(7,542)	(219,016)	(8,561)	(259,170)
購置無形資產	(2,595)	(75,359)	(1,026)	(31,073)
存出保證金增加	(196)	(5,698)	(11)	(340)
固定資產處分價款	1	21	1	3
遞延費用增加	-	-	(10)	(286)
投資活動之淨現金流出	(10,332)	(300,052)	(9,607)	(290,866)
融資活動現金之現金流量				
支付現金股利	(269)	(7,892)	(1,886)	(57,083)
融資活動之淨現金流出	(269)	(7,892)	(1,886)	(57,083)

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	一〇一年度		一〇〇年度	
	美金	新台幣	美金	新台幣
匯率影響數	$ 149	($ 18,141)	$ 262	$ 29,351
本年度現金淨增加（減少）數	3,156	69,084	(1,623)	(26,370)
年初現金餘額	18,273	553,211	19,896	579,581
年底現金餘額	$ 21,429	$ 622,295	$ 18,273	$ 553,211
現金流量資訊之補充揭露				
支付利息	$ -	$ 4	$ 6	$ 175
支付所得稅	$ 353	$ 11,883	$ 868	$ 26,273
同時影響現金及非現金項目之投資活動：				
固定資產及無形資產增加數	($ 8,876)	($ 257,758)	($ 10,852)	($ 328,536)
加：年初應付款	(1,585)	(47,980)	(320)	(9,321)
減：年底應付款	324	9,407	1,585	47,980
匯率影響數	-	1,956	-	(366)
本年度購置固定資產及無形資產支付現金數	($ 10,137)	($ 294,375)	($ 9,587)	($ 290,243)

註：上列財務報表之所有科目金額，一〇一年及一〇〇年係分別以各該年度十二月三十一日之美元對新台幣匯率（USD$1：29.04；USD$1：30.275）簡易換算。

後附之附註係本合併財務報表之一部分。

董事長：　　　　經理人：　　　　會計主管：

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Alchip Technologies, Limited

We have audited the accompanying consolidated balance sheets of Alchip Technologies, Limited (the "Company") and subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of income, changes in stockholders' equity and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Alchip Technologies, Limited and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for the years then ended, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers and accounting principles generally accepted in the Republic of China.

Deloitte & Touche

March 8, 2013

<u>Notice to Readers</u>

The accompanying consolidated financial statements are intended only to present the consolidated financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

For the convenience of readers, the auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language auditors' report and consolidated financial statements shall prevail.

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2012 AND 2011
(In Thousands of U.S. Dollars or New Taiwan Dollars, Except Par Value)

	2012				2011			
ASSETS	**US$**	**%**	**NT$**	**%**	**US$**	**%**	**NT$**	**%**
CURRENT ASSETS								
Cash (Note 4)	$ 21,429	36	$ 622,295	36	$ 18,273	29	$ 553,211	29
Accounts receivable, net (Notes 2, 3, 5 and 8)	13,626	23	395,716	23	13,357	21	404,389	21
Inventories, net (Notes 2 and 6)	6,776	11	196,781	11	5,868	9	177,633	9
Other receivables (Notes 2 and 8)	283	-	8,218	-	4,086	7	123,705	7
Prepaid expenses	1,741	3	50,546	3	2,216	4	67,086	4
Deferred income tax assets - current (Notes 2 and 12)	812	1	23,570	1	642	1	19,436	1
Other current assets (Note 17)	3,008	5	87,355	5	2,326	4	70,426	4
Total current assets	47,675	79	1,384,481	79	46,768	75	1,415,886	75
PROPERTIES AND EQUIPMENT (Notes 2, 7 and 16)								
Cost								
Machinery equipment	32,490	54	943,496	54	25,757	41	779,773	41
Computer equipment	2,215	4	64,326	4	2,135	4	64,637	4
Office equipment	246	-	7,136	-	173	-	5,242	-
Leasehold improvements	738	1	21,438	1	348	1	10,533	1
Transportation equipment	146	-	4,244	-	146	-	4,414	-
Total cost	35,835	59	1,040,640	59	28,559	46	864,599	46
Less: Accumulated depreciation	(25,297)	(42)	(734,605)	(42)	(15,612)	(25)	(472,643)	(25)
Less: Accumulated impairment	(1,951)	(3)	(56,658)	(3)	(794)	(2)	(24,038)	(2)
Net properties and equipment	8,587	14	249,377	14	12,153	19	367,918	19
INTANGIBLE ASSETS (Notes 2 and 9)	3,298	6	95,766	6	2,273	4	68,820	4
OTHER ASSETS								
Refundable deposits (Note 17)	496	1	14,393	1	299	-	9,065	-
Deferred charges	6	-	189	-	11	-	325	-
Deferred income tax assets - noncurrent (Notes 2 and 12)	294	-	8,530	-	934	2	28,277	2
Total other assets	796	1	23,112	1	1,244	2	37,667	2
TOTAL	$ 60,356	100	$ 1,752,736	100	$ 62,438	100	$ 1,890,291	100

	2012				2011			
LIABILITIES AND STOCKHOLDERS' EQUITY	**US$**	**%**	**NT$**	**%**	**US$**	**%**	**NT$**	**%**
CURRENT LIABILITIES								
Accounts payable	$ 5,841	10	$ 169,623	10	$ 6,864	11	$ 207,819	11
Income tax payable (Notes 2 and 12)	-	-	-	-	293	1	8,870	1
Accrued expenses (Note 10)	2,294	4	66,614	4	3,633	6	109,977	6
Other current liabilities (Note 16)	183	-	5,329	-	204	-	6,174	-
Total current liabilities	8,318	14	241,566	14	10,994	18	332,840	18
OTHER LIABILITIES								
Other liabilities	-	-	-	-	58	-	1,750	-
Total liabilities	8,318	14	241,566	14	11,052	18	334,590	18
STOCKHOLDERS' EQUITY (Notes 2 and 11)								
Capital stock								
Common shares - NT$10 par value Authorized: 100,000 thousand shares Issued - 53,871 thousand shares	16,736	28	538,713	31	16,736	27	538,713	28
Capital surplus	22,074	36	641,020	36	22,036	35	667,131	35
Retained earnings	9,123	15	264,904	15	9,075	14	274,737	15
Cumulative translation adjustments	4,105	7	66,533	4	3,539	6	75,120	4
Total stockholders' equity	52,038	86	1,511,170	86	51,386	82	1,555,701	82
TOTAL	$ 60,356	100	$ 1,752,736	100	$ 62,438	100	$ 1,890,291	100

Note: The U.S. dollar amounts were translated into New Taiwan dollars at US$1:NT$29.04 for 2012 and US$1:NT$30.275 for 2011, except the U.S. dollar amount of the common shares with NT$10 par value which uses the historical rate.

The accompanying notes are an integral part of the consolidated financial statements.

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME
YEARS ENDED DECEMBER 31, 2012 AND 2011
(In Thousands of U.S. Dollars or New Taiwan Dollars, Except Earnings Per Share)

	2012			2011		
	US$	NT$	%	US$	NT$	%
OPERATING REVENUE (Notes 2 and 16)	$ 90,336	$ 2,623,365	100	$ 88,050	$ 2,665,705	100
OPERATING COST (Notes 2, 6 and 14)	70,043	2,034,060	77	66,788	2,022,007	76
GROSS PROFIT	20,293	589,305	23	21,262	643,698	24
OPERATING EXPENSES (Notes 2, 14 and 16)						
Selling expenses	3,058	88,809	4	2,825	85,538	3
General and administrative expenses	4,799	139,372	5	4,247	128,580	5
Research and development expenses	10,811	313,938	12	10,688	323,586	12
Total operating expenses	18,668	542,119	21	17,760	537,704	20
OPERATING INCOME	1,625	47,186	2	3,502	105,994	4
NONOPERATING INCOME AND GAINS						
Interest income	221	6,415	1	75	2,280	-
Exchange gain, net (Note 2)	75	2,174	-	-	-	-
Others (Note 2)	192	5,592	-	439	13,283	1
Total nonoperating income and gains	488	14,181	1	514	15,563	1
NONOPERATING EXPENSES AND LOSSES						
Impairment loss (Notes 2, 7 and 9)	1,310	38,052	2	818	24,760	1
Exchange loss, net (Note 2)	-	-	-	416	12,603	1
Others (Note 2)	60	1,734	-	51	1,540	-
Total nonoperating expenses and losses	1,370	39,786	2	1,285	38,903	2
INCOME BEFORE INCOME TAX	743	21,581	1	2,731	82,654	3
INCOME TAX EXPENSE (Notes 2 and 12)	426	12,385	1	536	16,214	1
CONSOLIDATED NET INCOME	$ 317	$ 9,196	-	$ 2,195	$ 66,440	2
ATTRIBUTED TO STOCKHOLDERS OF PARENT	$ 317	$ 9,196	-	$ 2,195	$ 66,440	2

	2012				2011			
	Before Income Tax		After Income Tax		Before Income Tax		After Income Tax	
	US$	NT$	US$	NT$	US$	NT$	US$	NT$
EARNINGS PER SHARE (Note 13)								
Basic	$ 0.01	$ 0.01	$ 0.40	$ 0.17	$ 0.05	$ 0.04	$ 1.53	$ 1.23
Diluted	$ 0.01	$ 0.01	$ 0.40	$ 0.17	$ 0.05	$ 0.04	$ 1.52	$ 1.22

Note: The U.S. dollar amounts were translated into New Taiwan dollars at US$1:NT$29.04 for 2012 and US$1:NT$30.275 for 2011.

The accompanying notes are an integral part of the consolidated financial statements.

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 2012 AND 2011
(In Thousands of U.S. Dollars)

	Capital Stock	Capital Surplus					
	Common Shares	Additional Paid-in Capital	Warrants	Total	Retained Earnings	Cumulative Translation Adjustments	Total Stockholders' Equity
BALANCE, JANUARY 1, 2011	$ 16,736	$ 21,654	$ 245	$ 21,899	$ 8,766	$ 3,710	$ 51,111
Appropriation of the 2010 earnings Cash dividends - US$0.035	-	-	-	-	(1,886)	-	(1,886)
Stock-based compensation	-	-	137	137	-	-	137
Consolidated net income in 2011	-	-	-	-	2,195	-	2,195
Change in cumulative translation adjustments	-	-	-	-	-	(171)	(171)
BALANCE, DECEMBER 31, 2011	16,736	21,654	382	22,036	9,075	3,539	51,386
Appropriation of the 2011 earnings Cash dividends - US$0.005	-	-	-	-	(269)	-	(269)
Stock-based compensation	-	-	38	38	-	-	38
Consolidated net income in 2012	-	-	-	-	317	-	317
Change in cumulative translation adjustments	-	-	-	-	-	566	566
BALANCE, DECEMBER 31, 2012	$ 16,736	$ 21,654	$ 420	$ 22,074	$ 9,123	$ 4,105	$ 52,038

The accompanying notes are an integral part of the consolidated financial statements.

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 2012 AND 2011
(In Thousands of New Taiwan Dollars)

	Capital Stock	Capital Surplus				Cumulative	
	Common Shares	Additional Paid-in Capital	Warrants	Total	Retained Earnings	Translation Adjustments	Total Stockholders' Equity
BALANCE, JANUARY 1, 2011	$ 538,713	$ 630,777	$ 7,133	$ 637,910	$ 255,345	$ 56,875	$ 1,488,843
Appropriation of the 2010 earnings Cash dividends - US$0.035	-	-	-	-	(57,083)	-	(57,083)
Stock-based compensation	-	-	4,146	4,146	-	-	4,146
Consolidated net income in 2011	-	-	-	-	66,440	-	66,440
Change in cumulative translation adjustments	-	-	-	-	-	(5,165)	(5,165)
Effect of exchange rate changes	-	24,794	281	25,075	10,035	23,410	58,520
BALANCE, DECEMBER 31, 2011	538,713	655,571	11,560	667,131	274,737	75,120	1,555,701
Appropriation of the 2011 earnings Cash dividends - US$0.005	-	-	-	-	(7,892)	-	(7,892)
Stock-based compensation	-	-	1,103	1,103	-	-	1,103
Consolidated net income in 2012	-	-	-	-	9,196	-	9,196
Change in cumulative translation adjustments	-	-	-	-	-	16,454	16,454
Effect of exchange rate changes	-	(26,742)	(472)	(27,214)	(11,137)	(25,041)	(63,392)
BALANCE, DECEMBER 31, 2012	$ 538,713	$ 628,829	$ 12,191	$ 641,020	$ 264,904	$ 66,533	$ 1,511,170

Note: The U.S. dollar amounts were translated into New Taiwan dollars at US$1:NT$29.04 for 2012 and US$1:NT$30.275 for 2011, except the U.S. dollar amount of the common shares with NT$10 par value which uses the historical rate.

The accompanying notes are an integral part of the consolidated financial statements.

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2012 AND 2011
(In Thousands of U.S. Dollars and New Taiwan Dollars)

	2012		2011	
	US$	**NT$**	**US$**	**NT$**
CASH FLOWS FROM OPERATING ACTIVITIES				
Consolidated net income	$ 317	$ 9,196	$ 2,195	$ 66,440
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	10,510	305,207	9,499	287,590
Impairment loss	1,310	38,052	818	24,760
Deferred income tax	471	13,667	398	12,046
Provision for loss on inventories	245	7,121	755	22,874
Provision for doubtful accounts	110	3,187	141	4,270
Realization of deferred income	(39)	(1,135)	(234)	(7,082)
Stock-based compensation	38	1,103	137	4,146
Loss on disposal of properties and equipment, net	17	482	16	487
Net changes in operating assets and liabilities				
Accounts receivable	(379)	(11,010)	(4,418)	(133,757)
Inventories	(1,154)	(33,514)	1,044	31,609
Other receivables	3,803	110,449	1,951	59,067
Prepaid expenses	475	13,803	(134)	(4,045)
Other current assets	(682)	(19,815)	(1,185)	(35,896)
Accounts payable	(1,023)	(29,719)	(176)	(5,319)
Accrued expenses	(78)	(2,260)	(137)	(4,162)
Income tax payable	(293)	(8,508)	(897)	(25,791)
Other current liabilities	18	541	(165)	(5,009)
Other liabilities	(58)	(1,678)	-	-
Net cash provided by operating activities	13,608	395,169	9,608	292,228

CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisition of properties and equipment	(7,542)	(219,016)	(8,561)	(259,170)
Acquisition of intangible assets	(2,595)	(75,359)	(1,026)	(31,073)
Increase in refundable deposits	(196)	(5,698)	(11)	(340)
Proceeds from disposal of properties and equipment	1	21	1	3
Increase in deferred charges	-	-	(10)	(286)
Net cash used in investing activities	(10,332)	(300,052)	(9,607)	(290,866)
CASH FLOWS FROM FINANCING ACTIVITIES				
Cash dividends	(269)	(7,892)	(1,886)	(57,083)

(Continued)

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2012 AND 2011
(In Thousands of U.S. Dollars and New Taiwan Dollars)

	2012		2011	
	US$	**NT$**	**US$**	**NT$**
EFFECT OF EXCHANGE RATE CHANGES	$ 149	$ (18,141)	$ 262	$ 29,351
NET INCREASE (DECREASE) IN CASH	3,156	69,084	(1,623)	(26,370)
CASH, BEGINNING OF YEAR	18,273	553,211	19,896	579,581
CASH, END OF YEAR	$ 21,429	$ 622,295	$ 18,273	$ 553,211
SUPPLEMENTARY DISCLOSURE OF CASH FLOW INFORMATION				
Interest paid	$ -	$ 4	$ 6	$ 175
Income taxes paid	$ 353	$ 11,883	$ 868	$ 26,273
CASH AND NONCASH INVESTING ACTIVITIES				
Increase in properties, equipment and intangible assets	$ (8,876)	$ (257,758)	$ (10,852)	$ (328,536)
Add: Accounts payable at beginning of year	(1,585)	(47,980)	(320)	(9,321)
Less: Accounts payable at end of year	324	9,407	1,585	47,980
Effect of exchange rate changes	-	1,956	-	(366)
Purchase of properties, equipment and intangible assets	$ (10,137)	$ (294,375)	$ (9,587)	$ (290,243)

Note: The U.S. dollar amounts were translated into New Taiwan dollars at US$1:NT$29.04 for 2012 and US$1:NT$30.275 for 2011.

The accompanying notes are an integral part of the consolidated financial statements. (Concluded)

【附件四】**EXHIBIT IV**

Comparison table for the amendments of Rules Governing Procedures for Meetings of Board of Directors

董事會議事規則修訂對照表

Changes to Original Form 原條文修改	Amended Form 修改後條文
備註: 3.1.3 為新增條文 Note: Article 3.1.3 was added.	3.1.3 前項召集之通知，經相對人同意者，得以電子方式為之。 3.1.3 The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.
3.1.~~3~~ 本規則第 3.5 條各項之事項,除有突發緊急情事或正當理由外，應於召集事由中列舉，不得以臨時動議提出。 3.1.~~3~~ All matters set forth in Article 3.5 of these Rules shall be specified in the notice of the reasons for convening a Board meeting and none of them may be raised by an ad hoc motion except in the case of an emergency or with a legitimate reason. 3.1.~~4~~ 本公司董事會指定之議事單位為集團辦公室，應負責擬訂董事會議事內容，並提供必要之會議資料，於召集通知時一併寄送。 3.1.~~4~~ The Board of the Company designates Group Office as the responsible department for the Board meeting. The responsible department shall prepare agenda items for Board meeting and shall provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting. 3.1.~~5~~ 董事如認為會議資料不充分，得向議事事務單位請求補足。董事如認為議案資料不充足，得經董事會決議後延	3.1.4 本規則第 3.5 條各項之事項,除有突發緊急情事或正當理由外，應於召集事由中列舉，不得以臨時動議提出。 3.1.4 All matters set forth in Article 3.5 of these Rules shall be specified in the notice of the reasons for convening a Board meeting and none of them may be raised by an ad hoc motion except in the case of an emergency or with a legitimate reason. 3.1.5 本公司董事會指定之議事單位為集團辦公室，應負責擬訂董事會議事內容，並提供必要之會議資料，於召集通知時一併寄送。 3.1.5 The Board of the Company designates Group Office as the responsible department for the Board meeting. The responsible department shall prepare agenda items for Board meeting and shall provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting. 3.1.6 董事如認為會議資料不充分，得向議事事務單位請求補足。董事如認為議案資料不充足，得經董事會決議後延

期審議之。 3.1.~~5~~ If any Director is of the opinion that the pre-meeting materials provided to be insufficiently comprehensive, he or she may request the Board Secretarial Department to supplement the materials. If any Director is of the opinion that the materials concerning proposals are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the Board. 3.1.~~6~~ 本公司董事會召開之地點與時間，應於本公司所在地及辦公時間或便於董事出席且適合董事會召開之地點及時間為之。 3.1.~~6~~ Board meetings shall be held at the location and during business hours of the Company or at a place and time convenient to all Directors and suitable for holding such meetings.	期審議之。 3.1.6 If any Director is of the opinion that the pre-meeting materials provided to be insufficiently comprehensive, he or she may request the Board Secretarial Department to supplement the materials. If any Director is of the opinion that the materials concerning proposals are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the Board. 3.1.7 本公司董事會召開之地點與時間，應於本公司所在地及辦公時間或便於董事出席且適合董事會召開之地點及時間為之。 3.1.7 Board meetings shall be held at the location and during business hours of the Company or at a place and time convenient to all Directors and suitable for holding such meetings.
3.2.2 董事應親自出席董事會,如不能親自出席,得依本公司章程規定委託其他董事代理出席;如以視訊參與會議者,視為親自出席。 3.2.2 Directors shall attend Board meetings in person. If attendance in person is not possible, a Director may, pursuant to the M&A, appoint another Director to attend as his or her proxy. Attendance via ~~tele or~~ video-conference is deemed as attendance in person.	3.2.2 備註: 此條文僅修訂英文版內容，中文版內容未修訂。 Note: The modification in the article is limited to the content in English. The content in Chinese remains unchanged. 3.2.2 Directors shall attend Board meetings in person. If attendance in person is not possible, a Director may, pursuant to the M&A, appoint another Director to attend as his or her proxy. Attendance via video-conference is deemed as attendance in person.
3.3.4 召開董事會,得視議案內容通知相關部門~~非擔任董事~~之~~經理~~人員列席。必要時,亦得邀請會計師、律師或其他專業人士列席會議。 3.3.4 When holding a meeting, the Company may, as necessary for the agenda items	3.3.4 召開董事會,得視議案內容通知相關部門或子公司之人員列席。必要時,亦得邀請會計師、律師或其他專業人士列席會議及說明。但討論及表決時應離席。 3.3.4 When holding a meeting, the Company may, as necessary for the agenda items

of the meeting, notify ~~non director officers from~~ relevant departments to attend the meeting. When necessary, the Company may also invite certificated public accountants, attorneys, or other professionals to attend as nonvoting ~~observers~~.	of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting. When necessary, the Company may also invite certificated public accountants, attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.
3.5.1 下列事項應提本公司董事會討論： 一、本公司之營運計畫。 二、年度財務報告及半年度財務報告。 三、訂定或修訂內部控制制度。 四、訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。 五、募集、發行或私募具有股權性質之有價證券。 六、財務、會計或內部稽核主管之任免。 ~~七~~、依法令或章程規定應由股東會決議或董事會決議之事項或主管機關規定之重大事項。	3.5.1 下列事項應提本公司董事會討論： 一、本公司之營運計畫。 二、年度財務報告及半年度財務報告。但半年度財務報告依法令規定無須經會計師查核簽證者，不在此限。 三、訂定或修訂內部控制制度。 四、訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。 五、募集、發行或私募具有股權性質之有價證券。 六、財務、會計或內部稽核主管之任免。 七、對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。 八、依法令或章程規定應由股東會決議或董事會決議之事項或主管機關規定之重大事項。 前項第七款所稱關係人指證券發行人財務報告編製準則所規範之關係人；所稱對非關係人之重大捐贈，指每筆捐贈金額或一年內累積對同一對象捐贈金額達新臺幣一億元以上，或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或實收資本額百分之五以上者。(外國公司股票無面額或每股面額非屬新臺幣十元者，第二項有關實收

<table>
<tr><td></td><td>資本額百分之五之金額，以股東權益百分之二點五計算之。)
前項所稱一年內係以本次董事會召開日期為基準，往前追溯推算一年，已提董事會決議通過部分免再計入。</td></tr>
<tr><td>3.5.1 The following items shall be submitted to the Board for discussion:
1. Business plan of the Company;
2. Annual and semi-annual financial reports;
3. Adoption or amendment of internal control system of the Company;
4. Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives transactions, loaning funds to others and provision of endorsement or guarantees;
5. The offering, issuance or private placement of any equity-type securities;
6. The appointment or discharge of any financial, accounting or internal audit officer;
~~7.~~ Any other matters required by any law, regulation or the M&A to be approved by resolution at a shareholders' meeting or Board meeting or by any of the</td><td>3.5.1 The following items shall be submitted to the Board for discussion:
1. Business plan of the Company;
2. Annual and semi-annual financial reports with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA);
3. Adoption or amendment of internal control system of the Company;
4. Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives transactions, loaning funds to others and provision of endorsement or guarantees;
5. The offering, issuance or private placement of any equity-type securities;
6. The appointment or discharge of any financial, accounting or internal audit officer;
7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition;
8. Any other matters required by any law, regulation or the M&A to be approved by resolution at a shareholders' meeting or Board meeting or by any of the</td></tr>
</table>

competent authorities.	competent authorities. The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (For foreign companies whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in paragraph 2 above shall be calculated instead as 2.5 percent of shareholder equity.) The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.
3.6.4.1董事對於會議事項，有個人利害關係且其利益與公司利益可能衝突者，~~得陳述意見及答詢~~，不得加入討論及表決，且討論及表決時應予回避，並不得代理其他董事行使其表決權。 3.6.4.1A Director who has a personal interest in the matters under discussion at a Board meeting, which may conflict with the interest of the Company, ~~may express his or her opinion or answer questions but~~	3.6.4.1董事對於會議事項，有個人利害關係且其利益與公司利益可能衝突者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予回避，並不得代理其他董事行使其表決權。 3.6.4.1A Director who has a personal interest in the matters under discussion at a Board meeting, which may conflict with the interest of the Company, shall state the important aspects of the interested party

~~shall~~ not participate in discussion of and voting of such proposal and shall abstain him or her self from the discussion and voting. The interested Director shall not exercise voting rights on behalf of any other Director.	relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion of and voting of such proposal and shall abstain him or her self from the discussion and voting. The interested Director shall not exercise voting rights on behalf of any other Director.
3.7.1 董事會之議事內容應作成議事錄，議事錄應詳實記載下列事項： 一、會議屆次（或年次）及時間地點。 二、主席之姓名。 三、董事出席狀況(包括出席、請假及缺席者之姓名與人數)。 四、列席者之姓名及職稱。 五、記錄之姓名。 六、報告事項。 七、討論事項：各議案之決議方法與結果、董事、專家及其他人員發言摘要、反對或保留意見且有紀錄或書面聲明~~暨~~獨立董事依第 3.5.2 條出具之書面意見。 八、臨時動議：提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、反對或保留意見且有紀錄或書面聲明。 九、其他應記載事項。 3.7.1 Minutes shall be prepared of the discussions at Board meetings. Meeting minutes shall state the following: 1. Session (or year), time and place of the meeting;	3.7.1 董事會之議事內容應作成議事錄，議事錄應詳實記載下列事項： 一、會議屆次（或年次）及時間地點。 二、主席之姓名。 三、董事出席狀況(包括出席、請假及缺席者之姓名與人數)。 四、列席者之姓名及職稱。 五、記錄之姓名。 六、報告事項。 七、討論事項：各議案之決議方法與結果、董事、專家及其他人員發言摘要、依 3.6.4 條規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見且有紀錄或書面聲明及獨立董事依第 3.5.2 條出具之書面意見。 八、臨時動議：提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、依 3.6.4 條規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形及反對或保留意見且有紀錄或書面聲明。 九、其他應記載事項。 3.7.1 Minutes shall be prepared of the discussions at Board meetings. Meeting minutes shall state the following: 1. Session (or year), time and place of the meeting;

2. Name of the chairman; 3. Attendance of Directors at the meeting, specifying the names and number of Directors preset, on leave or absent; 4. Name and titles of those attending the meeting; 5. Name of minutes recorder; 6. Items reported; 7. Items discussed: Resolution method and result for each resolution, summaries of comments made by ~~and objections or reservations expressed by~~ Directors, experts or other persons that ha~~s~~ been included in the records or stated in writing, and written opinion made by independent directors in accordance with Article 3.5.2;	2. Name of the chairman; 3. Attendance of Directors at the meeting, specifying the names and number of Directors preset, on leave or absent; 4. Name and titles of those attending the meeting; 5. Name of minutes recorder; 6. Items reported; 7. Items discussed: Resolution method and result for each resolution, summaries of comments made by Directors, experts or other persons, the name of any director that is an interested party as referred to Article 3.6.4, an explanation of the important aspects of the relationship of interest, the reasons why the Director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting, and objections or reservations expressed that have been included in the records or stated in writing, and written opinion made by independent directors in accordance with Article 3.5.2;
8. Ad hoc motions: Name of the person who proposes, resolution method and result for each motion, summaries of comments made by ~~and objections or reservations expressed by~~ Directors, experts or other persons ~~who~~ ha~~s~~ been included in the records or stated in writing; and	8. Ad hoc motions: Name of the person who proposes, resolution method and result for each motion, summaries of comments made by Directors, experts or other persons, the name of any director that is an interested party as referred to Article 3.6.4, an explanation of the important aspects of the relationship of interest, the reasons why the Director was required or not required to enter recusal, and the status of their recusal;opinions expressing objects or reservations at the meeting, and

9. Other matters required to be recorded.	objections or reservations expressed that have been included in the records or stated in writing; and 9. Other matters required to be recorded.
3.9 本規則訂定後，如遇相關法令變更，本規則應適時配合修正，並應依照法令經董事會~~(審計委員會)~~決議通過，並提股東會報告。 3.9 After the enactment of these Rules, these Rules shall be modified appropriately and approved by the Board ~~(audit committee)~~ and be reported to the shareholders' meeting pursuant to the laws and regulations if there is any amendment of relevant laws and regulations.	3.9 本規則訂定後，如遇相關法令變更，本規則應適時配合修正，並應依照法令經董事會決議通過，並提股東會報告。 3.9 After the enactment of these Rules, these Rules shall be modified appropriately and approved by the Board and be reported to the shareholders' meeting pursuant to the laws and regulations if there is any amendment of relevant laws and regulations.

【附件五】**EXHIBIT V**

Comparison table for the amendments of Guideline for Loaning Funds to Others
資金貸與他人作業程序修訂對照表

Changes to Original Form 原條文修改	Amended Form 修改後條文
2. Scope 本作業程序適用於集團子公司為配合業務實際需要，所為之資金貸放。 This Guideline shall apply to all subsidiaries of the group for lending/borrowing based on actual business needs.	**2. Scope** 本作業程序適用於集團子公司為配合業務實際需要，所為之資金貸放。 This Guideline shall apply to all subsidiaries of the group for lending/borrowing based on actual business needs. 本作業程序所稱子公司及母公司，應依證券發行人財務報告編製準則之規定認定之。本作業程序所稱之淨值，係指證券發行人財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。 "Subsidiary" and "parent company" as referred to in this Guideline shall be as determined under the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”. "Net worth" in this Guideline means the balance sheet equity attributable to the owners of the parent company under the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”.
3.1.1 The Company shall not loan funds to any of its shareholders or any other person except for parties who are qualified with the following requirements: 1. 有業務往來之公司或行號。 1. Where an inter-company or inter-firm business transaction calls for a loan arrangement; or	3.1.1 The Company shall not loan funds to any of its shareholders or any other person except for parties who are qualified with the following requirements: 1. 有業務往來之公司或行號。 1. Where an inter-company or inter-firm business transaction calls for a loan arrangement; or

2. 有短期融通資金之必要的公司或行號。融資金額不得超過貸與企業淨值之百分之四十。 2. Where an inter-company or inter-firm short-term financing facility is necessary, provided that such financing amount shall not exceed 40 percent of the Company's equity. 所稱短期係指一年或一營業週期（以較長者為准）之期間。 The ~~so~~ called “short-term” means the period of one year or one operating cycle (whichever is the longest). 所稱融資金額係指本公司短期融通資金之累計餘額。 The “financing amount” provided herein refers to the cumulative balance of the Company’s short-term financing. 所稱短期融資之必要係指下列情形： ~~The so called short-term~~ “short-term”financing necessity means the following: 1. 本公司之直接及間接持有表決權之股份超過百分之五十之公司，因業務需要有短期融通資金之必要者。 1. Where short-term financing is needed for the subsidiary which the Company directly or indirectly holds more than 50% of its voting shares for business needs. 2. 他公司或行號因購料或營運周轉需要而有短期融通資金之必要者。 2. Where short-term financing is needed to purchase materials or for operational turnover by other companies or firms.	2. 有短期融通資金之必要的公司或行號。融資金額不得超過貸與企業淨值之百分之四十。 2. Where an inter-company or inter-firm short-term financing facility is necessary, provided that such financing amount shall not exceed 40 percent of the Company's equity. 所稱短期係指一年或一營業週期（以較長者為准）之期間。 The term of “short-term” means the period of one year or one operating cycle (whichever is the longest). 所稱融資金額係指本公司短期融通資金之累計餘額。 The term of “financing amount” provided herein refers to the cumulative balance of the Company’s short-term financing. 所稱短期融資之必要係指下列情形： The term of “short-term” financing necessity means the following: 1.本公司之直接及間接持有表決權之股份超過百分之五十之公司，因業務需要有短期融通資金之必要者。 1. Where short-term financing is needed for the subsidiary which the Company directly or indirectly holds more than 50% of its voting shares for business needs. 2.他公司或行號因購料或營運周轉需要而有短期融通資金之必要者。 2. Where short-term financing is needed to purchase materials or for operational turnover by other companies or firms.
3.1.4 貸與無業務往來但有短期融通資金之必要者，本公司融資總額不得超過貸與企業淨值之百分之四十為限，對單一法人或團體貸與之限額，以不得超過貸與企	3.1.4 備註: 此條文僅修訂英文版內容，中文版內容未修訂。 Note: The modification in the article is limited to the content in English. The

業淨值百分之十。 3.1.4 For those parties which engage in no business with the Company but where short-term financing is needed, the loan extended shall not be more than 40% of the Company's equity or 10% of the Company's equity for a single juristic person or group lending.	content in Chinese remains unchanged. 3.1.4 For those parties which engage in no business with the Company but where short-term financing is needed, the total amount of loan extended shall not be more than 40% of the Company's equity or 10% of the Company's equity for a single juristic person or group lending.
3.1.5 每筆短期融通資金貸款期間自貸與日起最長不得超過一年~~，如因業務需要得經董事會核定予以展期~~。利率不得低於借款當日銀行短期放款利率為原則，本公司貸款利息之計收，以每月繳息一次為原則，但為本公司 100%轉投資公司得不加計利息。 3.1.5 The term of each short-term loan shall not exceed one year at most starting from the date ~~the loan is extended (provided however the term may be extended if approved by the board of directors in consideration of business needs)~~ and the interest rate shall not be lower than the short-term lending rate offered by the bank on the date the loan is borrowed. The calculation of the Company's interest shall be collected once per month in principle, provided however interest is not required if the loan is extended to a directly or indirectly wholly-owned subsidiary of the Company.	3.1.5 每筆短期融通資金貸款期間自貸與日起最長不得超過一年。利率不得低於借款當日銀行短期放款利率為原則，本公司貸款利息之計收，以每月繳息一次為原則，但為本公司 100%轉投資公司得不加計利息。 3.1.5 The term of each short-term loan shall not exceed one year at most starting from the date of loan, and the interest rate shall not be lower than the short-term lending rate offered by the bank on the date the loan is borrowed. The calculation of the Company's interest shall be collected once per month in principle, provided however interest is not required if the loan is extended to a directly or indirectly wholly-owned subsidiary of the Company.
3.1.6 直接及間接持有表決權股份百分之百之境外公司間，從事資金貸與，不受 3.1.4 條融資金額不得超過貸與企業淨值之百分之四十之限制。	3.1.6 直接及間接持有表決權股份百分之百之境外公司間，從事資金貸與，不受 3.1.4 條融資金額不得超過貸與企業淨值之百分之四十之限制。但資金貸與總額以不超過貸與公司企業淨值之百分之五十為限，對單一法人或團體貸與之限額，以不超過貸與公司企業淨值之百

	<u>分之十為限。資金貸款期間自貸與日起最長不得超過一年。</u>
3.1.6 The restriction in Article 3.1.4 shall not apply to inter-company loans between offshore companies in which the Company holds, directly or indirectly, 100% of the voting shares.	3.1.6 The restriction in Article 3.1.4 shall not apply to inter-company loans between offshore companies in which the Company holds, directly or indirectly, 100% of the voting shares.<u> However, the total amount of loan extended shall not be more than 50% of the Company's equity or 10% of the Company's equity for a single juristic person or group lending, and the term of each short-term loan shall not exceed one year at most starting from the date of loan.</u>
3.5.1 貸款撥放後，應經常注意借款人及保證人之財務、業務以及信用狀況等，如有提供擔保品者，並應注意其擔保物價值有無變動情形，在放款到期一個月前，應通知借款人屆期清償本息~~或辦理展期手續~~。 3.5.1 After the advance of payment, the Company shall constantly pay attention to the financial status and business condition as well creditability of the borrower and its guarantor. If collateral is provided, the Company shall also pay attention to any changes to the value of such collateral. One month prior to maturity, the Company shall notify the borrower to either repay the principal and interest ~~or apply for renewal~~.	3.5.1 貸款撥放後，應經常注意借款人及保證人之財務、業務以及信用狀況等，如有提供擔保品者，並應注意其擔保物價值有無變動情形，在放款到期一個月前，應通知借款人屆期清償本息。 3.5.1 After the advance of payment, the Company shall constantly pay attention to the financial status and business condition as well creditability of the borrower and its guarantor. If collateral is provided, the Company shall also pay attention to any changes to the value of such collateral. One month prior to maturity, the Company shall notify the borrower to either repay the principal and interest.
3.7.4 本公司應~~依一般公認會計原則規定，~~評估資金貸與情形並提列適足之備抵壞帳，且於財務報告中適當揭露有關資訊，並提供相關資料予簽證會計師執行必要之查核程序。 3.7.4 The Company shall evaluate the status of its loans of funds and reserve sufficient	3.7.4 本公司應評估資金貸與情形並提列適足之備抵壞帳，且於財務報告中適當揭露有關資訊，並提供相關資料予簽證會計師執行必要之查核程序。 3.7.4 The Company shall evaluate the status of its loans of funds and reserve sufficient

allowance for bad debts ~~in compliance with generally accepted accounting principles,~~ and shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.	allowance for bad debts and shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.
3.9. ~~資訊公開~~ 3.9 ~~Information Disclosure~~	3.9. 公告申報：本公司資金貸與達下列標準之一者，應依相關法令於事實發生日之即日起算二日內公告申報： 3.9 Announce and Report: The Company and its subsidiaries shall announce and report the previous month's balance of endorsements/guarantees by the 10th day of each month, and whose loans of funds reach one of the following levels shall proceed with relevant announcements pursuant to relevant laws and regulations within two days commencing immediately from the date of occurrence: 所稱之公告申報，係指輸入金融監督管理委員會指定之資訊申報網站。 本準則所稱事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。 The term "Announce and Report" as used in this Guideline means the process of entering data to the information reporting website designated by the Financial Supervisory Commission (FSC). Date of occurrence" in this Guideline means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the transaction, whichever date is earlier.

3.9.1 ~~本公司應就資金資與他人有關事項，依相關法令辦理相關公告事項。~~	3.9.1 本公司及子公司資金貸與他人之餘額達本公司最近其財務報表淨值百分之二十以上。
3.9.1 ~~The Company shall proceed with relevant announcements in connection with funds loaning to others pursuant to relevant laws and regulations.~~	3.9.1 The aggregate balance of loans to others by the company and its subsidiaries reaches 20% or more of the company's net worth as stated in its latest financial statement.
3.9.2 ~~本公司之子公司非屬國內公開發行公司者，該子公司有前條應公告申報之事項，應由本公司為之。前項子公司資金貸與餘額占淨值比例之計算，以該子公司資金貸與餘額占本公司淨值比例計算之。~~	3.9.2 本公司及子公司對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上。
3.9.2 ~~The Company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to the preceding paragraph. The percentage calculation of loan balance account of such subsidiary to a company's equity stated above shall be made according to the loan balance of such subsidiary to the Company's equity.~~	3.9.2 The balance of loans by the company and its subsidiaries to a single enterprise reaches 10% or more of the company's net worth as stated in its latest financial statement.
3.9.3 ~~依相關法令辦理申報公告事宜系俟本公司股票正式上市（櫃）掛牌交易後始適用之。~~	3.9.3 本公司或子公司新增資金貸與金額達新臺幣一千萬元以上且達本公司最近期財務報表淨值百分之二以上。
3.9.3 ~~Matters which shall be announced according to relevant laws and regulations shall become applicable after the Company's shares are listed on the Taiwan Stock Exchange Corporation (or the OTC).~~	3.9.3 The amount of new loans of funds by the company or its subsidiaries reaches NT$10 million or more, and reaches 2% or more of the company's net worth as stated in its latest financial statement. 本公司之子公司非屬國內公開發行公司者，該子公司有前條應公告申報之事項，應由本公司為之。前項子公司資金

	貸與餘額占淨值比例之計算，以該子公司資金貸與餘額占本公司淨值比例計算之。 The Company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to the preceding paragraph. The percentage calculation of loan balance account of such subsidiary to a company's equity stated above shall be made according to the loan balance of such subsidiary to the Company's equity.

【附件六】**EXHIBIT VI**

Comparison table for the amendments of
Guideline for Endorsement and Guaranty
背書及保證作業程序修訂對照表

Changes to Original Form 原條文修改	Amended Form 修改後條文
3.4 子公司及母公司：依~~財團法人中華民國會計研究發展基金會所發布之財務會計準則公報第五號及第七號規定認定之~~程序~~。~~ 3.4 Subsidiaries and ~~P~~arent Company: The definition of “subsidiary” referred to herein shall be determined under the ~~Statement of Financial Accounting Standards No.5 and No.7 announced by the Accounting Research & Development Foundation of the Republic of China.~~	3.4 子公司及母公司：依證券發行人財務報告編製準則之規定認定之。本作業程序所稱之淨值，係指證券發行人財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。 3.4 Subsidiaries and parent Company: The definition of “subsidiary” and “parent Company” referred to herein shall be determined under the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”. "Net worth" in this Guideline means the balance sheet equity attributable to the owners of the parent company under the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”.
4.1 背書保證對象 4.1 Counterparties 4.1.1 本公司得對下列公司背書及保證： 4.1.1 The Company may provide endorsement and/or guarantee to the following counterparties: 1. 與本公司有業務關係之公司。 1. Entities with which the Company is having sales/transaction activities. 2. 本公司直接及間接持有表決權之股份超過百分之五十之公司。 2. A company in which the Company directly or indirectly holds greater than 50% of the total voting shares in the subsidiaries.	4.1 背書保證對象 4.1 Counterparties 4.1.1 本公司得對下列公司背書及保證： 4.1.1 The Company may provide endorsement and/or guarantee to the following counterparties: 1. 與本公司有業務關係之公司。 1. Entities with which the Company is having sales/transaction activities. 2. 本公司直接及間接持有表決權之股份超過百分之五十之公司。 2. A company in which the Company directly or indirectly holds greater than 50% of the total voting shares in the subsidiaries.

3. 直接及間接持有本公司表決權股份百分之五十之公司。 3. A company that directly or indirectly holds 50% or more of the total voting shares in the Company. 本公司直接及間接持有表決權股份達百分之九十以上之公司間，得為背書保證。 Companies in which the Company directly or indirectly holds 90% or more of the total voting shares may make endorsements and/or guarantees for each other. 本公司因共同投資關係由全體出資股東依其持股比率對被投資公司背書保證者，不受前兩項規定之限制，得對外背書保證。 The Company, as one of the shareholders of a jointly invested company, is to provide endorsements and/or guarantees for the jointly invested company in proportion to its shareholding percentage ~~and shall~~ be waived from the restrictions as provided in the preceding two paragraphs.	3. 直接及間接持有本公司表決權股份百分之五十之公司。 3. A company that directly or indirectly holds 50% or more of the total voting shares in the Company. 本公司直接及間接持有表決權股份達百分之九十以上之公司間，得為背書保證，且其金額不得超過本公司淨值之百分之十。但本公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。 Companies in which the Company directly or indirectly holds 90% or more of the total voting shares may make endorsements and/or guarantees for each other, and the amount of endorsements/guarantees may not exceed 10% of the net worth of the Company, provided that this restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares. 本公司因共同投資關係由全體出資股東依其持股比率對被投資公司背書保證者，或同業間依消費者保護法規範從事預售屋銷售合約之履約保證連帶擔保，不受前兩項規定之限制，得對外背書保證。 The Company, as one of the shareholders of a jointly invested company, is to provide endorsements and/or guarantees for the jointly invested company in proportion to its shareholding percentage, or where companies in the same industry provide among themselves joint and several security for a performance guarantee of a sales contract for pre-construction homes pursuant to the Consumer Protection Act for each other, and such endorsements/ guarantees may be waived from the restrictions as

	provided in the preceding two paragraphs.
4.1.3 背書保證額度： 4.1.3 Amount Limitation 1. 本公司對外背書保證之總額不得超過本公司當期淨值百分之五十。 1. The total amount of endorsement and guarantee issuance shall not exceed ~~[~~50%~~]~~ of the current Company’s equity. 2. 本公司對單一企業背書保證之累計金額不得超過本公司當期淨值百分之二十。 2. The amount of issuance of endorsement and guarantee to a given individual entity shall not exceed [20%] of the current equity of the Company. 3. 除本公司直接及間接持有表決權股份百分之百之子公司間背書保證外，本公司直接及間接持有表決權之股份達百分之九十以上之公司間背書保證金額不得超過本公司淨值之百分之~~二~~十。 3. Except for endorsements and/or guarantees provided to each other by companies in which the Company directly or indirectly holds 100% of the total voting shares, the amount of issuance of endorsement and/or guarantee provided by companies to each other in which the Company directly or indirectly holds 90% or more of the total voting shares shall not exceed ~~20~~% of the equity of the Company.	4.1.3 背書保證額度： 4.1.3 Amount Limitation 1. 本公司對外背書保證之總額不得超過本公司當期淨值百分之五十。 1. The total amount of endorsement and guarantee issuance shall not exceed 50% of the current Company’s equity. 2. 本公司對單一企業背書保證之累計金額不得超過本公司當期淨值百分之二十。 2. The amount of issuance of endorsement and guarantee to a given individual entity shall not exceed [20%] of the current equity of the Company. 3. 除本公司直接及間接持有表決權股份百分之百之子公司間背書保證外，本公司直接及間接持有表決權之股份達百分之九十以上之公司間背書保證金額不得超過本公司淨值之百分之十。 3. Except for endorsements and/or guarantees provided to each other by companies in which the Company directly or indirectly holds 100% of the total voting shares, the amount of issuance of endorsement and/or guarantee provided by companies to each other in which the Company directly or indirectly holds 90% or more of the total voting shares shall not exceed 10% of the equity of the Company.
4.2.7 財務單位應~~依財務會計準則第九號之規定，定期~~評估並認列背書保證之或有損失且於財務報告中適當揭露背書保證資訊，並提供簽證會計師相關資料，以供會計師實行必要查核程序，出具允當之查核報告。	4.2.7 財務單位應評估並認列背書保證之或有損失且於財務報告中適當揭露背書保證資訊，並提供簽證會計師相關資料，以供會計師實行必要查核程序，出具允當之查核報告。

4.2.7 The finance department shall evaluate and record the contingent loss for the endorsements and/or guarantees ~~according to the Statement of Financial Accounting Standards No.9~~, and shall adequately disclose information on endorsements/guarantees in its financial reports and provide certified public accountants with relevant information for implementation of necessary audit procedures, in order to issue an adequate audit report.	4.2.7 The finance department shall evaluate and record the contingent loss for the endorsements and/or guarantees, and shall adequately disclose information on endorsements/guarantees in its financial reports and provide certified public accountants with relevant information for implementation of necessary audit procedures, in order to issue an adequate audit report.
備註: 4.2.9 為新增條文 Note: Article 4.2.9 was added.	4.2.9 子公司股票無面額或每股面額非屬新臺幣十元者，依第 4.2.8 條規定計算之實收資本額，應以股本加計資本公積 - 發行溢價之合計數為之。 4.2.9 In the case of a subsidiary with shares having no par value or a par value other than NT$10, for the paid-in capital in the calculation in accordance with Article 4.2.8, the sum of the share capital plus paid-in capital in excess of par shall be substituted.
~~4.4.4 本公司及子公司整體為背書保證之總額達本公司淨值百分之五十以上者，應於股東會說明其必要性及合理性，俾使股東知悉本公司及子公司從事背書保證之風險情形。~~ ~~4.4.4 In the event the Company or its subsidiaries, in whole, provide an aggregate amount of endorsement and/or guarantee which exceeds 50% or more of the Company's equity, the necessity and reasonableness of this endorsement and/or guarantee proposed shall be explained in the shareholders' meeting to make the shareholders aware of risks which the Company and its subsidiaries~~	備註: 4.4.4 條文刪除 Note: Article 4.4.4 was removed.

~~may encounter when making the endorsement and/or guarantee.~~	
4.5 公告申報：~~本公司於公開發行後應就背書保證有關事項，依相關法令辦理相關公告事項。依相關法令辦理申報公告事宜係俟本公司股票正式上市（櫃）掛牌交易後始適用之。~~ 4.5 ~~Public Announcement: The Company shall proceed with relevant announcements in connection with funds loanings, to others in connection with the endorsement and/or guarantee pursuant to relevant laws and regulations after public offering. Matters which shall be announced according to relevant laws and regulations shall become applicable after the Company's shares are listed on the Taiwan Stock Exchange Corporation (or the OTC).~~ 備註: 4.5.1~4.5.4 為新增條文	4.5 公告申報：本公司應於每月十日前公告申報本公司及子公司上月份背書保證餘額，且本公司背書保證達下列標準之一者，應依相關法令於事實發生日之即日起算二日內公告申報： 4.5 Announce and Report: The Company and its subsidiaries shall announce and report the previous month's balance of endorsements/guarantees by the 10th day of each month, and whose balance of endorsements/guarantees reaches one of the following levels shall proceed with relevant announcements pursuant to relevant laws and regulations within two days commencing immediately from the date of occurrence: 所稱之公告申報，係指輸入金融監督管理委員會指定之資訊申報網站。 本準則所稱事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。 The term "Announce and Report" as used in this Guideline means the process of entering data to the information reporting website designated by the Financial Supervisory Commission (FSC). Date of occurrence" in this Guideline means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the transaction, whichever date is earlier. 4.5.1 本公司及子公司背書保證餘額達該本

Note: Article 4.5.1~4.5.4 were added.	公司最近期財務報表淨值百分之五十以上。 4.5.1 The aggregate balance of endorsements/guarantees by the Company and its subsidiaries reaches 50% or more of the Company's net worth as stated in its latest financial statement. 4.5.2 本公司及子公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上。 4.5.2 The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statement. 4.5.3 本公司及子公司對單一企業背書保證餘額達新臺幣一千萬元以上且對其背書保證、長期性質之投資及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。 4.5.3 The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches NT$10 million or more and the aggregate amount of all endorsements/guarantees for, investment of a long-term nature in, and balance of loans to, such enterprise reaches 30% or more of the Company's net worth as stated in its latest financial statement. 4.5.4 本公司或子公司新增背書保證金額達新臺幣三千萬元以上且達本公司最近期財務報表淨值百分之五以上。 4.5.4 The amount of new endorsements / guarantees made by the Company or its subsidiaries reaches NT$30 million or more, and reaches 5% or more of the Company's net worth as stated in its latest financial statement.

	本公司之子公司非屬國內公開發行公司者，該子公司有前項第四款應公告申報之事項，應由本公司為之。 The Company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to subparagraph 4 of the preceding paragraph.

【附件七】**EXHIBIT VII**

董事兼任他公司之名稱及職務表
Table of Directors' positions in other companies

職 稱 Position	姓 名 Name	目前兼任他公司之名稱及職務 Position holding in other companies	職 稱 Position	姓 名 Name	目前兼任他公司之名稱及職務 Position holding in other companies
董事 Director	關建英 Kinying Kwan	●世芯電子上海孫公司執行董事 Managing Director of Alchip Technologies, Ltd.(Incorporated in Shanghai) ●世芯電子台灣子公司董事 Director of Alchip Technologies, Inc. (Incorporated in Taiwan) ●世芯電子日本子公司董事 Director of Alchip Technologies, KK (Japan) ●世芯電子美國子公司董事 Director of AlChip Technologies, Inc.(Incorporated in USA) ●世芯電子香港子公司董事 Director of Alchip Technologies, Ltd. (Incorporated in HK)	董事 Director	張國威 Herbert Chang	●Monolithic Power Systems 董事 Director of Monolithic Power Systems ●Integrated Memory Logic, Ltd. 董事 Director of Integrated Memory Logic, Ltd. ●鴻友科技董事 Director of Mustek Systems, Inc. ●牧東光電法人董事代表人 Representative of Institutional Director of Mutto Optronics Co., Ltd. ●源耀科技董事 Director of Ablaze Wireless ●世芯電子台灣 子公司監察人 Supervisor of Alchip Technologies, Inc. (Incorporated in Taiwan)
董事 Director	Benjamin Jin-Ping Ng	●Sicomm Tech Co., Ltd. 董事 Director of Sicomm Tech Co., Ltd. ●Risecomm Co., Ltd 董事 Director of Risecomm Co., Ltd ●NTS International Holding Ltd.董事 Director of NTS International Holding Ltd. ●Beijing Rising Technology Co., Ltd.董事 Director of Beijing Rising Technology Co., Ltd.	董事 Director	沈翔霖 Johnny Shyang-Lin Shen	●世芯電子台灣子公司董事及總經理 Director and General Manager of Alchip Technologies, Inc. (Incorporated in Taiwan) ●世芯電子上海孫公司總經理 General Manager of Alchip Technologies, Ltd.(Incorporated in Shanghai) ●世芯電子無錫孫公司執行董事 Managing Director of Alchip Technologies, Ltd.(Incorporated in Wuxi)
獨立董事 Independent Director	洪茂蔚 Mao-Wei Hung	●牧東光電獨立董事 Inpendent Director of Mutto Optronics Co., Ltd.			
獨立董事 Independent Director	莊彬甫 Binfu Chuang	●上海新茂半導體董事及總經理 Director and President of Shanghai SyncMOS Semiconductor Co., Ltd.	獨立董事 Independent Director	江善頌 Brian Chiang	●台灣典範半導體(股)公司董事 Director of Taiwan IC Packaging Corporation