英屬開曼群島商世芯電子股份有限公司
Alchip Technologies, Ltd.
民國 105 年股東常會議事錄
Minutes of 2016 Annual General Meeting

時 間：民國一○五年六月二十四日（星期五）上午九時正
Time: 09:00 a.m. on Friday, June 24, 2016.

地 點：台北市內湖區堤頂大道二段207號1樓(學學文創志業大樓)
Venue: 1F, No. 207, Sec.2, Tiding Blvd.,Neihu District, Taipei City (Building of Xue Xue Institute)

出 席：出席股東及股東代理人所代表之股份計32,186,956股。
[佔本公司已發行股份總數61,567,815股之52.27 %。]
Shareholding of presenting shareholders and shareholders by proxy was 32,186,956 shares.
[representing 52.27% of the 61,567,815 shares issued.]

列席人員：葉日青律師、勤業眾信會計師事務所王儀雯會計師、沈翔霖總經理、王德善財務長
Attendees: Alex Yeh(Attorney-at-law)、Janice Wang (Deloitte & Touche Tohmatsu)、 CEO Johnny Shyang-Lin Shen、CFO Daniel Wang

主 席：關董事長 建英
Chairman: Mr. Kinying Kwan, Chairman of the Board of Directors

紀錄：廖筱萍
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。

1. Chairman of the Meeting announced that the aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

二、主席致詞[略]

2. Chairman’s Address (Omitted)

三、討論事項 Discussion Items

討論案一 董事會 提

案由：修訂公司章程案，提請 討論。

說明：為配合相關法令，擬修訂章程如附件一所列示之條款。修訂條文對照表請參閱附件一。

決議：本議案投票表決結果如下:

表決時出席股東表決權數: 31,986,956 權

表決結果	占出席股東表決權數%
贊成權數 28,630,947 權 (含電子投票 21,062 權)	89.51 %
反對權數 33,006 權 (含電子投票 33,006 權)	0.10 %
棄權與未投票權數 3,323,003 權 (含電子投票 3,323,003 權)	10.39 %

本案照原案經特別決議表決通過。

Discussion No.1： Proposed by the Board of Directors

Amendments to the Memorandum and Articles of Association of the Company. Please proceed to discuss.

Explanatory Notes:

Subject to approval by the shareholders by way of a special resolution, it is proposed that the Memorandum and Articles of Association of the Company be amended in accordance with the relevant laws and regulations set forth in Exhibit I hereto, in substitution for and to the exclusion of all the existing memorandum and articles of association of the Company. Please refer to Exhibit I for details.

Voting Results：

Shares present at the time of voting: 31,986,956.

Voting Results*		% of the total represented share present
Approval votes:	28,630,947 votes (21,062 votes)	89.51 %
Disapproval votes:	33,006 votes (33,006 votes)	0.10 %
Abstention votes/no votes:	3,323,003 votes (3,323,003 votes)	10.39 %

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as a special resolution.

四、報告事項 Report Items

（一）民國104年度營業狀況報告，請參閱附件二。
2015 Business Report of the Company, please refer to Exhibit II.

（二）審計委員會審查民國104年度決算表冊報告，請參閱附件三。
Audit Committee's Review Report, please refer to Exhibit III.

（三）買回公司股份執行情形報告案，請參閱下表。
To report the Implementation of Share Buyback Program, please refer to the table below.

董事會決議日	104 年 5 月 14 日
買回目的	維護公司信用及股東權益
預定買回期間	104/05/15~104/07/13
實際買回期間	104/05/15~104/06/12
買回區間價格	35.91~87.58 元
預定買回數量	2,000,000 股
已買回股份種類及數量	普通股 1,184,000 股
已買回股份金額	新台幣 52,462,561 元
平均每股買回價格	44.31 元
已辦理銷除及轉讓之股份數量	普通股 1,184,000 股
累積持有本公司股份數量	普通股 0 股
累積持有本公司股份數量占已發行股份總數比率(%)	0%
買回本公司股份執行結果	期間屆滿未執行完畢
買回期間屆滿未執行完畢之原因	為兼顧市場機制不影響股價，本公司視股價變化及成交量狀況採分批買回策略，故未執行完畢。

Implementation of Share Buyback Program

Date of Board resolution	May 14, 2015
Purpose of the buyback	To maintain the company's credit and shareholders' equity
Estimated buyback period	2015/05/15~2015/07/13
Actual buyback period	2015/05/15~2015/06/12
The price range for buybacks	NT$ 35.91~87.58
Number of share buyback	2,000,000 shares
Number of shares bought back	1,184,000 ordinary shares
Total value of shares bought back	NT$ 52,462,561
The average buyback price per share	NT$ 44.31
The number of stocks that have already been canceled and transferred	1,184,000 ordinary shares
The accumulated number of corporate stocks	0 ordinary shares

The ratio of the accumulated number of corporate stocks to the total number of issued stocks	0%
The result for the implementation of Shares Buyback Program	It was uncompleted at the expiration of the Shares Buyback Program
The reason for uncompleted Shares Buyback Program during the buyback period	In order to take into account market mechanism and not affect the share price, the Company bought shares back in batches based on the share price and the trading volume. Therefore, it was uncompleted at the expiration of the Shares Buyback Program.

（四）民國104年度員工及董事酬勞分配情形報告，請參閱說明如下:

一、依討論事項第一案決議修正後公司章程第34.1條規定，本公司年度如有獲利，應提撥當年度獲利不低於1%為員工酬勞及不高於2%為董事酬勞。當年度獲利狀況係指當年度稅前利益扣除分派員工酬勞及董事酬勞前之利益。

二、本公司擬以現金方式分派員工酬勞美金354,217元及董事酬勞美金115,406元。

三、本公司依據台灣證券交易所股份有限公司於105年4月14日來函所示有關104年度董監酬金發放之合理性乙事，茲說明如下:

本公司董事酬勞包含盈餘分配之酬勞、業務執行費用及執行董事報酬，其中盈餘分配之酬勞係依章程規定提撥當年度獲利不高於2%為董事酬勞。104年度之盈餘分配酬勞為稅後淨利2%，上述之董事酬勞皆已提報薪酬委員會及董事會通過。本公司103年度及104年度稅後淨利分別為新台幣211,186仟元及128,936仟元。104年度董事酬勞係於104年初依據103年之營運績效對執行董事報酬進行調整，以致104年董事酬勞較103年增加新台幣2,821仟元，增加比例20%。

Report No.4：

2015 Distribution of Bonus to Employees and Directors of the Company. Please see the description below.

1. In accordance with the resolution of the first Discussion Item and the amended Article 34.1 of the Memorandum and Articles of Association of the Company, the Company shall set aside no less than 1% of its annual profits as bonus to employees of the Company and set side no more than 2% of its annual profits as bonus to Directors. The annual profits specified in this Article refer to the annual income before tax and before bonuses are set aside for employees and Directors.
2. The Company will distribute US$354,217 to employees and US$115,406 to Directors in cash.
3. In accordance with the letter from TWSE on April 14, 2016, the Company provides explanation of the reasonableness for the distribution of 2015 Directors remuneration as below.

The compensation is set aside no more than 2% of its annual profits as compensation to Directors based on the Memorandum and Articles of Association of the Company. The compensation for the year 2015 was 2% of net income which was approved by the Remuneration Committee and Board Meeting. The net income of the Company was NT$211,186 thoudand and NT$128,936 thoudand in 2014 and 2015 respectively. 2015 remuneration to executive Directors was adjusted based on the operation performance of year 2014 at the beginning of year 2015. Hence, the remuneration of year 2015 raised NT$2,821 thousand, increased by 20% compared to the remuneration of year 2014.

五、承認事項 Proposed Resolutions

承認案一　　　　　　　　　　　　　　　　　　　　　　　　　　　董事會 提

案由：民國 104 年度營業報告書及財務報表案。

說明：一、本公司民國 104 年度營業報告書，請參閱附件二。

二、本公司民國 104 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黃樹傑會計師查核簽證完竣，並出具查核報告書在案。

三、民國 104 年度會計師查核報告及上述合併財務報表，請參閱附件四。

決議：本議案投票表決結果如下:

表決時出席股東表決權數: 32,177,956 權

表決結果	占出席股東表決權數%
贊成權數 28,632,947 權 (含電子投票 123,062 權)	88.98 %
反對權數 31,006 權 (含電子投票 31,006 權)	0.10 %
棄權與未投票權數 3,514,003 權 (含電子投票 3,323,003 權)	10.92 %

本案照原案表決通過。

Proposal No.1：　　　　Proposed by the Board of Directors

2015 Business Report and the Consolidated Financial Statements for the year ended December 31, 2015 of the Company.

Explanatory Notes:

(1) 2015 Business Report of the Company, please refer to Exhibit II.

(2) The Company's 2015 Consolidated Financial Statements, including Balance Sheet, Income Statement, Statement of Changes in Shareholder's Equity and Cash Flow Statement, were audited by independent auditors, Ms. Janice Wang and Mr. S.C. Huang of Deloitte & Touche Tohmatsu.

(3) The independent auditors' audit report and the above-mentioned Consolidated Financial Statements, please refer to Exhibit IV.

Voting Results：

Shares present at the time of voting: 32,177,956.

Voting Results*		% of the total represented share present
Approval votes:	28,632,947 votes (123,062 votes)	88.98 %
Disapproval votes:	31,006 votes (31,006 votes)	0.10 %
Abstention votes/no votes:	3,514,003 votes (3,323,003 votes)	10.92 %

*including votes casted electronically (numbers in brackets)

RESOLVED, that 2015 Business Report and the Consolidated Financial Statements be and hereby were accepted as submitted.

承認案二 董事會 提

案由：民國104年度盈餘分配案，提請 承認。

說明：一、民國 104 年度盈餘分配，業經民國 105 年 3 月 4 日董事會依公司法及討論事項第一案決議修正後公司章程規定擬具分派如下表。

Alchip Technologies, Limited

2015 年度盈餘分配表

單位：美金元

2015 年度期初未分配盈餘	18,724,643
註銷庫藏股	(1,437,130)
本期稅後盈餘	4,062,447
本期可供分配盈餘	21,349,960
分配項目	
現金股利（每股配發美金 0.01498 元）(註)	(922,286)
2015 年度期末未分配盈餘	20,427,674

註:每股股利係以 105 年 3 月 3 日止流通在外股數 61,567,815 股計算，實際每股股利將以配息基準日本公司實際流通在外股份為準，惟分派總額不變。

二、本案俟股東常會通過後，授權董事會訂定除息基準日及其他相關事宜。

三、本次盈餘分派於除息基準日前，若基於法令變更、主管機關要求、本公司買回公司股份/員工認股權之行使等因素，影響流通在外股份數量，致使股東配息比率發生變動而需修正時，授權董事會全權處理。

四、本公司依據財團法人證券投資人及期貨交易人保護中心於 105 年 5 月 30 日來函所示有關股利分派乙事，茲說明如下:

本公司依章程規定，並考量公司未來發展策略及長期財務規劃，於 105 年 3 月 4 日董事會擬議 104 年度盈餘分配案，配發現金股利美金 922 仟元折合新台幣約 30,417 仟元，每股股利美金 0.01498 元折合新台幣約 0.49404 元，符合本公司章程 34.1(請參閱議事手冊第 73 頁)所訂之股利政策。

本公司於 103 年 10 月於台灣證券交易所掛牌上市，正處於經營成長期，為配合營運發展需求，當年度盈餘預計將用於購置矽智財、設計軟體及相關機器設備，作為開發 Tier 1 系統大廠市場使用，為未來長期營收及獲利成長動能做準備。另為強化自有矽智財，本公司積極尋求策略合作夥伴，若遇合適機會，不排除投資或併購具發展潛力之矽智財公司，以因應未來產業發展需求及拓展具競爭力之利基市場。

相較同業均已上市掛牌多年，屬穩定發展公司，現金部位充沛。本公司現金佔總資產比例相對同業為低，為提升企業中長期競爭力及降低經營風險，本公司董事會綜合各項因素，決議保留較高盈餘用以充實營運資金，作為業務成長及整

體營運發展需求，藉以提升企業價值並優化股東權益，為股東中長期權益奠基。

決議：本議案投票表決結果如下:

表決時出席股東表決權數: 32,177,956 權

表決結果	占出席股東表決權數%
贊成權數 28,609,947 權 (含電子投票 100,062 權)	88.91 %
反對權數 54,006 權 (含電子投票 54,006 權)	0.17 %
棄權與未投票權數 3,514,003 權 (含電子投票 3,323,003 權)	10.92 %

本案照原案表決通過。

Proposal No.2： Proposed by the Board of Directors

2015 Dividend Distribution Proposal.

Explanatory Notes:

(1) The Board has adopted a proposal for 2015 Profit Distribution on March 4, 2016 in accordance with the Company Act and the amended Memorandum and Articles of Association of the Company pursuant to the resolution of the first Discussion Item. Please refer to 2015 Profit Distribution Table below.

Alchip Technologies, Limited
Profit Distribution Table
Year 2015

	(Unit: USD)
2015 Beginning retained earnings	18,724,643
Cancellation of treasury shares	(1,437,130)
2015 Net profit after tax	4,062,447
2015 Unappropriated retained earnings	21,349,960
Distribution items	
Dividend to Shareholder (US$0.01498 Per share)(Note)	(922,286)
Unappropriated retained earnings	20,427,674

Note: The dividend per share was based on the total number of outstanding shares which are 61,567,815 shares as of March 3, 2016. The price of actual dividend per share will be calculated based on the Record date for the distribution. The total amount of dividend is fixed.

(2) Upon the approval of the Annual Meeting of Shareholders, it is proposed that the Board of Directors be authorized to resolve the ex-dividend date, and other relevant issues.

(3) In the event that, before the distribution record date, the proposed profit distribution is affected by an amendment to relevant laws or regulations, a request by the competent authorities, or a buyback of shares or employee stock options exercise, it is proposed that the Board of Directors be authorized to adjust the

cash to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.

(4) The Company hereby clarifies about the dividend distribution according to the letter from the Securities and Futures Investor Protection Center on May 30, 2016.

The Company had adopted the Board's resolution for 2015 Profit Distribution on March 4, 2016 in accordance with the Article 34.1 of Memorandum and Articles of Association of the Company (please refer to P.73 of AGM Handbook) and the future development strategy and long term financial planning of the Company. The cash dividend to shareholders is US$ 922,286 which is equivalent to NT$ 30,416,963. The cash dividend per share is US$0.01498 which is equivalent to NT$0.49404.

Since the Company was listed on Taiwan Stock Exchange on October, 2014 and is in the stage of business growth, the profit in FY 2015 may purchase IPs, design software and machinery equipment for serving the world top-tier customers. In order to develop the Company's own IPs, the Company keeps on seeking strategy alliance for future development and expanding niche market and may invest or merge potential IP company when there is a chance.

Comparing with peer companies which have listed for many years and are steady developing companies with free cash flow, the cash ratio of the Company is lower. In order to enhance the long-term competiveness and reduce the operation risk, the Board has resolved to retain the profit as operating capital for creating higher value to the Company and our shareholders.

Voting Results：

Shares present at the time of voting: 32,177,956.

Voting Results*		% of the total represented share present
Approval votes:	28,609,947 votes (100,062 votes)	88.91 %
Disapproval votes:	54,006 votes (54,006 votes)	0.17 %
Abstention votes/no votes:	3,514,003 votes (3,323,003 votes)	10.92 %

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

六、選舉事項 Election Items

選舉案 董事會 提

案由：選舉董事7席(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105年6月27日屆滿，擬於今年股東常會提前全面改選董事七位(含三位獨立董事)。新任董事(含獨立董事)任期三年，自105年6月24日起至108年6月23日止。

二、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105年5月6日董事會審查，其學歷、經歷及其他資料請參閱附件五。

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	36,780,412
董事	張國威	35,420,927
董事	Ng, Benjamin Jin-Ping	34,830,456
董事	Shen, Johnny Shyang-Lin	33,501,185
獨立董事	洪茂蔚	19,775,142
獨立董事	江善頌	19,733,060
獨立董事	莊彬甫	19,694,554

Election： Proposed by the Board of Directors

Election of 7 Directors (including 3 Independent Directors). Please proceed to discuss.

Explanatory Notes:

(1) The tenure of all Directors (including Independent Directors) will expire on June 27, 2016. The Company intends to re-elect all seven Directors (including the three Independent Directors) at the 2016 Annual General Meeting. Each director shall be appointed to a term of office of three years. The tenure of the newly elected directors shall commence on June 24, 2016 and expire on June 23, 2019.

(2) 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 6, 2016. Please refer to Exhibit V for the list of Independent Director candidates.

Result: The Emcee announced the following people are elected as the Directors and Independent Directors of the Company with effect immediately and the Register of Directors and Officers is updated accordingly:

Position	Name	Number of Votes
Director	Kinying Kwan	36,780,412
Director	Herbert Chang	35,420,927
Director	Benjamin Jin-Ping Ng	34,830,456
Director	Johnny Shyang-Lin Shen	33,501,185

Independent Director	Mao-Wei Hung	19,775,142
Independent Director	Brian Chiang	19,733,060
Independent Director	Binfu Chuang	19,694,554

七、討論事項 Discussion Items

討論案二　　　　董事會 提

案由：解除董事競業禁止案，提請 討論。

說明：一、依公司法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、擬提請股東會解除新任董事競業禁止限制。有關董事兼任之主要內容請參閱附件六。

決議：本議案投票表決結果如下:

表決時出席股東表決權數: 32,177,956 權

表決結果	占出席股東表決權數%
贊成權數 28,553,747 權 (含電子投票 43,862 權)	88.73 %
反對權數 27,007 權 (含電子投票 27,007 權)	0.08 %
棄權與未投票權數 3,597,202 權 (含電子投票 3,406,202 權)	11.19 %

本案照原案經特別(重度)決議表決通過。

Discussion No.2：　　　　Proposed by the Board of Directors

Proposal of Release the Prohibition on Directors from Participation in Competitive Business. Please proceed to discuss.

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 act and secure the approval from the meeting of shareholders.

(2) It is proposed to release the newly elected Directors from the prohibition on participation in competitive business. Please refer to Exhibit VI for details.

Voting Results：

Shares present at the time of voting: 32,177,956.

Voting Results*		% of the total represented share present
Approval votes:	28,553,747 votes (43,862 votes)	88.73 %

Disapproval votes: 27,007 votes (27,007 votes)	0.08 %
Abstention votes/no votes: 3,597,202 votes (3,406,202 votes)	11.19 %

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as a supermajority resolution.

討論案三　董事會 提

案由：修訂董事選舉辦法案，提請 討論。

說明：為配合實務需求及法令修訂，擬修訂本公司「董事選舉辦法案」，修訂條文對照表請參閱附件七。

決議：本議案投票表決結果如下:

表決時出席股東表決權數: 32,177,956 權

表決結果	占出席股東表決權數%
贊成權數 28,635,747 權 (含電子投票 125,862 權)	88.99 %
反對權數 6,006 權 (含電子投票 6,006 權)	0.02 %
棄權與未投票權數 3,536,203 權 (含電子投票 3,345,203 權)	10.99 %

本案照原案表決通過。

Discussion No.3： Proposed by the Board of Directors

Amendments to the Regulation Governing the Election of Directors. Please proceed to discuss.

Explanatory Notes:

It is proposed that the Regulation Governing the Election of Directors be amended in order to conform to the needs of commercial practice and relevant laws and regulations. Please refer to Exhibit VII for details.

Voting Results：

Shares present at the time of voting: 32,177,956.

Voting Results*	% of the total represented share present
Approval votes: 28,635,747 votes (125,862 votes)	88.99 %
Disapproval votes: 6,006 votes (6,006 votes)	0.02 %
Abstention votes/no votes: 3,536,203 votes (3,345,203 votes)	10.99 %

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

討論案四　　　　　　　　　　　　　　　　　　　　　　　　　　　　　董事會 提

案由：修訂取得或處分資產處理程序案，提請 討論。

說明：為配合實務需求及法令修訂，擬修訂本公司「取得或處分資產處理程序」，修訂條文對照表請參閱附件八。

決議：本議案投票表決結果如下:

表決時出席股東表決權數: 32,177,956 權

表決結果	占出席股東表決權數%
贊成權數 28,635,747 權 (含電子投票 125,862 權)	88.99 %
反對權數 6,006 權 (含電子投票 6,006 權)	0.02 %
棄權與未投票權數 3,536,203 權 (含電子投票 3,345,203 權)	10.99 %

本案照原案表決通過。

Discussion No.4：　　　　　　　　　　　　　　Proposed by the Board of Directors

Amendments to the Guideline for Acquisition and Disposal of Assets. Please proceed to discuss.

Explanatory Notes:

It is proposed that the Guideline for Acquisition and Disposal of Assets be amended in order to conform to the needs of commercial practice and relevant laws and regulations. Please refer to Exhibit VIII for details.

Voting Results：

Shares present at the time of voting: 32,177,956.

Voting Results*	% of the total represented share present
Approval votes: 28,635,747 votes (125,862 votes)	88.99 %
Disapproval votes: 6,006 votes (6,006 votes)	0.02 %
Abstention votes/no votes: 3,536,203 votes (3,345,203 votes)	10.99 %

*including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

八、臨時動議 Special Motion

經詢無其他臨時動議，主席宣布議畢散會。

There being no other business and special motion, upon a motion duly made and seconded, the meeting was adjourned.

主　席：關　建　英	紀　錄：廖　筱　萍

附件
EXHIBITS

一、公司章程修訂對照表
Comparison table for the amendments to the Memorandum and Articles of Association of the Company

二、營業報告書 Business Report

三、審計委員會審核報告書 Audit Committee's Review Report

四、會計師查核報告暨民國104年度合併財務報表
Independent Auditors' Report and 2015 Consolidated Financial Statement

五、獨立董事候選人名單
List of Independent Director Candidates

六、解除董事競業禁止之職務表
Table of Release the Prohibition on Directors from Participation in Competitive Business

七、董事選舉辦法修訂對照表
Comparison table for the amendments to the Regulation Governing the Election of Directors

八、取得或處分資產處理程序修訂對照表
Comparison table for the amendments to the Guideline for Acquisition and Disposal of Assets

【附件一】EXHIBIT I

公司章程修訂對照表
Comparison table for the amendments of Memorandum and Articles of Association of the Company

Changes to Original Form 原條文修改	Amended Form 修改後條文
第~~三~~次修訂和重述章程大綱和章程 ~~THIRD~~ AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION ~~THIRD~~ AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION ~~THIRD~~ AMENDED AND RESTATED ARTICLES OF ASSOCIATION	第四次修訂和重述章程大綱和章程 FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION FOURTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
27.3 董事~~會得~~採用符合公開發行公司法令之候選人提名制度。該候選人提名的規則及程序應符合董事會所擬訂並經股東會普通決議通過的政策，該政策應符合法令、章程大綱、章程及公開發行公司法令的規定。~~於公司已成為公開發行公司法令下之公開發行公司後，獨立董事之選任，應採用公開發行公司法令之候選人提名制度。~~ 27.3 The Directors ~~may~~ adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules. ~~Such candidate nomination mechanism in compliance with Applicable Public Company Rules shall also be used for an election of Independent Directors in the event the Company has acquired public company status in accordance with Applicable Public Company Rules.~~	27.3 公司之董事 (包含獨立董事)應採用符合公開發行公司法令之候選人提名制度。該候選人提名的規則及程序應符合董事會所擬訂並經股東會普通決議通過的政策，該政策應符合法令、章程大綱、章程及公開發行公司法令的規定。 27.3 The Directors (including the Independent Directors) shall adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

備註:此為新增條文。因此，本條以下之條文將依序調整原條號。 Note: The article was added. Therefore, the following articles' original section number will be adjusted accordingly.	34.1 本公司年度如有獲利(所謂獲利係指稅前利益扣除分派員工酬勞及董事酬勞前之利益)，應提撥當年度獲利不低於 1%為員工酬勞及不高於 2%為董事酬勞。但本公司尚有累積虧損時，應預先保留彌補數額。前開員工酬勞得以股票或現金為之，且得按照第 11.1 條規定同意之員工激勵計畫配發。員工酬勞發給之對象，得包括符合一定條件之從屬公司員工。員工酬勞及董事酬勞之分派應由董事會以董事三分之二以上之出席及出席董事過半數同意之決議行之，並報告股東會。董事兼任公司及/或其從屬公司之執行主管者得同時受領其擔任董事之酬勞及擔任員工之酬勞。 34.1 The Company shall set aside no less than 1% of its annual profits (the annual profits specified in this Article refers to the annual income before tax and before bonuses are set aside for employees and Directors) as bonus to employees of the Company and set side no more than 2% of its annual profits as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees and to Directors shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.

34.~~1~~ 本公司處於成長階段，基於資本支出、業務擴充及健全財務規劃以求永續發展等需求，本公司之股利政策將依據本公司未來資金支出預算及資金需求情形，以現金股利及/或股份以代替現金股利方式配發予本公司股東。本公司得依董事會擬訂並經股東會以普通決議通過之利潤分配計畫分配利潤。董事會應以下述方式擬訂該利潤分配計畫：本公司應依法提撥應繳納之稅款並就年度淨利先彌補歷年虧損。其次，依公開發行公司法令規定提撥法定盈餘公積，並依公開發行公司法令規定或依主管機關要求提撥特別盈餘公積~~；並得提撥不超過所餘利潤之2%作為董事酬勞以及不低於所餘利潤之1%作為員工紅利，該員工紅利得按照依第 11.1 條規定同意之員工激勵計畫配發。董事會應於盈餘分派之議案中明訂分派予董事及員工之紅利之成數，股東得於決議同意前修改該提案。董事兼任本公司執行主管者得同時受領其擔任董事之酬勞及擔任公司員工之紅利~~。任何所餘利潤除法令及公開發行公司法令另有規定外，公司將考量公司所處環境及成長階段，因應未來資金需求及長期財務規劃，並滿足股東對現金流入之期待，就可分配盈餘擬定利潤分配計畫，提報股東會決議，盈餘之分派得以現金股利或股票股利(盈餘轉增資按比例分配股份予股東)之方式為之，股利總額至少應為當年度盈餘扣除上述規定之百分之十（10%），其中現金股利發放總額不得低於發放股東股利總額之 10%，最高以 100%為上限。	34.2 本公司處於成長階段，基於資本支出、業務擴充及健全財務規劃以求永續發展等需求，本公司之股利政策將依據本公司未來資金支出預算及資金需求情形，以現金股利及/或股份以代替現金股利方式配發予本公司股東。本公司得依董事會擬訂並經股東會以普通決議通過之利潤分配計畫分配利潤。董事會應以下述方式擬訂該利潤分配計畫：本公司應依法提撥應繳納之稅款並就年度淨利先彌補歷年虧損。其次，依公開發行公司法令規定提撥法定盈餘公積，並依公開發行公司法令規定或依主管機關要求提撥特別盈餘公積。任何所餘利潤除法令及公開發行公司法令另有規定外，公司將考量公司所處環境及成長階段，因應未來資金需求及長期財務規劃，並滿足股東對現金流入之期待，就可分配盈餘擬定利潤分配計畫，提報股東會決議，盈餘之分派得以現金股利或股票股利（盈餘轉增資按比例分配股份予股東）之方式為之，股利總額至少應為當年度盈餘扣除上述規定之百分之十（10%），其中現金股利發放總額不得低於發放股東股利總額之 10%，最高以 100%為上限。
34.~~1~~ As the Company is in the growing stage, the dividend distribution may take the form of a cash dividend and/or stock dividends and shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure and funds requirement for sustainable development needs etc. The Company may distribute profits in accordance with a proposal for	34.2 As the Company is in the growing stage, the dividend distribution may take the form of a cash dividend and/or stock dividends and shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure and funds requirement for sustainable development needs etc. The Company may distribute profits in accordance with a proposal for distribution of profits prepared

distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution at any general meeting. The Directors shall prepare such proposal as follows: the proposal shall begin with the Company's Annual Net Income after tax and offset its losses in previous years that have not been previously offset, then set aside a statutory capital reserve in accordance with the Applicable Public Company Rules, and set aside a special capital reserve, if one is required, in accordance with the Applicable Public Company Rules or as requested by the authorities in charge~~; and then may set aside no more than 2% of the balance as bonus to Directors and at least 1% of the balance as bonus to employees of the Company, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The Directors shall specify the exact percentages or amounts to be distributed as bonuses to Directors and employees in preparing the proposal for distribution of profits, and the Members may amend such proposal prior to its approval. A Director who also serves as an executive officer of the Company may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.~~ Except otherwise stipulated by the applicable laws and the Applicable Public Company Rules, the Company may take into consideration the circumstances and development stage of the Company, in response to any future funding requirement and long term financial planning, while satisfying the shareholders expectation in respect of cashflow, propose profit distribution plan in connection with the retained earnings for approval at the meetings of the shareholders; the distribution of retained earnings may proceed by way of cash dividend or by applying such sum in paying up in full unissued Shares for allotment and distribution credited as fully paid-up pro rate to the Members,	by the Directors and approved by the Members by an Ordinary Resolution at any general meeting. The Directors shall prepare such proposal as follows: the proposal shall begin with the Company's Annual Net Income after tax and offset its losses in previous years that have not been previously offset, then set aside a statutory capital reserve in accordance with the Applicable Public Company Rules, and set aside a special capital reserve, if one is required, in accordance with the Applicable Public Company Rules or as requested by the authorities in charge. Except otherwise stipulated by the applicable laws and the Applicable Public Company Rules, the Company may take into consideration the circumstances and development stage of the Company, in response to any future funding requirement and long term financial planning, while satisfying the shareholders expectation in respect of cashflow, propose profit distribution plan in connection with the retained earnings for approval at the meetings of the shareholders; the distribution of retained earnings may proceed by way of cash dividend or by applying such sum in paying up in full unissued Shares for allotment and distribution credited as fully paid-up pro rate to the Members, and the total amount of Dividends shall not be lower than 10% of the profit of the then current year after deducting the aforementioned amounts, and provided the total amount of cash dividend to be distributed shall be no lower than 10% of the aggregate dividend distributed to shareholders and no more than 100% of the aggregate dividend distributed to shareholders.

and the total amount of Dividends shall not be lower than 10% of the profit of the then current year after deducting the aforementioned amounts, and provided the total amount of cash dividend to be distributed shall be no lower than 10% of the aggregate dividend distributed to shareholders and no more than 100% of the aggregate dividend distributed to shareholders.	

【附件二】**EXHIBIT II**

英屬開曼群島商世芯電子股份有限公司
營業報告書

經營方針

世芯電子為晶片設計製造服務的領導業者，專注於提供系統客戶高複雜度、高產量的深次微米 SoC 設計解決方案。本公司致力於成為客戶最佳的矽晶片設計服務夥伴，以獨特的自有技術，有效整合從設計到量產的 Turnkey 服務，確保客戶一次投片成功並快速將產品導入市場。世芯創立屆滿 13 年，我們將秉持四大核心價值， 以品質、誠信、創新、團隊合作與專注之經營方針，持續紮根 IC 設計產業，深化全球步局以創造出更多的股東價值。

實施概況

2015 年在全球半導體市場成長趨緩與產品量產收入減少的環境下，世芯營收及獲利表現不及前年。2015 第一季調整產品組合後營收下滑，但自第二季起營收開始回穩且第三季到達年度高峰。在技術研發方面，世芯電子維持 ASIC 設計服務領域中先進製程技術的領先地位，2015 年營收中 67%都屬於高階製程(40 奈米及以下)設計案；在產品應用方面，我們持續與世界級系統大廠合作，完成多項 28/20 奈米製程設計，包含通訊網絡、手機與移動裝置 ISP 產品，以及屬於利基的比特幣挖礦機處理晶片、醫療器材晶片等。

營業計畫實施成果

以新台幣計，2015 年本公司營業額為新台幣三十七億八仟六佰萬元，較 2014 年的營業額新台幣四十六億九仟兩佰萬元下滑 19.31%， 2015 年稅後淨利為新台幣一億二仟九佰萬元，較 2014 年的稅後淨利新台幣二億一仟一佰萬元下滑了 38.95%。以美元來計算，全年營收為一億一仟九佰三十萬美元，稅後淨利為四佰萬美元，分別較前一年下滑 22.96%及 41.71%。2015 年經營績效的表現還包括: 全年平均毛利率 21.73%、營業利益率為 3.72%、資產報酬率為 3.70%、股東權益報酬率為 4.6%。

營業收支預算執行情形

(一)營業收入部份
2015 年度營業收入為新台幣三十七億八仟六佰萬元，較 2014 年的營業額新台幣四十六億九仟兩佰萬元下滑 19.31%，主要原因係為產品量產收入減少。
(二)營業支出部份
2015 年度營業支出總數為新台幣三十六億四仟五佰萬元，較 2014 年度四十三億五仟萬元，減少七億五佰萬元，主要原因係為量產收入減少致相關營業成本減少。

獲利能力分析

本公司在 2015 年度因產品量產收入減少致總營業收入減少，使得營業利益較 2014 年度下降 58.85%;營業費用率由 2014 年度的 13%提升至 18%，稅後淨利較 2014 年度下降 38.95%。

研究發展狀況

因應客戶對高階製程設計之需求，2015 年世芯持續投入資源發展高階製程與客製化 IP 之設計，加強與合作夥伴針對先進技術最佳化的研發，進而邁向 10 奈米產品製程設計，幫助客戶搶得市場先機，領先推出最尖端的產品，以及確保我們在先進製程設計服務的領導地位。

展望 2016 年，世芯將持續強化先進製程的設計能力以滿足客戶日益增高的需求，協助公司繼續維持市場佔有率之領先地位。我們將專注深耕世界級品牌客戶，以堅強的核心競爭力及滿意的客戶服務，邁向持續獲利之目標，為客戶及股東創造更高的價值。

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

Management Principle

Being one of the leaders in ASIC back-end design service industry, Alchip always keeps focusing on the leading edge processing nodes in ASIC/SoC design. Not only providing design services, Alchip also offers total turnkey solutions to our customers, from back-end services to chip productions. With 13 years of operations, Alchip keeps on holding our four core values: quality, innovation, integrity/teamwork and dedication. We believe these will continuously fortify our professional leadership and provide great values to our customers and shareholders.

Business Environment

Due to the slow growth of the global semiconductor market and the decrease of production revenue, both our revenue and profit in 2015 are less than the one in 2014. The revenue declined in the first quarter of the year as the adjustment of product mix, but recovered in the second quarter and reached the record high in the third quarter. On the R&D front, Alchip maintains its leading position within the ASIC design service industry and 67% revenue of Alchip comes from the ASIC design in advanced process nodes (40nm and below). For business development, we keep on partnering with tier-one system customers, and have completed a number of 28nm/20nm designs, included networking, mobile device(ISP) and ASICs for niche market products (Bitcoin mining machines and medical equipment).

Financial Results

In New Taiwan Dollars (NTD), Alchip's 2015 total revenue came at NTD3,786M, 19.31% decrease YoY from NTD4,692M in 2014. The 2015 net income was NTD129M, 38.95% YoY decrease from NTD211M in 2014. In terms of US Dollars (USD), the 2015 revenue came at USD119M, down 222.96% YoY, and the net profit reached USD4M, down 41.71% YoY, respectively. For other 2015financial figures, the gross margin was 21.73%, operating margin was 3.72% and the ROA and ROE were 3.70% and 4.6%, respectively.

Operating revenue and COGS

Total revenue:
The total revenue in 2015 was NT$3,786M, down 19.31% YoY from NT$4,692M in 2014 due mainly to the revenue increase of production business.

Cost of goods sold (COGS):
The total COGS was NT3,645M, a decrease of NT$705M from NT$4,350M in 2014. It was due mainly to the decrease of revenue and volume of production business.

Profitability

Alchip's operating profit declined by 58.85% YoY due to a decrease of production revenue. Despite the 2015 operating expenses to revenue ratio grew to 18% from 13% in 2014, given the decline of operating income, the 2015 net income declined 38.95% YoY.

Research and Development

Given the increasing demand for advanced processing nodes, Alchip had kept on investing in our design capability for advanced processing nodes and customized IPs in 2015. Continuing with the success of 16nm design, Alchip also started to provide the advanced 14nm design service to our customers in September 2015 and continuously fortified our position within the advance technology arena.

Looking ahead in 2016, due to the ramp up of mobile computing and IoT applications, the company revenue is expected to be promisingly driven by the progressive growth of the global semiconductor market. We will also keep on focusing serving the world top-tier customers. We believe through our core competence of providing industry leading service for advanced processing nodes, Alchip will be able to post strong revenue and profit growth in 2016. In addition, Alchip will continuously create higher value to both our customers and shareholders.

Kinying Kwan

Chairman

Johnny Shyang-Lin Shen

Chief Executive Officer

Nancy Chan

Financial Controller

【附件三】**EXHIBIT III**

英屬開曼群島商世芯電子股份有限公司

審計委員會審查報告書

董事會造送本公司民國一百零四年度營業報告書、合併財務報表及盈餘分配之議案，其中合併財務報表業經委託勤業眾信聯合會計師事務所王儀雯、黃樹傑會計師進行查核。上述營業報告書、合併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

本公司一百零五年股東常會

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 五 年 三 月 四 日

Alchip Technologies, Limited
AUDIT COMMITTEE'S REVIEW REPORT

To: Shareholders' Annual General Meeting for Year 2016, Alchip Technologies, Limited

The Board of Directors has prepared and submitted to the undersigned, Audit Committee of Alchip Technologies, Limited 2015 Business Report, Consolidated Financial Statements and Dividend Distribution proposal. The Consolidated Financial Statements have been duly audited by Certified Public Accountants Janice Wang and S.C. Huang 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

【附件四】EXHIBIT IV

Deloitte.
勤業眾信

勤業眾信聯合會計師事務所
10596 台北市民生東路三段156號12樓

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會計師查核報告

Alchip Technologies, Limited 公鑒：

Alchip Technologies, Limited 及其子公司民國 104 年及 103 年 12 月 31 日之合併資產負債表，暨民國 104 年及 103 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表與合併現金流量表，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告有無重大不實表達。此項查核工作包括以抽查方式獲取合併財務報告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告所採用之會計原則及所作之重大會計估計，暨評估合併財務報告整體之表達。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證券發行人財務報告編製準則、經金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達 Alchip Technologies, Limited 及其子公司民國 104 年及 103 年 12 月 31 日之合併財務狀況，暨民國 104 年及 103 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

勤業眾信聯合會計師事務所

會計師 王儀雯	會計師 黃樹傑
行政院金融監督管理委員會核准文號 金管證審字第 0980032818 號	財政部證券暨期貨管理委員會核准文號 台財證六字第 0920123784 號

中華民國 105 年 3 月 4 日

Alchip Technologies, Limited 及子公司

合併資產負債表

民國 104 年及 103 年 12 月 31 日

單位：新台幣仟元

代 碼	資 產	104年12月31日 金 額	%	103年12月31日 金 額	%
	流動資產				
1100	現金及約當現金（附註四及六）	$ 958,495	24	$ 1,356,724	41
1147	無活絡市場之債務工具投資－流動（附註六）	-	-	118,766	4
1170	應收帳款淨額（附註四及八）	818,536	21	643,083	19
1200	其他應收款（附註四及八）	26,337	1	17,674	-
130X	存貨（附註四及九）	233,822	6	224,229	7
1410	預付款項（附註十三）	184,774	5	235,568	7
1470	質押定存單－流動（附註二六）	328,249	8	63,300	2
1470	其他流動資產	31,362	1	30,157	1
11XX	流動資產總計	2,581,575	66	2,689,501	81
	非流動資產				
1523	備供出售金融資產－非流動（附註四及七）	676,116	17	-	-
1543	以成本衡量之金融資產－非流動（附註四）	33,875	1	-	-
1600	不動產、廠房及設備（附註四及十一）	444,654	11	358,202	11
1821	無形資產（附註四及十二）	143,811	4	179,262	5
1840	遞延所得稅資產（附註四及二十）	15,450	-	20,312	1
1920	存出保證金	19,230	1	14,626	-
1980	質押定存單－非流動（附註二六）	300	-	329	-
1990	預付設備款	-	-	56,970	2
15XX	非流動資產總計	1,333,436	34	629,701	19
1XXX	資 產 總 計	$ 3,915,011	100	$ 3,319,202	100
代 碼	**負 債 及 權 益**				
	流動負債				
2100	短期借款（附註十四）	$ 551,961	14	$ -	-
2170	應付帳款	104,668	3	127,881	4
2200	其他應付款（附註十五）	320,687	8	230,104	7
2230	本期所得稅負債（附註四及二十）	15,980	1	62,369	2
2310	預收貨款	93,567	2	119,223	3
2399	其他流動負債	951	-	1,102	-
21XX	流動負債總計	1,087,814	28	540,679	16
2XXX	負債總計	1,087,814	28	540,679	16
	歸屬於本公司業主之權益（附註四、十七及十八）				
3110	普通股股本	615,678	16	634,818	19
3200	資本公積	1,392,250	35	1,418,141	43
	保留盈餘				
3320	特別盈餘公積	67,693	2	67,693	2
3350	未分配盈餘	594,814	15	547,960	17
3300	保留盈餘總計	662,507	17	615,653	19
3400	其他權益	156,762	4	109,911	3
3XXX	權益總計	2,827,197	72	2,778,523	84
	負 債 及 權 益 總 計	$ 3,915,011	100	$ 3,319,202	100

後附之附註係本合併財務報告之一部分。

董事長：關建英　　經理人：沈翔霖　　會計主管：詹舒媚

Alchip Technologies, Limited 及子公司

合併資產負債表

民國 104 年及 103 年 12 月 31 日

單位：美金仟元

代碼	資產	104年12月31日 金額	%	103年12月31日 金額	%
	流動資產				
1100	現金及約當現金（附註四及六）	$ 29,200	24	$ 42,866	41
1147	無活絡市場之債務工具投資－流動（附註六）	-	-	3,752	4
1170	應收帳款淨額（附註四及八）	24,936	21	20,318	19
1200	其他應收款（附註四及八）	803	1	559	-
130X	存貨（附註四及九）	7,123	6	7,085	7
1410	預付款項（附註十三）	5,629	5	7,443	7
1470	質押定存單－流動（附註二六）	10,000	8	2,000	2
1470	其他流動資產	955	1	953	1
11XX	流動資產總計	78,646	66	84,976	81
	非流動資產				
1523	備供出售金融資產－非流動（附註四及七）	20,598	17	-	-
1543	以成本衡量之金融資產－非流動（附註四）	1,032	1	-	-
1600	不動產、廠房及設備（附註四及十一）	13,546	11	11,318	11
1821	無形資產（附註四及十二）	4,381	4	5,664	5
1840	遞延所得稅資產（附註四及二十）	471	-	642	1
1920	存出保證金	586	1	462	-
1980	質押定存單－非流動（附註二六）	9	-	10	-
1990	預付設備款	-	-	1,800	2
15XX	非流動資產總計	40,623	34	19,896	19
1XXX	資產總計	$119,269	100	$104,872	100

代碼	負債及權益	104年12月31日 金額	%	103年12月31日 金額	%
	流動負債				
2100	短期借款（附註十四）	$ 16,815	14	$ -	-
2170	應付帳款	3,189	3	4,040	4
2200	其他應付款（附註十五）	9,770	8	7,270	7
2230	本期所得稅負債（附註四及二十）	487	1	1,971	2
2310	預收貨款	2,850	2	3,767	3
2399	其他流動負債	29	-	35	-
21XX	流動負債總計	33,140	28	17,083	16
2XXX	負債總計	33,140	28	17,083	16
	歸屬於本公司業主之權益（附註四、十七及十八）				
3110	普通股股本	19,301	16	19,901	19
3200	資本公積	44,596	37	45,438	43
	保留盈餘				
3320	特別盈餘公積	2,799	2	2,799	3
3350	未分配盈餘	21,350	18	20,001	19
3300	保留盈餘總計	24,149	20	22,800	22
3400	其他權益	(1,917)	(1)	(350)	-
3XXX	權益總計	86,129	72	87,789	84
	負債及權益總計	$119,269	100	$104,872	100

後附之附註係本合併財務報告之一部分。

董事長：關建英　　經理人：沈翔霖　　會計主管：詹舒媚

Alchip Technologies, Limited 及子公司

合併綜合損益表

民國 104 年及 103 年 1 月 1 日至 12 月 31 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		104年度 美金	104年度 新台幣	104年度 %	103年度 美金	103年度 新台幣	103年度 %
4000	營業收入淨額（附註四及十九）	$ 119,277	$3,785,741	100	$ 154,815	$4,691,741	100
5000	營業成本（附註九及十九）	93,363	2,963,244	78	123,358	3,738,434	80
5900	營業毛利	25,914	822,497	22	31,457	953,307	20
	營業費用（附註十九）						
6100	推銷費用	3,047	96,673	2	3,084	93,463	2
6200	管理費用	5,440	172,676	5	4,937	149,625	3
6300	研究發展費用	12,991	412,321	11	12,144	368,021	8
6000	營業費用合計	21,478	681,670	18	20,165	611,109	13
6900	營業淨利	4,436	140,827	4	11,292	342,198	7
	營業外收入及支出（附註四及十九）						
7010	其他收入	1,466	46,520	1	346	10,490	-
7020	其他利益及損失	(416)	(13,198)	-	(1,732)	(52,474)	(1)
7050	財務成本	(186)	(5,913)	-	(23)	(706)	-
7000	營業外收入及支出合計	864	27,409	1	(1,409)	(42,690)	(1)
7900	稅前淨利	5,300	168,236	5	9,883	299,508	6
7950	所得稅費用（附註四及二十）	1,238	39,300	1	2,914	88,322	2
8200	本年度淨利	4,062	128,936	4	6,969	211,186	4
	其他綜合損益						
	不重分類至損益之項目						
8341	換算表達貨幣之兌換差額	-	98,286	2	-	144,011	3
	後續可能重分類至損益之項目						
8361	國外營運機構財務報表換算之兌換差額（附註四）	(5)	(176)	-	(156)	(4,729)	-
8362	備供出售金融資產未實現損益	(1,562)	(51,259)	(1)	-	-	-
8300	其他綜合損益合計	(1,567)	46,851	1	(156)	139,282	3
8500	本年度綜合損益總額	$ 2,495	$ 175,787	5	$ 6,813	$ 350,468	7
	淨利歸屬於：						
8610	本公司業主	$ 4,062	$ 128,936	3	$ 6,969	$ 211,186	4
	綜合損益總額歸屬於：						
8710	本公司業主	$ 2,495	$ 175,787	5	$ 6,813	$ 350,468	7
	每股盈餘（附註二一）						
9710	基　本	$ 0.07	$ 2.07		$ 0.12	$ 3.77	
9810	稀　釋	$ 0.06	$ 2.05		$ 0.12	$ 3.65	

後附之附註係本合併財務報告之一部分。

董事長：關建英　　經理人：沈翔霖　　會計主管：詹舒媚

Alchip Technologies, Limited 及子公司

合併權益變動表

民國 104 年及 103 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟每股股利為新台幣元

代碼		股本	資本公積			保留盈餘			其他權益項目			
			發行溢價	認股權	合計	特別盈餘公積	未分配盈餘	合計	國外營運機構財務報表換算之兌換差額	備供出售金融資產未實現損益	庫藏股票	權益總額
A1	103 年 1 月 1 日餘額	$ 539,473	$ 693,326	$ 38,561	$ 731,887	$ 67,693	$ 346,520	$ 414,213	($ 29,371)	$ -	$ -	$ 1,656,202
	102 年度盈餘分配											
B5	現金股利－每股 0.2 元	-	-	-	-	-	(9,746)	(9,746)	-	-	-	(9,746)
E1	現金增資	76,810	585,688	(1,932)	583,756	-	-	-	-	-	-	660,566
T1	股份發行成本	-	(6,952)	-	(6,952)	-	-	-	-	-	-	(6,952)
N1	股份基礎給付交易	-	-	2,038	2,038	-	-	-	-	-	-	2,038
K1	員工認股權計畫下發行普通股	18,535	119,606	(12,194)	107,412	-	-	-	-	-	-	125,947
D1	103 年度淨利	-	-	-	-	-	211,186	211,186	-	-	-	211,186
D3	103 年度稅後其他綜合損益	-	-	-	-	-	-	-	139,282	-	-	139,282
D5	103 年度綜合損益總額	-	-	-	-	-	211,186	211,186	139,282	-	-	350,468
Z1	103 年 12 月 31 日餘額	634,818	1,391,668	26,473	1,418,141	67,693	547,960	615,653	109,911	-	-	2,778,523
L1	購入庫藏股票	-	-	-	-	-	-	-	-	-	(113,335)	(113,335)
L3	庫藏股註銷	(21,990)	(48,696)	-	(48,696)	-	(42,649)	(42,649)	-	-	113,335	-
	103 年度盈餘分配											
B5	現金股利－每股 0.64 元	-	-	-	-	-	(39,433)	(39,433)	-	-	-	(39,433)
N1	股份基礎給付交易	-	-	4,219	4,219	-	-	-	-	-	-	4,219
K1	員工認股權計畫下發行普通股	2,850	20,436	(1,850)	18,586	-	-	-	-	-	-	21,436
D1	104 年度淨利	-	-	-	-	-	128,936	128,936	-	-	-	128,936
D3	104 年度稅後其他綜合損益	-	-	-	-	-	-	-	98,110	(51,259)	-	46,851
D5	104 年度綜合損益總額	-	-	-	-	-	128,936	128,936	98,110	(51,259)	-	175,787
Z1	104 年 12 月 31 日餘額	$ 615,678	$ 1,363,408	$ 28,842	$ 1,392,250	$ 67,693	$ 594,814	$ 662,507	$ 208,021	($ 51,259)	$ -	$ 2,827,197

後附之附註係本合併財務報告之一部分。

董事長：關建英　　　　經理人：沈翔霖　　　　會計主管：詹舒媚

Alchip Technologies, Limited 及子公司

合併權益變動表

民國 104 年及 103 年 1 月 1 日至 12 月 31 日

單位：美金仟元，惟每股股利為美元

代碼		股本	資本公積 發行溢價	資本公積 認股權	資本公積 合計	保留盈餘 特別盈餘公積	保留盈餘 未分配盈餘	保留盈餘 合計	其他權益項目 國外營運機構財務報表換算之兌換差額	其他權益項目 備供出售金融資產未實現損益	庫藏股票	權益總額
A1	103 年 1 月 1 日餘額	$ 16,762	$ 21,631	$ 1,215	$ 22,846	$ 2,799	$ 13,356	$ 16,155	($ 194)	$ -	$ -	$ 55,569
	102 年度盈餘分配											
B5	現金股利－每股 0.006 元	-	-	-	-	-	(324)	(324)	-	-	-	(324)
E1	現金增資	2,527	19,272	(63)	19,209	-	-	-	-	-	-	21,736
T1	股份發行成本	-	(229)	-	(229)	-	-	-	-	-	-	(229)
N1	股份基礎給付交易	-	-	67	67	-	-	-	-	-	-	67
K1	員工認股權計畫下發行之普通股	612	3,947	(402)	3,545	-	-	-	-	-	-	4,157
D1	103 年度淨利	-	-	-	-	-	6,969	6,969	-	-	-	6,969
D3	103 年度稅後其他綜合損益	-	-	-	-	-	-	-	(156)	-	-	(156)
D5	103 年度綜合損益總額	-	-	-	-	-	6,969	6,969	(156)	-	-	6,813
Z1	103 年 12 月 31 日餘額	19,901	44,621	817	45,438	2,799	20,001	22,800	(350)	-	-	87,789
L1	購入庫藏股票	-	-	-	-	-	-	-	-	-	(3,688)	(3,688)
L3	庫藏股註銷	(690)	(1,560)	-	(1,560)	-	(1,438)	(1,438)	-	-	3,688	-
	103 年度盈餘分配											
B5	現金股利－每股 0.02 元	-	-	-	-	-	(1,275)	(1,275)	-	-	-	(1,275)
N1	股份基礎給付交易	-	-	133	133	-	-	-	-	-	-	133
K1	員工認股權計畫下發行之普通股	90	643	(58)	585	-	-	-	-	-	-	675
D1	104 年度淨利	-	-	-	-	-	4,062	4,062	-	-	-	4,062
D3	104 年度稅後其他綜合損益	-	-	-	-	-	-	-	(5)	(1,562)	-	(1,567)
D5	104 年度綜合損益總額	-	-	-	-	-	4,062	4,062	(5)	(1,562)	-	2,495
Z1	104 年 12 月 31 日餘額	$ 19,301	$ 43,704	$ 892	$ 44,596	$ 2,799	$ 21,350	$ 24,149	($ 355)	($ 1,562)	$ -	$ 86,129

後附之附註係本合併財務報告之一部分。

董事長：關建英　　經理人：沈翔霖　　會計主管：詹舒媚

Alchip Technologies, Limited 及子公司

合併現金流量表

民國 104 年及 103 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元
或美金仟元

代碼		104年度 美金	104年度 新台幣	103年度 美金	103年度 新台幣
	營業活動之現金流量				
A10000	本年度稅前淨利	$ 5,300	$ 168,236	$ 9,883	$ 299,508
A20010	不影響現金流量之收益費損項目				
A20100	折舊及攤銷	21,965	697,139	21,342	646,787
A20300	呆帳費用	696	22,072	163	4,951
A20900	利息費用	186	5,913	-	-
A21200	利息收入	(1,280)	(40,627)	(234)	(7,085)
A21900	員工認股權酬勞成本	133	4,219	67	2,038
A22500	處分設備利益	(148)	(4,712)	(11)	(328)
A23100	處分備供出售金融資產淨損失	51	1,606	-	-
A23700	資產減損損失	-	-	1,349	40,879
A23800	存貨跌價損失	613	19,449	95	2,893
A24100	外幣淨兌換損失	345	10,926	285	8,679
A29900	預付款項攤銷	2,803	88,969	2,539	76,938
A30000	營業資產及負債之淨變動數				
A31150	應收帳款	(5,314)	(168,636)	(4,697)	(142,378)
A31180	其他應收款	233	7,385	553	16,768
A31200	存　　貨	(651)	(20,676)	(4,278)	(129,652)
A31230	預付款項	788	25,002	(6,780)	(205,497)
A31240	其他流動資產	(2)	(82)	(263)	(7,977)
A32150	應付帳款	(851)	(27,035)	1,235	37,426
A32180	其他應付款	(1,716)	(54,527)	2,856	86,571
A32210	預收款項	(917)	(29,086)	3,767	114,158
A32230	其他流動負債	(6)	(185)	(9)	(277)
A33000	營運產生之現金	22,228	705,350	27,862	844,402
A33300	支付之利息	(167)	(5,308)	-	-
A33500	支付之所得稅	(2,607)	(82,745)	(1,869)	(56,664)
AAAA	營業活動之淨現金流入	19,454	617,297	25,993	787,738
	投資活動之現金流量				
B00300	取得備供出售金融資產	(26,707)	(847,646)	-	-
B02700	購置不動產、廠房及設備	(15,826)	(502,295)	(17,643)	(534,670)
B06500	質押定存單增加	(8,000)	(253,871)	-	-
B00400	處分備供出售金融資產價款	4,100	130,130	-	-
B00800	無活絡市場之債務工具投資減少（增加）	3,662	116,243	(2,156)	(65,345)
B04500	購置無形資產	(2,866)	(90,949)	(5,382)	(163,133)
B07500	收取之利息	1,255	39,880	233	7,060
B01200	取得以成本衡量之金融資產	(1,032)	(32,755)	-	-

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代碼		104年度 美金	104年度 新台幣	103年度 美金	103年度 新台幣
B02800	處分不動產、廠房及設備價款	$ 150	$ 4,761	$ 42	$ 1,260
B03700	存出保證金增加	(125)	(3,952)	(36)	(1,096)
B07100	預付設備款增加	-	-	(1,800)	(54,550)
BBBB	投資活動之淨現金流出	(45,389)	(1,440,454)	(26,742)	(810,474)
	籌資活動之現金流量				
C00100	短期借款增加	16,815	533,699	-	-
C04900	庫藏股票買回成本	(3,688)	(113,335)	-	-
C04500	支付本公司業主股利	(1,275)	(39,433)	(324)	(9,746)
C04800	取得員工行使認股權價款	675	21,436	4,157	125,947
C04600	發行本公司新股	-	-	21,736	660,566
C09900	支付股份發行成本	-	-	(229)	(6,952)
CCCC	籌資活動淨現金流入	12,527	402,367	25,340	769,815
DDDD	匯率變動對現金及約當現金之影響	(258)	22,561	(398)	53,093
EEEE	現金及約當現金（減少）增加	(13,666)	(398,229)	24,193	800,172
E00100	年初現金及約當現金餘額	42,866	1,356,724	18,673	556,552
E00200	年底現金及約當現金餘額	$ 29,200	$ 958,495	$ 42,866	$1,356,724

後附之附註係本合併財務報告之一部分。

董事長：關建英　　經理人：沈翔霖　　會計主管：詹舒媚

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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 its subsidiaries (collectively referred to as the "Group") as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2015 and 2014. 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 consolidated financial position of the Group as of December 31, 2015 and 2014, and their consolidated financial performance and cash flows for the years ended December 31, 2015 and 2014, in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed by the Financial Supervisory Commission of the Republic of China.

Deloitte & Touche

March 4, 2016

<u>*Notice to Readers*</u>

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance 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 applied in the Republic of China.

For the convenience of readers, the independent 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 independent auditors' report and consolidated financial statements shall prevail.

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2015 AND 2014
(In Thousands of U.S. Dollars)

	2015		2014	
ASSETS	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	$ 29,200	24	$ 42,866	41
Debt investments with no active market - current (Note 6)	-	-	3,752	4
Accounts receivable, net (Notes 4 and 8)	24,936	21	20,318	19
Other receivables (Notes 4 and 8)	803	1	559	-
Inventories (Notes 4 and 9)	7,123	6	7,085	7
Prepayments (Note 13)	5,629	5	7,443	7
Pledged time deposits - current (Note 26)	10,000	8	2,000	2
Other current assets	955	1	953	1
Total current assets	78,646	66	84,976	81
NON-CURRENT ASSETS				
Available-for-sale financial assets - non-current (Notes 4 and 7)	20,598	17	-	-
Financial assets measured at cost - non-current (Note 4)	1,032	1	-	-
Property, plant and equipment (Notes 4 and 11)	13,546	11	11,318	11
Intangible assets (Notes 4 and 12)	4,381	4	5,664	5
Deferred tax assets (Notes 4 and 20)	471	-	642	1
Refundable deposits	586	1	462	-
Pledged time deposits - non-current (Note 26)	9	-	10	-
Prepayments for equipment	-	-	1,800	2
Total non-current assets	40,623	34	19,896	19
TOTAL	$ 119,269	100	$ 104,872	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 14)	$ 16,815	14	$ -	-
Accounts payable	3,189	3	4,040	4
Other payables (Note 15)	9,770	8	7,270	7
Current tax liabilities (Notes 4 and 20)	487	1	1,971	2
Advance sales receipts	2,850	2	3,767	3
Other current liabilities	29	-	35	-
Total current liabilities	33,140	28	17,083	16
Total liabilities	33,140	28	17,083	16
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4, 17 and 18)				
Share capital	19,301	16	19,901	19
Capital surplus	44,596	37	45,438	43
Retained earnings				
Special reserve	2,799	2	2,799	3
Unappropriated earnings	21,350	18	20,001	19
Total retained earnings	24,149	20	22,800	22
Other equity	(1,917)	(1)	(350)	-
Total equity	86,129	72	87,789	84
TOTAL	$ 119,269	100	$ 104,872	100

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

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2015 AND 2014
(In Thousands of New Taiwan Dollars)

	2015		2014	
ASSETS	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	$ 958,495	24	$ 1,356,724	41
Debt investment with no active market - current (Note 6)	-	-	118,766	4
Accounts receivable, net (Notes 4 and 8)	818,536	21	643,083	19
Other receivables (Notes 4 and 8)	26,337	1	17,674	-
Inventories (Notes 4 and 9)	233,822	6	224,229	7
Prepayments (Note 13)	184,774	5	235,568	7
Pledged time deposits - current (Note 26)	328,249	8	63,300	2
Other current assets	31,362	1	30,157	1
Total current assets	2,581,575	66	2,689,501	81
NON-CURRENT ASSETS				
Available-for-sale financial assets - non-current (Note s4 and 7)	676,116	17	-	-
Financial assets measured at cost - non-current (Note 4)	33,875	1	-	-
Property, plant and equipment (Notes 4 and 11)	444,654	11	358,202	11
Intangible assets (Notes 4 and 12)	143,811	4	179,262	5
Deferred tax assets (Notes 4 and 20)	15,450	-	20,312	1
Refundable deposits	19,230	1	14,626	-
Pledged time deposits - non-current (Note 26)	300	-	329	-
Prepayment for equipment	-	-	56,970	2
Total non-current assets	1,333,436	34	629,701	19
TOTAL	$ 3,915,011	100	$ 3,319,202	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 14)	$ 551,961	14	$ -	-
Accounts payable	104,668	3	127,881	4
Other payables (Note 15)	320,687	8	230,104	7
Current tax liabilities (Notes 4 and 20)	15,980	1	62,369	2
Advance sales receipts	93,567	2	119,223	3
Other current liabilities	951	-	1,102	-
Total current liabilities	1,087,814	28	540,679	16
Total liabilities	1,087,814	28	540,679	16
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4, 17 and 18)				
Share capital	615,678	16	634,818	19
Capital surplus	1,392,250	35	1,418,141	43
Retained earnings				
Special reserve	67,693	2	67,693	2
Unappropriated earnings	594,814	15	547,960	17
Total retained earnings	662,507	17	615,653	19
Other equity	156,762	4	109,911	3
Total equity	2,827,197	72	2,778,523	84
TOTAL	$ 3,915,011	100	$ 3,319,202	100

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

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(In Thousands of U.S. Dollars and New Taiwan Dollars, Except Earnings Per Share)

	2015			2014		
	US$	**NT$**	**%**	**US$**	**NT$**	**%**
OPERATING REVENUES (Notes 4 and 19)	$ 119,277	$ 3,785,741	100	$ 154,815	$ 4,691,741	100
OPERATING COSTS (Notes 9 and 19)	93,363	2,963,244	78	123,358	3,738,434	80
GROSS PROFIT	25,914	822,497	22	31,457	953,307	20
OPERATING EXPENSES (Note 19)						
Selling and marketing expenses	3,047	96,673	2	3,084	93,463	2
General and administrative expenses	5,440	172,676	5	4,937	149,625	3
Research and development expenses	12,991	412,321	11	12,144	368,021	8
Total operating expenses	21,478	681,670	18	20,165	611,109	13
PROFIT FROM OPERATIONS	4,436	140,827	4	11,292	342,198	7
NON-OPERATING INCOME AND EXPENSES (Notes 4 and 19)						
Other income	1,466	46,520	1	346	10,490	-
Other gains and losses	(416)	(13,198)	-	(1,732)	(52,474)	(1)
Finance costs	(186)	(5,913)	-	(23)	(706)	-
Total non-operating income and expenses	864	27,409	1	(1,409)	(42,690)	(1)
PROFIT BEFORE INCOME TAX	5,300	168,236	5	9,883	299,508	6
INCOME TAX EXPENSE (Notes 4 and 20)	1,238	39,300	1	2,914	88,322	2
NET PROFIT	4,062	128,936	4	6,969	211,186	4
OTHER COMPREHENSIVE INCOME						
Items may not be reclassified subsequently to profit or loss:						
Exchange differences arising on translation to the presentation currency	-	98,286	2	-	144,011	3
Items may be reclassified subsequently to profit or loss:						
Exchange differences on translating foreign operations (Note 4)	(5)	(176)	-	(156)	(4,729)	-
Unrealized loss on available-for-sale financial assets	(1,562)	(51,259)	(1)	-	-	-
Other comprehensive income for the period, net of income tax	(1,567)	46,851	1	(156)	139,282	3
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	$ 2,495	$ 175,787	5	$ 6,813	$ 350,468	7
NET PROFIT ATTRIBUTABLE TO:						
Owner of the Company	$ 4,062	$ 128,936	3	$ 6,969	$ 211,186	4
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:						
Owner of the Company	$ 2,495	$ 175,787	5	$ 6,813	$ 350,468	7
EARNINGS PER SHARE (Note 21)						
Basic	$0.07	$2.07		$0.12	$3.77	
Diluted	$0.06	$2.05		$0.12	$3.65	

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

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(In Thousands of U.S. Dollars, Except Dividends Per Share)

		Capital Surplus				Retained Earnings		Other Equity			
	Common Stock	Share Premium	Stock Options	Capital Surplus	Special Reserve	Unappropriated Earnings	Retained Earnings	Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Available-for-sale Financial Assets	Treasury Shares	Total Equity
BALANCE, JANUARY 1, 2014	$ 16,762	$ 21,631	$ 1,215	$ 22,846	$ 2,799	$ 13,356	$ 16,155	$ (194)	$ -	$ -	$ 55,569
Appropriation of 2013 earnings Cash dividends - US$0.006 per share	-	-	-	-	-	(324)	(324)	-	-	-	(324)
Issue of ordinary shares for cash	2,527	19,272	(63)	19,209	-	-	-	-	-	-	21,736
Transaction cost attributable to issue of new ordinary shares	-	(229)	-	(229)	-	-	-	-	-	-	(229)
Stock-based compensation	-	-	67	67	-	-	-	-	-	-	67
Issue of ordinary shares under the employee share options	612	3,947	(402)	3,545	-	-	-	-	-	-	4,157
Net profit for the year ended December 31, 2014	-	-	-	-	-	6,969	6,969	-	-	-	6,969
Other comprehensive income (loss) for the year ended December 31, 2014	-	-	-	-	-	-	-	(156)	-	-	(156)
Total comprehensive income for the year ended December 31, 2014	-	-	-	-	-	6,969	6,969	(156)	-	-	6,813
BALANCE, DECEMBER 31, 2014	19,901	44,621	817	45,438	2,799	20,001	22,800	(350)	-	-	87,789
Buy-back of treasury shares	-	-	-	-	-	-	-	-	-	(3,688)	(3,688)
Cancellation of treasury shares	(690)	(1,560)	-	(1,560)	-	(1,438)	(1,438)	-	-	3,688	-
Appropriation of 2014 earnings Cash dividends - US$0.02 per share	-	-	-	-	-	(1,275)	(1,275)	-	-	-	(1,275)
Stock-based compensation	-	-	133	133	-	-	-	-	-	-	133
Issue of ordinary shares under the employee share options	90	643	(58)	585	-	-	-	-	-	-	675
Net profit for the year ended December 31, 2015	-	-	-	-	-	4,062	4,062	-	-	-	4,062
Other comprehensive income (loss) for the year ended December 31, 2015	-	-	-	-	-	-	-	(5)	(1,562)	-	(1,567)
Total comprehensive income for the year ended December 31, 2015	-	-	-	-	-	4,062	4,062	(5)	(1,562)	-	2,495
BALANCE, DECEMBER 31, 2015	$ 19,301	$ 43,704	$ 892	$ 44,596	$ 2,799	$ 21,350	$ 24,149	$ (355)	$ (1,562)	$ -	$ 86,129

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

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(In Thousands of New Taiwan Dollars, Except Dividends Per Share)

		Capital Surplus				Retained Earnings		Other Equity			
	Common Stock	Share Premium	Stock Options	Capital Surplus	Special Reserve	Unappropriated Earnings	Retained Earnings	Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Available-for-sale Financial Assets	Treasury Shares	Total Equity
BALANCE, JANUARY 1, 2014	$ 539,473	$ 693,326	$ 38,561	$ 731,887	$ 67,693	$ 346,520	$ 414,213	$ (29,371)	$ -	$ -	$ 1,656,202
Appropriation of 2013 earnings Cash dividends - NT$0.2 per share	-	-	-	-	-	(9,746)	(9,746)	-	-	-	(9,746)
Issue of ordinary shares for cash	76,810	585,688	(1,932)	583,756	-	-	-	-	-	-	660,566
Transaction cost attributable to issue of new ordinary shares	-	(6,952)	-	(6,952)	-	-	-	-	-	-	(6,952)
Stock-based compensation	-	-	2,038	2,038	-	-	-	-	-	-	2,038
Issue of ordinary shares under the employee share options	18,535	119,606	(12,194)	107,412	-	-	-	-	-	-	125,947
Net profit for the year ended December 31, 2014	-	-	-	-	-	211,186	211,186	-	-	-	211,186
Other comprehensive income (loss) for the year ended December 31, 2014	-	-	-	-	-	-	-	139,282	-	-	139,282
Total comprehensive income for the year ended December 31, 2014	-	-	-	-	-	211,186	211,186	139,282	-	-	350,468
BALANCE, DECEMBER 31, 2014	634,818	1,391,668	26,473	1,418,141	67,693	547,960	615,653	109,911	-	-	2,778,523
Buy-back of treasury shares	-	-	-	-	-	-	-	-	-	(113,335)	(113,335)
Cancellation of treasury shares	(21,990)	(48,696)	-	(48,696)	-	(42,649)	(42,649)	-	-	113,335	-
Appropriation of 2014 earnings Cash dividends - NT$0.64 per share	-	-	-	-	-	(39,433)	(39,433)	-	-	-	(39,433)
Stock-based compensation	-	-	4,219	4,219	-	-	-	-	-	-	4,219
Issue of ordinary shares under the employee share options	2,850	20,436	(1,850)	18,586	-	-	-	-	-	-	21,436
Net profit for the year ended December 31, 2015	-	-	-	-	-	128,936	128,936	-	-	-	128,936
Other comprehensive income (loss) for the year ended December 31, 2015	-	-	-	-	-	-	-	98,110	(51,259)	-	46,851
Total comprehensive income for the year ended December 31, 2015	-	-	-	-	-	128,936	128,936	98,110	(51,259)	-	175,787
BALANCE, DECEMBER 31, 2015	$ 615,678	$ 1,363,408	$ 28,842	$ 1,392,250	$ 67,693	$ 594,814	$ 662,507	$ 208,021	$ (51,259)	$ -	$ 2,827,197

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

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(In Thousands of U.S. Dollars and New Taiwan Dollars)

	2015		2014	
	US$	NT$	US$	NT$
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax	$ 5,300	$ 168,236	$ 9,883	$ 299,508
Adjustments for:				
Depreciation and amortization	21,965	697,139	21,342	646,787
Provision for allowance of doubtful accounts	696	22,072	163	4,951
Interest expenses	186	5,913	-	-
Interest income	(1,280)	(40,627)	(234)	(7,085)
Stock-based compensation	133	4,219	67	2,038
Gain on disposal of property, plant and equipment	(148)	(4,712)	(11)	(328)
Net loss on disposal of available-for-sale financial assets	51	1,606	-	-
Impairment loss recognized on assets	-	-	1,349	40,879
Write-down of inventories	613	19,449	95	2,893
Net loss on foreign currency exchange	345	10,926	285	8,679
Amortization of prepayments	2,803	88,969	2,539	76,938
Net changes in operating assets and liabilities				
Accounts receivable	(5,314)	(168,636)	(4,697)	(142,378)
Other receivables	233	7,385	553	16,768
Inventories	(651)	(20,676)	(4,278)	(129,652)
Prepayments	788	25,002	(6,780)	(205,497)
Other current assets	(2)	(82)	(263)	(7,977)
Accounts payables	(851)	(27,035)	1,235	37,426
Other payables	(1,716)	(54,527)	2,856	86,571
Advance sales receipts	(917)	(29,086)	3,767	114,158
Other current liabilities	(6)	(185)	(9)	(277)
Cash generated from operations	22,228	705,350	27,862	844,402
Interest paid	(167)	(5,308)	-	-
Income tax paid	(2,607)	(82,745)	(1,869)	(56,664)
Net cash generated from operating activities	19,454	617,297	25,993	787,738
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of available-for-sale financial assets	(26,707)	(847,646)	-	-
Payments for property, plant and equipment	(15,826)	(502,295)	(17,643)	(534,670)
Increase in pledged deposit	(8,000)	(253,871)	-	-
Proceeds from disposal of available-for-sale financial assets	4,100	130,130	-	-
Decrease (increase) in debt investments with no activate market	3,662	116,243	(2,156)	(65,345)

(Continued)

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(In Thousands of U.S. Dollars and New Taiwan Dollars)

	2015		2014	
	US$	**NT$**	**US$**	**NT$**
Payments for intangible assets	$ (2,866)	$ (90,949)	$ (5,382)	$ (163,133)
Interest received	1,255	39,880	233	7,060
Purchase of financial assets measured at cost	(1,032)	(32,755)	-	-
Proceeds from disposal of property, plant and equipment	150	4,761	42	1,260
Increase in refundable deposits	(125)	(3,952)	(36)	(1,096)
Increase in prepayments for equipment	-	-	(1,800)	(54,550)
Net cash used in investing activities	(45,389)	(1,440,454)	(26,742)	(810,474)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from short-term borrowings	16,815	533,699	-	-
Payments for buy-back of ordinary shares	(3,688)	(113,335)	-	-
Cash dividends	(1,275)	(39,433)	(324)	(9,746)
Proceeds from exercise of employee share options	675	21,436	4,157	125,947
Proceeds from issuance of ordinary shares	-	-	21,736	660,566
Payments for transaction costs attributable to issuance of ordinary shares	-	-	(229)	(6,952)
Net cash generated from financing activities	12,527	402,367	25,340	769,815
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	(258)	22,561	(398)	53,093
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(13,666)	(398,229)	24,193	800,172
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	42,866	1,356,724	18,673	556,552
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	$ 29,200	$ 958,495	$ 42,866	$ 1,356,724

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

【附件五】EXHIBIT V

獨立董事候選人名單
List of Independent Director Candidates

被提名人 Nominee	提名人 Nominator	學歷 Academic Qualifications	經歷 Work Experience	持股 Shareholding
洪茂蔚 Mao Wei Hung	沈翔霖 Johnny Shyang-Lin Shen	美國西北大學財務金融博士 Ph.D., Finance, Northwestern University, U.S.	● 台灣大學國企系教授 Professor of International Business National Taiwan University ● 台灣大學管理學院院長 Dean of College of Management, National Taiwan University	0
江善頌 Brian Chiang	沈翔霖 Johnny Shyang-Lin Shen	美國南加州大學企管碩士 B.S. in Business Administration, University of Southern California, U.S.	華登國際管理顧問(股)公司董事總經理 Managing Director of Walden International Taiwan Co., Ltd.	0
莊彬甫 Binfu Chuang	沈翔霖 Johnny Shyang-Lin Shen	● 美國奧勒岡州立大學電機碩士 M.S.in Electrical Engineering, Oregon State University, U.S. ● 台灣國立交通大學工程學士(計算機與控制工程系) B.S., National Chiao Tung University(Department of Electrical and Control Engineering)	● 上海新茂半導體有限公司董事兼總經理 Director and General Manager of Shanghai SyncMOS Semiconductor Co., Ltd. ● 英屬開曼群島商世芯電子股份有限公司獨立董事 Independent Director of Alchip Technologies, Ltd. ● 台灣新茂國際科技股份有限公司董事 Director of SyncMOS Technologies International, Inc. ● 美國 MVC, San Jose 設計開發處長 Design and Development Director of MVC, San Jose, U.S.	0

【附件六】EXHIBIT VI

解除董事競業禁止之職務表
Table of Release the Prohibition on Directors from Participation in Competitive Business

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,Inc.董事 Director of Monolithic Power Systems, Inc. ●CEO of C Squared Management Corporation ●牧東光電總經理 General Manager of Mutto Optronics ●世芯電子台灣子公司監察人 Supervisor of Alchip Technologies, Inc. (Incorporated in Taiwan)
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) ●世芯電子台灣分公司經理人 Managerial Officer of Alchip Technologies, Ltd. Taiwan Branch	董事 Director	Benjamin Jin-Ping Ng	●Risecomm Co., Ltd.董事 Director of Risecomm Co., Ltd. ●Beijing Rising Technology Co., Ltd.董事 Director of Beijing Rising Technology Co., Ltd. ●AYLA Networks, INC.董事 Director of AYLA Networks, INC. ●NTS International Holding Ltd.董事 Director of NTS International Holding Ltd. ●GUANGZHOU OED TECHNOLOGIES CO., LTD.董事 Director of GUANGZHOU OED TECHNOLOGIES CO., LTD.
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	●華登國際管理顧問(股)公司董事總經理 Managing Director of Walden International Taiwan Co., Ltd.

【附件七】EXHIBIT VII

Comparison table for the amendments to the Regulation Governing the Election of Directors

董事選舉辦法修訂對照表

Changes to Original Form 原條文修改	Amended Form 修改後條文
備註:此為新增條文。 Note: The article was added.	6.2 本公司董事之選舉依照公司法第 192 條之1所規定之候選人提名制度程序為之。
備註:此為新增條文。 Note: The article was added.	6.3 本公司董事之選舉，股東得選擇採行以電子或現場投票方式之一行使其選舉權。
備註:此為新增條文。因此，本條以下之條文將依序調整原條號。 Note: The article was added. Therefore, the following articles' original section number will be adjusted accordingly.	6.4 前項股東以電子投票方式行使選舉權者，應於本公司指定之電子投票平台行使之。
備註:此為新增條文。	6.7 前項選舉權數，依股東會現場所投之選舉權數加計電子投票之選舉權數計算之。
備註:此為新增條文。因此，本條以下之條文將依序調整原條號。 Note: The article was added. Therefore, the following articles' original section number will be adjusted accordingly.	6.8 前項電子投票表決結果應於股東會前由符合股務處理準則第 44 條之 6 規定之機構，確認股東身分及表決權數並完成統計驗證。

【附件八】EXHIBIT VIII

Comparison table for the amendments to the Guideline for Acquisition and Disposal of Assets
取得或處分資產處理程序修訂對照表

Changes to Original Form 原條文修改	Amended Form 修改後條文
5.3 取得或處分不動產及設備： i.不動產之取得或處分： ii.…。 iii.…。 iv.…。 v.…。 vi.…。 vii.…。 viii. 向關係人取得或處分不動產或資產程序： (1) 本公司及子公司向關係人取得或處分資產，應依本處理程序前述及本條規定辦理相關決議程序及評估交易條件合理性等事項，交易金額達公司總資產百分之十以上者，應取得專業估價師出具之估價報告或會計師意見。判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。 (2) 公司及子公司向關係人取得或處分不動產，或與關係人取得或處分不動產以外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新台幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金外，應將下列資料提交審計委員會全體成員二分之一以上同意並經董事會通過後，始得為之，如未經審計委員會全體成員（以實際在任者計算之）二分之一以上同意者，得由全體董事（以實際在任者計算之）三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議： A. 取得或處分資產之目的、必要性	5.3 取得或處分不動產及設備： i. 不動產之取得或處分： ii.…。 iii.…。 iv.…。 v.…。 vi.…。 vii.…。 viii. 向關係人取得或處分不動產或資產程序： (1) 本公司及子公司向關係人取得或處分資產,應依本處理程序前述及本條規定辦理相關決議程序及評估交易條件合理性等事項,交易金額達公司總資產百分之十以上者,應取得專業估價師出具之估價報告或會計師意見。判斷交易對象是否為關係人時,除注意其法律形式外，並應考慮實質關係。 (2) 公司及子公司向關係人取得或處分不動產,或與關係人取得或處分不動產以外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新台幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金外,應將下列資料提交審計委員會全體成員二分之一以上同意並經董事會通過後,始得為之,如未經審計委員會全體成員（以實際在任者計算之)二分之一以上同意者,得由全體董事（以實際在任者計算之)三分之二以上同意行之,並應於董事會議事錄載明審計委員會之決議： A. 取得或處分資產之目的、必要性及預計效益。 B. 選定關係人為交易對象之原因。

及預計效益。 B. 選定關係人為交易對象之原因。 C. 依本條(ix.)第(3)至第(5)款規定評估預定交易條件合理性之相關資料。 D. 關係人原取得日期及價格、交易對象及其與本公司及子公司和關係人之關係等事項。 E. 預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。 F. 專業估價者出具之估價報告或會計師意見。 G. 本次交易之限制條件及其他重要約定事項。 前項交易金額之計算，依本處理程序第 7.1 條（iv.）第 2 項之規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序提交審計委員會及董事會通過部分免再計入。 本公司與其母公司或子公司間，取得或處分供營業使用之機器設備，董事會得授權董事長在~~一定~~額度內先行決行，事後再提報最近期之董事會追認。 於提報董事會討論時，應充分考慮各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會中提出並載明於董事會議事錄。	C. 依本條(ix.)第(3)至第(5)款規定評估預定交易條件合理性之相關資料。 D. 關係人原取得日期及價格、交易對象及其與本公司及子公司和關係人之關係等事項。 E. 預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。 F. 專業估價者出具之估價報告或會計師意見。 G. 本次交易之限制條件及其他重要約定事項。 前項交易金額之計算，依本處理程序第 7.1 條（iv.）第 2 項之規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序提交審計委員會及董事會通過部分免再計入。 本公司與其母公司或子公司間，取得或處分供營業使用之機器設備，董事會得授權董事長在<u>新台幣三億元(含)</u>額度內先行決行，事後再提報最近期之董事會追認。 於提報董事會討論時，應充分考慮各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會中提出並載明於董事會議事錄。
8.附則 8.1 本公司之子公司非屬國內公開發行公司，取得或處分資產依「第七條資訊公開」規定應公告申報情事者，由本公司為之。	8.附則 8.1 <u>本公司應督促本公司之子公司依照本準則規定訂定並執行取得或處分資產處理程序。</u>本公司之子公司非屬國內公開發行公司，取得或處分資產依「第七條資訊公開」規定應公告申報情事者，由本公司為之。