

Insyde Software Corp.

2017 Annual General Shareholders Meeting Minutes

(This document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.)

Meeting Time: 9:00 a.m. on June 22, 2017

Place: 350 Sung Chiang Road, Taipei, 104, Taiwan, R.O.C. (Importers and Exporters Association of Taipei)

Attendants: Total outstanding shares: 38,043,488 shares, total shares represented by shareholders present in person or by proxy: 20,796,477 shares (votes casted electronically 10,954,863 shares). Percentage of shares held by shareholders present in person or by proxy: 54.67%. The aggregate shareholding of the shareholders present constituted a quorum.

Board members and Supervisors attendance list:

Independent Directors : Chen Chi Hsun

Directors : Chih Kao Wang, Fu Chiang-Sung, Huang, MEI-CHIN

Supervisors : Wang Chien-Chih, Shao Chien-Hua, Dai May Hong

The Chairman called the meeting to order.

I. Chairman's Address (omitted).

II. Report Items

1. 2016 Business Report (attached as pp. 7-10, Appendix 1)
2. Supervisor's Review Report of the 2016 Financial Statements. (attached pp. 27, Appendix 3)
3. Domestic Private Placement of Convertible Bonds Report.

III. Ratification Items

1. (Proposed by the Board)

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

Explanation :

1. Insyde Software' Financial Statements , including the balance sheet, income statement, statement of changes in shareholders' equity, and statement of cash flows, were audited by independent auditors, Melody Chen and Jeff Chen of KPMG Certified Public Accountants. Also The Business Report and Financial Statements have been approved by the Board and examined by the Supervisors of the Company.
2. The 2016 Business Report, independent auditors' audit report, and the above-mentioned Financial Statements are attached to the Meeting Agenda, pp.7-26.(Appendix 1 and 2)

Voting Results : Shares represented at the time of voting : 20,796,477

Voting Results	% of the total represented share present
Votes in favor : 19,206,532 votes (9,364,918 votes)	92.35%

Votes against : 33,957 votes (33,957 votes)	0.16%
Votes invalid : None	0%
Votes abstained : 1,555,988 votes (1,555,988 votes)	7.49%

***including votes casted electronically(numbers in brackets)**

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

2. (Proposed by the Board)

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

Explanation :

1. The Board has adopted a Proposal for Distribution of 2016 Profits.
2. Proposed dividend to shareholders is NT\$ 11,413,046.
3. The 2016 Profit Allocation Proposal as the following.

Insyde Software Corp. PROFIT DISTRIBUTION TABLE Year 2016

Unit: NTD \$

	Amount
Retained earnings of prior years	\$ 77,698,788
Less : adjustments	(1,845,667)
After adjustments retained earnings	75,853,121
Add : 2016 Net profit for this year	(37,491,745)
Distributable net profit	38,361,376
Distributable items:	
Cash dividend(0.30/Share)	(11,413,046)
Unappropriated retained earnings	\$ 26,948,330

Responsible person :

Manager :

Chief Accountmant :

4. The cash dividend distribution will be calculated to the nearest NT dollar, the remainder will be transferred into the shareholders equity account.
5. Subject to the approval of the regular shareholders' meeting, the ex-dividend date for the cash dividend distributions would be decided by the Board.
If the number of total shares outstanding, prior to the ex-dividend date for the distribution, has changed due to the repurchasing of shares by the Company, or the transfer of treasury shares to employees, or the conversion of shares from domestic convertible bonds, etc., such that the ratios of the stock dividends and cash dividends are affected and must be adjusted, the Board is authorized to make such adjustments.
6. The Board is authorized to make any necessary amendments to the due to the needs of actual practices or by the instructions of the competent authority.

Voting Results : Shares represented at the time of voting : 20,796,477

Voting Results	% of the total represented share present
Votes in favor : 19,205,532 votes (9,363,918 votes)	92.34%
Votes against : 34,957 votes (34,957 votes)	0.17%

Votes invalid : None	0%
Votes abstained : 1,555,988 votes (1,555,988 votes)	7.49%

***including votes casted electronically(numbers in brackets)**

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

IV. Discussion Item

1. Proposal: (Proposed by the Board of Directors)

Proposal to Issue a new Private Placement of Convertible Bonds.(The new Private Placement of Convertible Bonds is attached as pp. 38-40, Appendix 7 and pp. 41-45, Appendix 8.)

Voting Results : Shares represented at the time of voting : 20,796,477

Voting Results	% of the total represented share present
Votes in favor : 19,137,308 votes (9,295,694 votes)	92.02%
Votes against : 103,180 votes (103,180 votes)	0.50%
Votes invalid : None	0%
Votes abstained : 1,555,989 votes (1,555,989 votes)	7.48%

***including votes casted electronically(numbers in brackets)**

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

2. Proposal: (Proposed by the Board of Directors)

Amendment to the Operational Procedures for Acquisition and Disposal of Assets.

(1) According regulator's ruling amended.

(2) The original Operational Procedures for Acquisition and Disposal of Assets is as pp. 46-55, Appendix9 and Comparison table for the "Procedures for Acquisition and Disposal of Assets" Before and after revision as pp. 56-59, Appendix 10.

Voting Results : Shares represented at the time of voting : 20,796,477

Voting Results	% of the total represented share present
Votes in favor : 19,205,311 votes (9,363,697 votes)	92.34%
Votes against : 35,178 votes (35,178 votes)	0.17%
Votes invalid : None	0%
Votes abstained : 1,555,988 votes (1,555,988 votes)	7.49%

***including votes casted electronically(numbers in brackets)**

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

V. Questions and Motions : None.

VI. Adjournment: 9:25 am.

Chairman: Chih Kao Wang

Recorder: Pei Yen Lee

受到去年全球筆記型電腦出貨減少、Chromebook 及 Microsoft Surface 侵蝕原標準型筆記電腦之市場，公司整體營業額衰退約 13%，致本公司自 2005 年獲利至今首次營運結果產生赤字。

近年來由於傳統 PC 出貨量下滑，及因應大數據物聯網時代來臨，系微除努力提高 InsydeH2O 在各領域的市佔外，旗下伺服器 Supervyse 系統管理平台解決方案提供雲端伺服器穩固的系統管理基礎，可實現外部遠端平台管理。此外結合 Intel Innovation Engine 之新處理器以及 I/O 次系統，並鎖定資料中心平台商機，進而帶給系統製造商多樣性的創意開發和產品差異化價值。系微 Supervyse 的加入，提升了系微在伺服器解決方案的完整性，將有助於此領域市佔率穩定成長。

有鑒於產業發展瞬息萬變，產品與技術日新月異，系微除不遺餘力從內部發展新事業、新技術與強化組織能力外，也不排除透過購併與結盟等方式，以更快速進入市場滿足客戶需求，故公司在股東會提出私募可轉換公司債的議案，以保留尋找購併、結盟及技術性策略伙伴的可能性與契機。

展望今（2017）年，本公司將持續努力在各項產品如平板、筆記型、桌上型電腦、伺服器、工業電腦及嵌入式裝置提高 BIOS/UEFI 市佔率之外。系微旗艦產品 InsydeH2O 及 Supervyse 結合 Innovation Engine 亦可望迎接「物聯網」（Internet of Things，IoT）的龐大商機。最後，感謝各位股東對系微公司的厚愛與支持，全體同仁將更加努力以厚植實力，來創造最大利潤與全體股東分享，敬祝各位股東與全體同仁身體健康萬事如意。

董事長：王志高

一〇五年度（前一年度）營業結果

一、營業計劃實施成果

單位：新台幣仟元

項 目	105 年實際	104 年實際	增（減）%
營業收入	719,818	830,114	(13)
營業成本	125,704	143,070	(12)
營業毛利	594,114	687,044	(14)
營業費用	638,537	652,231	(2)
營業(損失)利益	(44,423)	34,813	(228)
營業外收入(支出)	9,345	19,048	(51)
稅前淨(損)利	(35,078)	53,861	(165)
稅後淨(損)利	(37,616)	42,840	(188)

本期營運結果為稅後淨損 37,616 仟元，營業額較上期下滑 13%，在縮減人力資源且佣金支出隨營業額減少情況下，本期成本及營運費用較上期減少 31,060 仟元，業外收入主因受匯率影響較上期減少 9,703 仟元，最終營運虧損每股 0.99 元。

二、預算執行情形：本公司民國一〇五年度營業結果因受 PC 產業整體大環境之影響，與內部經營團隊原擬定之預算目標尚有努力的空間。

三、財務收支及獲利能力分析

單位：新台幣仟元

	項 目	105 年度	104 年度
財務收支	利息收入	3,381	6,254
	利息支出	300	2,619
獲利能力	資產報酬率（%）	(4.06)	4.17
	股東權益報酬率（%）	(5.71)	6.33
	稅前純益佔實收資本額比率（%）	(9.22)	14.16
	純益率（%）	(5.23)	5.21
	每股盈(虧)（元）	(0.99)	1.14

四、研究發展狀況

本公司產品 InsydeH2O 的開發，與 Intel、AMD、Google 和 Microsoft 等相關 PC 大廠有著密切的關係，持續搭配硬體開發時間表推出新產品，研發計畫亦因應 PC 大廠產品規劃而隨時調整，彈性的 InsydeH2O 設計架構，也是業界首創、支援跨平台的第一個量產的 UEFI BIOS 產品，可同時支援 Windows、Android 及 Linux 等作業系統，目前 InsydeH2O 已經成為 PC 市場中，主要搭載於筆記型電腦、2 合 1 筆電及平板電腦的 UEFI BIOS，本公司今年亦將持續投入資源在伺服器及嵌入式系統 UEFI BIOS 的開發，並掌握初期開發的時機與微處理器及晶片組公司合作，以爭取時效來獲得客戶的支持及更多業績成長空間，進而擴充營運規模。

本公司持續與 Intel 緊密合作，針對新平台開發對應的 InsydeH2O UEFI BIOS，包括支援 Intel Thunderbolt 3 新技術，InsydeH2O 已經搭載於多款採用 Intel 第七代 Core i 處理器的筆記型電腦/2 合 1 筆電出貨，其中包含各大 PC 品牌的電競筆電；同時，本公司也與 AMD 共同合作開發支援最新 Ryzen 處理器的 InsydeH2O UEFI BIOS，並於 2017 年第二季搭載於 DT/AIO 產品出貨，期能為本公司帶來新的業績成長動能。

近年來由於雲端服務以及應用的普及，各國電信商及內容服務商無不積極地擴建自有的伺服器機房或是大型資料中心，以作為新雲端服務及搶占市場之必要業務平台。如此潛在龐大的伺服器需求，帶起了台灣在伺服器產業上新的產業供應鏈與動能。本公司為因應相關伺服器管理系統需求，研發出新型產品 Supervyse 作為市場開發與拓展之重要平台與工具。

一〇六年度（本年度）營業計劃概要

一、 經營方針

- （一） 持續優化源始碼架構及開發 UEFI BIOS 客製化軟體，協助 ODM 有效率的開發系統 BIOS，以確保 ODM 和 OEM 筆記型電腦製造商能持續採用 InsydeH2O。
- （二） 開發 BIOS 自動測試系統，進一步提高經營效率及產品品質，使客戶滿意且認同 InsydeH2O 所帶給雙方之利益，橫向擴展於各大廠產品線的廣度，持續擴大市場佔有率。
- （三） 全力支持伺服器及嵌入式系統 BIOS 及 BIOS 外其他相關軟體，提供最完整且全面的服務。

經過過去多年的努力，UEFI 架構於筆記型電腦之領域已取代傳統 Legacy BIOS，在全球各大知名筆電公司合作並導入量產，伴隨著本公司將有更完備的產品技術規劃，InsydeH2O 韌體技術擴大運用至支援伺服器、工業電腦及嵌入式系統，以因應更廣大客戶的需求。

二、 預期銷售數量及其依據

本公司提供客戶專用母版及授權標籤，依量計費外，尚有一次收取專用母版之授權費，由客戶於一定期間內，自行複製使用之數量，除此型態之銷貨收入外，尚有提供原始程式碼及專業技術服務之業務收入，故本公司提供預期銷售數量較不具意義。

三、 重要之產銷政策

（一）銷售政策

1. 進行新產品研發並強化自我品牌形象，以擴大市場規模及佔有率。
2. 積極擴充行銷通路，並先後透過經銷商將產品打入日本、中國大陸、歐洲等地市場，未來將持續導入新產品，以建立完整行銷通路之運籌。

（二）產品研發策略

1. 未來將持續掌握新一代的晶片組和微處理器及新一代的作業系統之發展方向為藍圖，以發展出符合主流產業標準之產品與技術。
2. BIOS 延伸產品之開發。

未來公司發展策略

本公司產品 InsydeH2O 經過過去數年的努力，已逐漸導入主要筆記型電腦品牌大廠之產品，於筆記型電腦之產業地位已與其他同業不分軒輊。

目前本公司正努力穩固於 BIOS 產業在筆記型電腦之全球市佔率外，並積極切入伺服器及嵌入式系統 BIOS 及 BIOS 外其他相關軟體開發領域，期望自身未來目標成為提供軟韌體完整解決方案之國際級軟體公司。

受到外部競爭環境、法規環境及總體經營環境之影響

目前各國政府無不致力於科技創新政策的制定，協助中小企業的技術發展與存續。軟體研究開發因為需投入大量金錢及人力，人才培養與智財權保護的不易，屬於一種高難度與高風險之高科技產業，因此軟體開發產業公司普遍面臨擴展營運資金短缺，以及研究人才招募不易之問題。以本公司所從事 BIOS 業為例，目前 BIOS 研發人才培養不易，相關產業更是求才若渴，因此本公司將以自行培養及尋找外部人才雙軌並行，以解決目前研發人才短缺的困境。

會計師查核報告

系微股份有限公司董事會 公鑒：

查核意見

系微股份有限公司民國一〇五年及一〇四年十二月三十一日之資產負債表，暨民國一〇五年及一〇四年一月一日至十二月三十一日之綜合損益表、權益變動表及現金流量表，以及個體財務報告附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開個體財務報告在所有重大方面係依照證券發行人財務報告編製準則編製，足以允當表達系微股份有限公司民國一〇五年及一〇四年十二月三十一日之財務狀況，與民國一〇五年及一〇四年一月一日至十二月三十一日之財務績效與現金流量。

查核意見之基礎

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。本會計師於該等準則下之責任將於會計師查核個體財務報告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與系微股份有限公司保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對系微股份有限公司民國一〇五年度個體財務報告之查核最為重要之事項。該等事項已於查核個體財務報告整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。本會計師判斷應溝通在查核報告上之關鍵查核事項如下：

一、收入認列

有關收入認列之會計政策及揭露資訊，請詳個體財務報告附註四(十二)及六(十二)。

關鍵查核事項之說明：

系微股份有限公司銷貨收入組合以軟、韌體授權、銷售原始程式及提供軟、韌體技術服務為主，銷貨收入為決定財務報表績效最關鍵之因素，且受報表使用者高度關注，因此將銷貨收入認列為關鍵查核事項。

因應之查核程序：

- 評估並測試銷貨收入認列有關內部控制設計及執行之有效性。
- 針對銷售合約選取樣本，執行交易詳細測試並檢查合約中重大條款，核對內、外部資料，佐證交易之真實性。
- 檢查遞延收入餘額，測試攤銷期間係屬適當，並核對轉列銷貨收入之金額計算。
- 針對期末應收帳款金額執行函證與期後收款等餘額證實測試程序，評估應收帳款及銷貨收入記錄在正確之期間。

二、無形資產之減損

有關無形資產及非金融資產減損會計政策，請詳個體財務報告附註四(十)及(十一)；無形資產減損評估之會計估計及假設不確定性，請詳個體財務報告附註五(一)；無形資產揭露

資訊，請詳個體財務報告附註六(五)。

關鍵查核事項之說明：

系微股份有限公司截至民國一〇五年十二月三十一日止，個體資產負債表之無形資產金額係屬重大，且為公司重要資產及營運上關鍵項目之一。管理階層於資產負債表日評估該資產是否有減損跡象，並估計及判斷該資產未來可能產生之預期經濟效益及可回收金額，因相關假設為管理階層對未來獲利預測之最適估計，故將無形資產之減損列為關鍵查核事項。

因應之查核程序：

- 取得公司自行評估之非金融資產減損評估表。
- 評估系微股份有限公司管理階層辨識減損跡象之合理性，及其所使用之假設及其敏感性分析，包含現金產生單位區分、現金流量預測、折現率等是否適當。

三、遞延所得稅資產及所得稅利益之認列與衡量

有關所得稅之會計政策，請詳個體財務報告附註四(十五)；遞延所得稅資產可實現性之會計估計及假設不確定，請詳個體財務報告附註五(二)；遞延所得稅及所得稅利益揭露資訊，請詳個體財務報告附註六(九)。

關鍵查核事項之說明：

系微股份有限公司帳列遞延所得稅資產包含未使用之虧損扣抵及其他認列為遞延所得稅資產之暫時性差異。遞延所得稅資產之認列與衡量，為管理階層對未來獲利之預測及目前最適之估計，故將遞延所得稅及所得稅利益之認列與衡量列為關鍵查核事項。

因應之查核程序：

- 將管理階層對未來營運預測之相關假設與該公司之財務預算進行核對。
- 評估以前年度之課稅所得額、預算估列之品質
- 針對該公司之瞭解及參考產業相關資訊，評估管理階層對成長率之假設是否合理。

管理階層與治理單位對個體財務報告之責任

管理階層之責任係依照證券發行人財務報告編製準則編製允當表達之個體財務報告，且維持與個體財務報告編製有關之必要內部控制，以確保個體財務報告未存有導因於舞弊或錯誤之重大不實表達。

於編製個體財務報告時，管理階層之責任包括評估系微股份有限公司繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算系微股份有限公司或停止營業，或除清算或停業外別無實際可行之其他方案。

系微股份有限公司之治理單位(含獨立董事及監察人)負有監督財務報導流程之責任。

會計師查核個體財務報告之責任

本會計師查核個體財務報告之目的，係對個體財務報告整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照一般公認審計準則執行之查核工作無法保證必能偵出個體財務報告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響個體財務報告使用者所作之經濟決策，則被認為具有重大性。

本會計師依照一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

1.辨認並評估個體財務報告導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行

適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。

- 2.對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對系微股份有限公司內部控制之有效性表示意見。
- 3.評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
- 4.依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使系微股份有限公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒個體財務報告使用者注意個體財務報告之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致系微股份有限公司不再具有繼續經營之能力。
- 5.評估個體財務報告(包括相關附註)之整體表達、結構及內容，以及個體財務報告是否允當表達相關交易及事件。
- 6.對於採用權益法之被投資公司之財務資訊取得足夠及適切之查核證據，以對個體財務報告表示意見。本會計師負責對該等被投資公司查核案件之指導、監督及執行，並負責形成個體查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現(包括於查核過程中所辨認之內部控制顯著缺失)。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項(包括相關防護措施)。

本會計師從與治理單位溝通之事項中，決定對系微股份有限公司民國一〇五年度個體財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安 侯 建 業 聯 合 會 計 師 事 務 所

陳 眉 芳

會 計 師：

陳 俊 光

證券主管機關：(88)台財證(六)第18311號
核准簽證文號：金管證審字第1020000737號
民 國 一〇六 年 三 月 二 十 三 日

(English Translation of the Financial Statement Originally Issued in Chinese)
Insyde Software Corp.
Balance Sheet
December 31, 2016 and 2015
(Expressed in thousands of New Taiwan Dollars)

Assets		2016.12.31		2015.12.31		Liabilities and Equity		2016.12.31		2015.12.31	
Current assets :		Amount	%	Amount	%	Current liabilities :		Amount	%	Amount	%
1100	Cash and cash equivalents	\$ 362,045	43	\$ 468,168	50	2150	Notes payable	\$ 94	-	19	-
1170	Accounts receivables, net	50,416	6	30,029	3	2200	Other payables	114,913	14	137,365	15
1210	Other receivables - related parties	6,585	1	7,738	1	2313	Deferred revenue	43,871	5	41,451	4
1410	Prepayments	26,336	3	27,165	3	2321	Bonds payable, current portion	30,000	4	30,000	3
1470	Other current assets	15,947	2	11,701	1	2399	Other current liabilities	3,879	-	1,857	-
	Total current assets	461,329	55	544,801	58		Total current liabilities	192,757	23	210,692	22
Non-current assets :						Non-current liabilities :					
1551	Equity investments under equity method	167,684	20	167,029	18	2551	Non-current provisions for employee benefits	16,489	2	15,813	2
1600	Property, plant and equipment, net	3,303	-	3,629	-	2570	Deferred tax liabilities	11,449	1	8,906	1
1780	Intangible assets	172,654	21	198,403	21	2630	Long-term deferred revenue	562	-	7,580	1
1840	Deferred tax assets	26,926	3	15,167	2		Total non-current liabilities	28,500	3	32,299	2
1920	Refundable deposits	9,208	1	10,463	1		Total liabilities	221,257	26	242,991	26
	Total non-current assets	379,775	45	394,691	42		Equity attributable to shareholders of the parent				
							Share Capital				
						3110	Common stock	380,435	41	380,435	41
							Capital surplus				
						3211	Capital surplus, additional paid-in capital arising from ordinary share	48,769	6	48,769	5
						3260	Capital surplus, changes in equity of associates and joint ventures accounted for using equity method	281	-	317	-
						3280	Capital surplus, others	18,407	2	18,407	2
								67,457	8	67,493	7
							Retained earnings :				
						3310	Legal reserve	119,561	14	115,238	12
						3320	Special reserve	10,537	1	10,537	1
						3351	Undistributed earnings	38,361	5	114,359	12
								168,459	20	240,134	25
							Other equity :				
						3490	Other equity—Other	3,496	-	8,439	1
							Total equity	619,847	74	696,501	74
							Total liabilities and equity	\$ 841,104	100	939,492	100
	Total assets	\$ 841,104	100	939,492	100						

Chairman :

C.E.O. :

Accounting Manager :

C.E.O.

(English Translation of the Financial Statement Originally Issued in Chinese)

Insyde Software Corp.

Comprehensive Income Statement

For the years ended December 31, 2016 and 2015

(Expressed in thousands of New Taiwan Dollars)

		2016		2015	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4110	Sales revenue	\$ 559,222	100	693,988	100
4190	Less : sales discounts and allowances	-	-	27	-
	Net sales	559,222	100	693,961	100
5000	Operating costs	111,569	20	132,143	19
	Gross profit	447,653	80	561,818	81
	Operating expenses				
6100	Selling expenses	52,738	9	62,479	9
6200	Administrative expenses	131,372	23	132,110	19
6300	Research and development expenses	322,746	58	320,094	46
		506,856	90	514,683	74
	Operating income	(59,203)	(10)	47,135	7
	Non-operating income and expenses				
7010	Other income	3,153	1	5,289	1
7020	Other gains and losses	4,054	1	14,667	2
7050	Finance costs	(300)	(1)	(2,619)	(1)
7070	Share of profit of subsidiaries, associates and joint venture accounted for using equity method	5,588	1	(12,600)	(2)
	Total non-operating income and expenses	12,495	2	4,737	-
7900	Profit (loss) from continuing operations before tax	(46,708)	(8)	51,872	7
7951	Less: Income tax expense	(9,216)	(2)	8,649	1
	Net profit for this year	(37,492)	(6)	43,223	6
8300	Other comprehensive income (loss) :				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	Remeasurement of defined benefit plans	(1,846)	-	(2,158)	-
8349	Income tax relating to item that will not be reclassified subsequently to profit or loss	-	-	-	-
		(1,846)	-	(2,158)	-
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translating foreign operation	(4,943)	(1)	3,320	-
8399	Income tax relating to the items that may be reclassified subsequently to profit or loss	-	-	-	-
		(4,943)	(1)	3,320	-
8300	Other comprehensive income (loss) for the year, net of income tax	(6,789)	(1)	1,162	-
	Total comprehensive income for the year	<u><u>\$ (44,281)</u></u>	<u><u>(7)</u></u>	<u><u>\$ 44,385</u></u>	<u><u>6</u></u>
	Earnings per share(NTD)				
9750	Basic Earnings Per Share	<u><u>\$ (0.99)</u></u>		<u><u>\$ 1.14</u></u>	
9850	Diluted Earnings Per Share	<u><u>\$ (0.99)</u></u>		<u><u>\$ 1.13</u></u>	

Chairman :

C.E.O. :

Accounting Manager :

(English Translation of the Financial Statement Originally Issued in Chinese)
Insyde Software Corp.

Statement of Stockholders' Equity
For the years ended December 31, 2016 and 2015
(Expressed in thousands of New Taiwan Dollars)

	<u>Share stock</u>		<u>Retained earnings</u>				<u>Other equity</u>	
	<u>Ordinary share</u>	<u>Capital surplus</u>	<u>Legal reserve</u>	<u>Special reserve</u>	<u>Unappropriated retained earnings</u>	<u>Total retained earnings</u>	<u>Exchange difference on translation of foreign operations</u>	<u>Total equity</u>
Balance - January 1, 2015	\$ 380,435	67,493	113,142	10,537	90,607	214,286	5,119	667,333
Net profit for the year ended December 31, 2015	-	-	-	-	43,223	43,223	-	43,223
Other comprehensive income (loss) for the year ended December 31, 2015	-	-	-	-	(2,158)	(2,158)	3,320	1,162
Total comprehensive income	-	-	-	-	41,065	41,065	3,320	44,385
Appropriation and distribution of 2015 earnings: :								
Legal reserve	-	-	2,096	-	(2,096)	-	-	-
Cash dividends to shareholders	-	-	-	-	(15,217)	(15,217)	-	(15,217)
Balance - December 31, 2015	380,435	67,493	115,238	10,537	114,359	240,134	8,439	696,501
Net profit for the year ended December 31, 2016	-	-	-	-	(37,492)	(37,492)	-	(37,492)
Other comprehensive income for the year ended December 31, 2016	-	-	-	-	(1,846)	(1,846)	(4,943)	(6,789)
Total comprehensive income (loss)	-	-	-	-	(39,338)	(39,338)	(4,943)	(44,281)
Appropriation and distribution of 2015 earnings:								
Legal reserve Legal reserve appropriated	-	-	4,323	-	(4,323)	-	-	-
Cash dividends to shareholders	-	-	-	-	(32,337)	(32,337)	-	(32,337)
Changes in subsidiaries' ownership	-	(36)	-	-	-	-	-	(36)
Balance - December 31, 2016	<u>\$ 380,435</u>	<u>67,457</u>	<u>119,561</u>	<u>10,537</u>	<u>38,361</u>	<u>168,459</u>	<u>3,496</u>	<u>619,847</u>

Remarks : The directors' and supervisors' compensation of \$0 and \$1,454, and employees' compensation of \$0, and \$7,272 had been deducted from net income for year 2016 and 2015, respectively.

Chairman :

C.E.O. :

Accounting Manager :

(English Translation of the Financial Statement Originally Issued in Chinese)

Insyde Software Corp.
Statements of Cash Flows
For the years ended December 31, 2016 and 2015
(Expressed in thousands of New Taiwan Dollars)

	<u>2016</u>	<u>2015</u>
Cash flows from (used in) operating activities :		
Profit (loss) before tax	\$ (46,708)	\$ 51,872
Adjustments for :		
Adjustments to reconcile profit (loss)		
Depreciation expense	2,942	5,277
Amortization expense	32,282	29,655
Interest expense	300	2,619
Interest income	(3,153)	(5,289)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(5,588)	12,600
Loss on disposal of property, plant and equipment	(127)	75
Loss on Intangible assets	21	-
Gain on financial liabilities at fair value through profit or loss	-	(8,894)
Total adjustments to reconcile profit (loss) before income tax	<u>26,677</u>	<u>36,043</u>
Changes in operating assets and liabilities :		
Changes in operating assets :		
(Increase) decrease in accounts receivable	(20,387)	21,306
Decrease in other receivables - related parties	1,153	376
Increase in prepayments	(659)	(28,223)
(Increase) Decrease in other current assets	<u>(3,699)</u>	<u>88</u>
Total changes in operating assets	<u>(23,592)</u>	<u>(6,453)</u>
Changes in operating liabilities :		
Increase in notes payable	75	-
Decrease in other payable	(17,232)	(15,447)
Increase (Decrease) in other current liabilities	2,022	(1,595)
Decrease in accrued pension liabilities	(1,170)	(518)
(Decrease) Increase in deferred credits	<u>(4,598)</u>	<u>13,507</u>
Total changes in operating liabilities	<u>(20,903)</u>	<u>(4,053)</u>
Total changes in operating assets and liabilities	<u>(44,495)</u>	<u>(10,506)</u>
Cash generated from operations	(64,526)	77,409
Interest received	3,261	5,407
Interest paid	(300)	(1,713)
Income taxes paid	<u>(10,600)</u>	<u>(5,332)</u>
Net cash generated from operating activities	<u>(72,165)</u>	<u>75,771</u>
Cash flows from investing activities :		
Increase in Equity investments under equity method	(45)	(32,630)
Acquisition of property, plant and equipment	(2,620)	(586)
Proceeds from disposal of property, plant and equipment	131	52
Decrease (Increase) in refundable deposits	1,255	(5)
Acquisition of intangible assets	<u>(342)</u>	<u>(4,792)</u>
Net cash used in investing activities	<u>(1,621)</u>	<u>(37,961)</u>
Cash flows from financing activities :		
Repayments of bonds	-	(270,000)
Cash dividends paid	<u>(32,337)</u>	<u>(15,217)</u>
Net cash used in financing activities	<u>(32,337)</u>	<u>(285,217)</u>
Net decrease in cash and cash equivalents	(106,123)	(247,407)
Cash and cash equivalents, beginning of the year	486,168	715,575
Cash and cash equivalents, end of the year	<u><u>\$ 362,045</u></u>	<u><u>468,168</u></u>

Chairman :

C.E.O. :

Accounting Manager :

會計師查核報告

系微股份有限公司董事會 公鑒：

查核意見

系微股份有限公司及其子公司(系微集團)民國一〇五年及一〇四年十二月三十一日之合併資產負債表，暨民國一〇五年及一〇四年一月一日至十二月三十一日之合併綜合損益表、合併權益變動表及合併現金流量表，以及合併財務報告附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開合併財務報告在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達系微集團民國一〇五年及一〇四年十二月三十一日之合併財務狀況，與民國一〇五年及一〇四年一月一日至十二月三十一日之合併財務績效與合併現金流量。

查核意見之基礎

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。本會計師於該等準則下之責任將於會計師查核合併財務報告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與系微集團保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對系微集團民國一〇五年度合併財務報告之查核最為重要之事項。該等事項已於查核合併財務報告整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。本會計師判斷應溝通在查核報告上之關鍵查核事項如下：

一、收入認列

有關收入認列之會計政策及揭露資訊，請詳合併財務報告附註四(十二)、六(十一)及十四。

關鍵查核事項之說明：

系微集團銷貨收入組合以軟、韌體授權、銷售原始程式及提供軟、韌體技術服務為主，銷貨收入為決定財務報表績效最關鍵之因素，且受報表使用者高度關注，因此將銷貨收入認列為關鍵查核事項。

因應之查核程序：

- 評估並測試銷貨收入認列有關內部控制設計及執行之有效性。
- 針對銷售合約選取樣本，執行交易詳細測試並檢查合約中重大條款，核對內、外部資料，佐證交易之真實性。
- 檢查遞延收入餘額，測試攤銷期間係屬適當，並核對轉列銷貨收入之金額計算。
- 針對期末應收帳款金額執行函證與期後收款等餘額證實測試程序，評估應收帳款及銷貨收入記錄在正確之期間。

二、無形資產之減損

有關無形資產及非金融資產減損會計政策，請詳合併財務報告附註四(十)及(十一)；無形資產減損評估之會計估計及假設不確定性，請詳合併財務報告附註五(一)；無形資產揭露資訊，請詳合併財務報告附註六(四)。

關鍵查核事項之說明：

系微集團截至民國一〇五年十二月三十一日止，合併資產負債表之無形資產金額係屬重大，且為公司重要資產及營運上關鍵項目之一。管理階層於資產負債表日評估該資產是否有減損跡象，並估計及判斷該資產未來可能產生之預期經濟效益及可回收金額，因相關假設為管理階層對未來獲利預測之最適估計，故將無形資產之減損列為關鍵查核事項。

因應之查核程序：

- 取得公司自行評估之非金融資產減損評估表。
- 評估系微股份有限公司管理階層辨識減損跡象之合理性，及其所使用之假設及其敏感性分析，包含現金產生單位區分、現金流量預測、折現率等是否適當。

三、遞延所得稅資產及所得稅利益認列與衡量

有關所得稅之會計政策，請詳合併財務報告附註四(十五)；遞延所得稅資產可實現性之會計估計及假設不確定，請詳合併財務報告附註五(二)；遞延所得稅及所得稅利益揭露資訊，請詳合併財務報告附註六(八)。

關鍵查核事項之說明：

系微股份有限公司帳列遞延所得稅資產包含未使用之虧損扣抵及其他認列為遞延所得稅資產之暫時性差異。遞延所得稅資產之認列與衡量，為管理階層對未來獲利之預測及最適之估計，故將遞延所得稅及所得稅利益之認列與衡量列為關鍵查核事項。

因應之查核程序：

- 將管理階層對未來營運預測之相關假設與該公司之財務預算進行核對。
- 評估以前年度之課稅所得額、預算估列之品質。
- 針對該公司之瞭解及參考產業相關資訊，評估管理階層對成長率之假設是否合理。

其他事項

系微股份有限公司已編製民國一〇五年及一〇四年度之個體財務報告，並經本會計師出具無保留意見之查核報告在案，備供參考。

管理階層與治理單位對合併財務報告之責任

管理階層之責任係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之合併財務報告，且維持與合併財務報告編製有關之必要內部控制，以確保合併財務報告未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報告時，管理階層之責任包括評估系微集團繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算系微集團或停止營業，或除清算或停業外別無實際可行之其他方案。

系微集團之治理單位(含獨立董事及監察人)負有監督財務報導流程之責任。

會計師查核合併財務報告之責任

本會計師查核合併財務報告之目的，係對合併財務報告整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照一般公認審計準則執行之查核工作無法保證必能偵出合併財務報告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報告使用者所作之經濟決策，則被認為具有重大性。

本會計師依照一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

- 1.辨認並評估合併財務報告導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
- 2.對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對系微集團內部控制之有效性表示意見。
- 3.評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
- 4.依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使系微集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報告使用者注意合併財務報告之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致系微集團不再具有繼續經營之能力。
- 5.評估合併財務報告(包括相關附註)之整體表達、結構及內容，以及合併財務報告是否允當表達相關交易及事件。
- 6.對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報告表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現(包括於查核過程中所辨認之內部控制顯著缺失)。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項(包括相關防護措施)。

本會計師從與治理單位溝通之事項中，決定對系微集團民國一〇五年度合併財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安 侯 建 業 聯 合 會 計 師 事 務 所

陳 眉 芳

會 計 師：

陳 俊 光

證券主管機關：(88)台財證(六)第18311號
核准簽證文號：金管證審字第1020000737號
民 國 一〇六 年 三 月 二十三日

(English Translation of the Financial Statement Originally Issued in Chinese)
Insyde Software Corp.
Consolidated Balance Sheet
December 31, 2016 and 2015
(Expressed in thousands of New Taiwan Dollars)

Assets		<u>2016.12.31</u>		<u>2015.12.31</u>		Liabilities and Equity		<u>2015.12.31</u>		<u>2014.12.31</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>			<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Current assets：						Current liabilities：					
1100	Cash and cash equivalents	\$ 506,373	58	606,202	63	2150	Notes payable	\$ 94	-	19	-
1170	Accounts receivables, net	82,539	9	55,702	6	2200	Other payables	130,202	15	150,810	16
1410	Prepayments	28,709	3	28,322	3	2313	Deferred revenue	61,297	7	52,740	5
1470	Other current assets	16,099	2	11,855	1	2321	Bonds payable, current portion	30,000	3	30,000	3
	Total current assets	633,801	72	702,081	73	2399	Other current liabilities	4,479	1	1,944	-
Non-current assets：							Total current liabilities	226,072	26	235,513	24
1600	Property, plant and equipment, net	4,161	1	4,237	-		Non-current liabilities：				
1780	Intangible assets	199,603	23	231,732	24	2551	Non-current provisions for employee benefits	16,489	2	15,813	2
1840	Deferred tax assets	26,926	3	15,167	2	2570	Deferred tax liabilities	11,449	1	8,906	1
1920	Refundable deposits	10,115	1	11,416	1	2630	Long-term deferred revenue	562	-	7,580	1
	Total non-current assets	240,805	28	262,552	27		Total non-current liabilities	28,500	3	32,299	4
							Total liabilities	254,572	29	267,812	28
						Equity attributable to shareholders of the parent					
						Share Capital					
					3110	Common stock		380,435	44	380,435	39
						Capital surplus					
					3211	Capital surplus, additional paid-in capital arising from ordinary share		48,769	6	48,769	5
					3260	Capital surplus, changes in equity of associates and joint ventures accounted for using equity method		281	-	317	-
					3272	Capital surplus, share options		-	-	-	-
					3280	Capital surplus, others		18,407	2	18,407	2
						Retained earnings：		67,457	8	67,493	7
					3310	Legal reserve		119,561	14	115,238	12
					3320	Special reserve		10,537	1	10,537	1
					3351	Undistributed earnings		38,361	4	114,359	12
						Other equity：		168,459	19	240,134	25
					3490	Other equity—Other		3,469	-	8,439	1
						Total equity attributable to owners of parent		619,847	71	696,501	72
						Non-controlling interests					
					3180	Non-controlling interests		187	-	320	-
						Total equity		620,034	71	696,821	72
Total assets		<u>\$ 874,606</u>	<u>100</u>	<u>964,633</u>	<u>100</u>	Total liabilities and equity		<u>\$ 874,606</u>	<u>100</u>	<u>964,633</u>	<u>100</u>

Chairman：

C.E.O.：

Accounting Manager：

(English Translation of the Financial Statement Originally Issued in Chinese)

Insyde Software Corp.

Consolidated Comprehensive Income Statement

For the years ended December 31, 2016 and 2015

(Expressed in thousands of New Taiwan Dollars)

		2016		2015	
		Amount	%	Amount	%
4110	Sales revenue	\$ 719,818	100	830,141	101
4190	Less : sales discounts and allowances	-	-	27	-
	Net sales	719,818	100	830,114	100
5000	Operating costs	125,704	17	143,070	17
	Gross profit	594,114	83	687,044	83
	Operating expenses				
6100	Selling expenses	75,390	10	81,434	10
6200	Administrative expenses	154,756	22	158,414	19
6300	Research and development expenses	408,391	57	412,383	50
		638,537	89	652,231	79
	Operating income	(44,423)	(6)	34,813	4
	Non-operating income and expenses				
7010	Other income	3,381	-	6,254	1
7020	Other gains and losses	6,264	1	15,413	2
7050	Finance costs	(300)	-	(2,619)	(1)
	Total non-operating income and expenses	9,345	1	19,048	2
7900	Profit from continuing operations before tax	(35,078)	(5)	53,861	6
7951	Less: Income tax expense	2,538	-	11,021	1
8200	Net profit for this year	(37,616)	(5)	42,840	5
8300	Other comprehensive income (loss) :				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	Remeasurement of defined benefit plans	(1,846)	-	(2,158)	-
8349	Income tax relating to items that will not be reclassified subsequently to profit or loss	-	-	-	-
		(1,846)	-	(2,158)	-
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translating foreign operations	(4,943)	(1)	3,320	-
8399	Income tax relating to the items that may be reclassified subsequently to profit or loss	-	-	-	-
		(4,943)	(1)	3,320	
	Other comprehensive income (loss) for the year, net of income tax	(6,789)	(1)	1,162	-
8500	Total comprehensive income for the year	<u>\$ (44,405)</u>	<u>(6)</u>	<u>44,002</u>	<u>5</u>
	Net profit attributable to:				
8610	Owners of the Company	\$ (37,492)	(5)	43,223	5
8620	Non-controlling interests	(124)	-	(383)	-
		<u>\$ (37,616)</u>	<u>(5)</u>	<u>42,840</u>	<u>5</u>
	Total comprehensive income attributable to :				
8710	Owners of Company	\$ (44,281)	(6)	44,385	5
8720	Non-controlling interests	(124)	-	(383)	-
		<u>\$ (44,405)</u>	<u>(6)</u>	<u>44,002</u>	<u>5</u>
	Earnings per share (NTD)				
9750	Basic Earnings Per Share	<u>\$ (0.99)</u>		<u>1.14</u>	
9850	Diluted Earnings Per Share	<u>\$ (0.99)</u>		<u>1.13</u>	

Chairman :

C.E.O. :

Accounting Manager :

(English Translation of the Financial Statement Originally Issued in Chinese)

Insyde Software Corp.

Consolidated Statement of Stockholders' Equity

For the years ended December 31, 2016 and 2015

(Expressed in thousands of New Taiwan Dollars)

Total equity attributable to shareholders of parent

	Share stock		Retained earnings				Exchange difference on translation of foreign operations	Total	Non-controlling interests	Total equity
	Ordinary share	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings				
Balance-January 1, 2015	\$ 380,435	67,493	113,142	10,537	90,607	214,286	5,119	667,333	703	668,036
Net profit for the year ended December 31,2015	-	-	-	-	43,223	43,223	-	43,223	(383)	42,840
Other comprehensive income (loss) for the ended December 31, 2015	-	-	-	-	(2,158)	(2,158)	3,320	1,162	-	1,162
Total comprehensive income	-	-	-	-	41,065	41,065	3,320	44,385	(383)	44,002
Appropriation and distribution of 2015 earnings: :										
Legal reserve	-	-	2,096	-	(2,096)	-	-	-	-	-
Cash dividends to shareholders	-	-	-	-	(15,217)	(15,217)	-	(15,217)	-	(15,217)
Balance-December 31, 2015	380,435	67,493	115,238	10,537	114,357	240,134	8,439	696,501	320	696,821
Net profit for the year ended December 31,2016	-	-	-	-	(37,492)	(37,492)	-	(37,492)	(124)	(37,616)
Other comprehensive income(loss) for the year ended December 31,2016	-	-	-	-	(1,846)	(1,846)	(4,943)	(6,789)	-	(6,789)
Total comprehensive income	-	-	-	-	(39,338)	(39,338)	(4,943)	(44,281)	(124)	(44,005)
Appropriation and distribution of 2015 earnings:										
Legal reserve	-	-	4,323	-	(4,323)	-	-	-	-	-
Cash dividends to shareholders	-	-	-	-	(32,337)	(32,337)	-	(32,337)	-	(32,337)
Changes in ownership interests in Subsidiaries	-	(36)	-	-	-	-	-	(36)	(9)	(45)
Balance-December 31, 2016	<u>\$ 380,435</u>	<u>67,457</u>	<u>119,561</u>	<u>10,537</u>	<u>38,361</u>	<u>168,459</u>	<u>3,496</u>	<u>619,847</u>	<u>187</u>	<u>620,034</u>

Chairman :

C.E.O. :

Accounting Manager :

(English Translation of the Financial Statement Originally Issued in Chinese)

Insyde Software Corp.

Consolidated Statements of Cash Flows

For the years ended December 31, 2016 and 2015

(Expressed in thousands of New Taiwan Dollars)

	2016	2015
Cash flows from (used in) operating activities :		
Profit (loss) before tax	\$ (35,078)	53,861
Adjustments for :		
Adjustments to reconcile profit (loss)		
Depreciation expense	3,340	5,763
Amortization expense	38,098	35,297
Interest expense	300	2,619
Interest income	(3,381)	(6,254)
Loss (profit) on disposal of property, plant and equipment	(127)	75
Loss on Intangible assets	21	
Gain on financial liabilities at fair value through profit or loss	-	(8,894)
Total adjustments to reconcile profit (loss) before income tax	38,251	28,606
Changes in operating assets and liabilities :		
Changes in operating assets :		
(Increase) Decrease in accounts receivable	(26,838)	25,609
Increase in prepayments	(5,520)	(28,096)
Decrease in other current assets	372	293
Total changes in operating assets	(31,986)	(2,194)
Changes in operating liabilities :		
Increase in notes payable	75	-
Decrease in other payable	(16,021)	(19,984)
Increase (Decrease) in other current liabilities	2,535	(4,058)
Decrease in accrued pension liabilities	(1,170)	(518)
Increase in deferred credits	1,539	9,954
Total changes in operating liabilities	(13,042)	(14,606)
Total changes in operating assets and liabilities	(45,028)	(16,800)
Cash generated from operations	(41,855)	65,667
Interest received	3,489	6,372
Interest paid	(300)	(1,713)
Income taxes refund (paid)	(22,224)	1,408
Net cash generated from operating activities	(60,890)	71,734
Cash flows from investing activities :		
Acquisition of property, plant and equipment	(3,292)	(857)
Proceeds from disposal of property, plant and equipment	134	52
Decrease (Increase) in refundable deposits	1,301	(345)
Acquisition of intangible assets	(342)	(4,792)
Net cash used in investing activities	(2,199)	(5,942)
Cash flows from financing activities :		
Repayments of bonds	-	(270,000)
Cash dividends paid	(32,337)	(15,217)
Change in non-controlling interests	(45)	-
Net cash flows used in financing activities	(32,382)	(285,217)
Effect of exchange rate changes on cash and cash equivalents	(4,358)	299
Net (decrease) increase in cash and cash equivalents	(99,829)	(219,126)
Cash and cash equivalents, beginning of the year	606,202	825,328
Cash and cash equivalents, end of the year	\$ 506,373	606,202

Chairman :

C.E.O. :

Accounting Manager :

Supervisors Review Report

The Board of Directors has prepared the Company's Financial Statements. Insyde Financial Statements have been audited and certified by Melody Chen, CPA, and Jeff Chen, CPA, of KPMG and an audit report relating to the Financial Statements has been issued. The Business Report, Financial Statements and Earnings Distribution Proposal have been reviewed and considered to be complied with relevant rules by the undersigned, the supervisor of Insyde. According to Article 219 of the Company act, I hereby submit this report.

To

The Company's 2016 annual Shareholders' Meeting

Insyde Software Corporation

Supervisor

Wang Chien-Chih

Shao Chien-Hua

Ming Liang Investment Co.,Ltd.

Representative person Dai May Hong

March 24 2016

項目	100 年度第二次國內私募無擔保可轉換公司債 發行日期：100 年 11 月 22 日				
私募有價證券種類	轉換公司債				
股東會通過日期與數額	100 年 11 月 10 日；新台幣 3 億元內				
價格訂定之依據及合理性	以(1)定價日前一、三或五個營業日擇一計算本公司普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價。或(2)定價日前三十個營業日本公司普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價孰高為基準計算價格，乘以不低於 81%之轉換率，為計算轉換價格(計算至新台幣角為止，以下四捨五入)之依據。				
特定人選擇之方式	依證券交易法第四十三條之六規定及財政部證券暨期貨管理委員會 91 年 6 月 13 日台財證(一)字第 0910003455 號函規定之特定人為限。				
辦理私募之必要理由	本公司近年來營運結果為獲利且無累積虧損，但因應長期策略發展所需，故擬引進策略性投資夥伴，而私募有價證券受限於三年內不得自由轉讓之規定，將可更確保公司與策略性投資夥伴間的長期合作關係。				
價款繳納完成日期	100 年 11 月 22 日				
應募人資料	私募對象	資格條件	認購數量	與公司關係	參與公司經營情形
	美商英特爾公司	第四十三條之六第三款	新台幣參億元	無	無
實際認購(或轉換)價格	新台幣 100.8 元				
實際認購(或轉換)價格與參考價格差異	新台幣 100.8 元				
辦理私募對股東權益影響(如:造成累積虧損增加...)	截至目前尚流通在外之轉換公司債 3 仟萬元，若依轉換價格計算，佔現流通在外已發行之普通股 38,043,488 股的 0.78%，稀釋效果尚不重大。				
私募資金運用情形及計畫執行進度	截至 102 年第二季止，已全數支用完畢，與計畫執行進度一致。				
私募效益顯現情形	請詳見民國一〇五年年報第 67 頁及 68 頁說明。				

Insyde Software Corp.
Articles of Incorporation

CHAPTER 1 : General Provisions

Article 1 : The Company is incorporated under those provisions of the Company Law relating to companies limited by shares, and is named as " Insyde Software Corporation".

Article 2 : The business engaged in by the Company shall be as follows :

- 一、F118010 Wholesale of Computer Software
- 二、F119010 Wholesale of Electronic Materials
- 三、I301010 Software Design Services
- 四、I301020 Data Processing Services
- 五、I301030 Digital Information Supply Services
- 六、F113050 Wholesale of Computing and Business Machinery Equipment
- 七、F113030 Wholesale of Precision Instruments
- 八、F401010 International Trade
- 九、ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special.

Article 3 : The Company may provide endorsement and guarantee for the outside parties due to business or investment needs. The total reinvestment of the Company shall not be limited to less than 40%.

Article 4 : The Company's principal executive offices shall be located in Taipei City. The Company may, upon approval of the board of directors, establish and revocation branch offices in Taiwan or abroad.

Article 5 : The Company's processing rules of announcement affairs shall fully comply with Company Act Art 28.

CHAPTER 2 : Shares

Article 6 : The total authorized capital of the Company shall be NT\$600,000,000, divided into 60,000,000 shares with a par value of NT\$10 each. The board of directors is authorized to issue the aforesaid shares in several tranches, and may issue employee stock options within the scope of unissued shares in the previous item.

Of the aforesaid capital stock, NT\$75,000,000 is reserved for stock options of employees with the issue of 750,000 shares with a par value of NT\$10 each in the form of stock options and issued in several tranches in accordance with the resolution adopted by the board of directors.

Article 6-1 : If the price of transfer to employees is lower than average price actually bought back by the company, such transfer shall be adopted at the most recent Shareholders' Meeting with consents of more than two-thirds of votes of attending shareholders who represent a majority of the total issued shares.

Article 6-2 : If the subscription price of issue of the Company is lower than the price of employees' warrants certificates which is equal to the close price of ordinary shares at the date of issue, such issue

shall be adopted at a Shareholders' Meeting with consents of more than two-thirds votes of attending shareholder who represent a majority of the total issued shares.

Article 7 : Delete.

Article 8 : The share certificate of the Company shall be hereof, the registered ones, shall be duly signed and sealed by not less three directors and endorsed by the competent authority or its authorized issuing registration agency relevant to the purpose before issuance.

When the Company issues shares, the share certificates may be exempted from printing; however, Centralized Securities Depository Enterprises Organizations should be contacted for their entries.

Article 9 : Transfer of shares shall be suspended within sixty (60) days before any general shareholders' meeting, within thirty (30) days before any special shareholders' meeting, and within five days before the base date on which dividends, bonuses or other interest are scheduled to be paid by the Company.

CHAPTER 3 : Shareholder meeting

Article 10 : The shareholders' meetings of the Company shall be classified as either general meetings or special meetings. General meetings shall be called by the board of directors according to law once a year within six months after the end of the fiscal year. Special meetings shall be called as necessary in accordance with the law.

Article 11 : In case a shareholder is unable to attend a shareholders' meeting, he/she may appoint someone to attend the meeting on his/her behalf with a written proxy prepared by the Company with his/her signature or seal and stating therein the scope of authorization with reference to the subjects to be discussed at the meeting. The appointment of proxy to attend a shareholders' meeting shall follow the Rules for Attending Shareholders' Meeting of a Public Company by Proxy promulgated by the competent authority except Article 177 of the Company Act.

Article 12 : Shareholders of the Company shall be entitled with one vote for each share of capital stock held, except for situations of no voting right in the Company Act.

Article 13 : Except as otherwise provided by Company Act or relevant regulations, no resolution shall be adopted at a shareholders' meeting unless it is attended by shareholders holding and representing over one-half of all issued and outstanding shares and at which meeting over one-half of the votes held by shareholders present cast in favor of such resolution.

Article 14 : The shareholders' meetings shall be convened by the Board of Directors and presided over by the Chairman of the Board. The Chairman of the Board shall appoint a director to act as his or her proxy if the Chairman is unable to attend such meeting. If the Chairman does not appoint a proxy, the directors shall appoint one from among them. If a meeting is convened by a person entitled to convene other than the Board of Directors, such person shall act as the chairman for the meeting; provided, however, if there are more than one person entitled to convene, the chairman for the meeting shall be appointed from among them.

Article 15 : The resolution adopted by the shareholders meeting shall be recorded in writing; the meeting minutes must be signed by or imprinted with the seal of the chairperson and distributed to shareholders within twenty (20) days after the meetings. Proceedings of the distribution in the preceding paragraph, to enter the announcement MOPS whom the way.

Chapter 4 - Directors and Supervisors

Article 16 : The Company shall have seven directors and three supervisors the actual quota of their seats of each session elected by the shareholders' meeting was authorized to be decided by the board meeting. They shall be elected by the shareholders' meeting from among the persons with disposing capacity. The term of office of directors shall be three years; re-election shall be permissible. The Company's shares are issued to the public, the percentage of shareholdings of all the directors selected shall follow the regulation of the competent authority in charge of securities affairs.

Article 17 : The previous said directors quota, the independent directors shall not be fewer than two persons in number and not be fewer than 1/5 directors, The candidates nomination system is adopted and the shareholders shall elect from among the nominees listed in the roster of directors (independent director) and supervisors candidates. Their professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall follow the regulation of the competent authority in charge of securities affairs.

Article 18 : When the posts of 1/3of the directors have been vacated or all of the supervisors have been discharged, a special meeting of shareholders shall be convened to elect directors or supervisors to fill the vacancies within sixty (60) days. The term of office of the new members shall be the same as the original.

Article 19 : The board of directors shall be organized by directors, among them the Chairman of the Board shall be elected by more than half of directors present at a meeting attended by more than 2/3of directors. The Chairman of the meetings externally represent the Company.

Article 20 : Unless otherwise provided by the Company Act, the meetings of the Board of Directors shall be convened by the Chairman of the Board with written notice sent to each director by mail, email, or fax. Except as otherwise provided by the Company Act, the resolutions of the Board of Directors shall be adopted by at least a majority of the directors present at a meeting attended by at least a majority of the directors holding office. A director who has a personal interest in any of the items on the meeting agenda shall disclose the details of the conflict at such meeting. Directors should attend board meetings in person. The director who is unable to attend board meeting sin person may authorize another director to attend a board meeting on his or her behalf. Nonetheless, a director may accept the appointment to act as the proxy of one other director only
The board of directors' meetings may be held by video conference. Directors who attend meetings by video conference are deemed as attend the meetings in person.

Article 21 : In case the Chairman of the Board of Directors is on leave or cannot exercise his powers, he may designate in accordance with Article 208 of the Company Law.
Directors should attend board meetings in person. The director who is unable to attend board meetings in person may authorize another director to attend a board meeting on his or her behalf. Nonetheless, a director may accept the appointment to act as the proxy of one other director only.
The board of directors' meetings may be held by video conference. Directors who attend meetings by video conference are deemed as attend the meetings in person.

Article 22 : Delete.

Article 23 : The compensation or transportation allowance paid to the Directors shall be determined by the Board of Directors' resolution according to the industry standard. The

chairman's payment is given by according to the wage of the company employment.

Article 24 : Delete.

Article 25 : The Company may purchase liability insurance for Directors to protect them against potential liabilities arising from the exercise of their duties.

Chapter 5 – Managers

Article 26 : The Company shall have one president. The appointment, removal and payment shall be handled in accordance with Article 29 of Company Act.

Chapter 6 – Accounting

Article 27 : The Company shall in accordance with have the following various documents and books prepared by the Board of Directors at the end of the fiscal year to the supervisors thirty day prior to the shareholder's meeting, for auditing and endorsement by the supervisor(s) and the supervisors shall submit the reports to the shareholders' annual meeting for ratification. (1)Business Report (2)Financial Statement (3)Proposals of profit allocation and loss coverage.

Article 28 : After paying taxes, covering losses for the previous year and setting aside legal and special reserve sf. The Company is profitable, it shall set aside 10-15% as employee compensation and less than 3% as Director compensation.

Article 28-1 : Any earnings after the Company's fiscal year final settlement shall be allotted to each item in the following order: 1. Payment of taxes and duties. 2. Offsetting previous periods' deficits and losses. 3. Setting aside 10% for the statutory surplus reserve, unless the statutory surplus reserve has reached the amount of the total capital. 4. Setting aside or funding special reserves. 5. Any further remaining amount shall be added to the unallocated surplus from the prior year as shareholder dividend and bonus. The Board of Directors shall draft a proposal to distribute the surplus, which shall be approved at a shareholders' meeting.

Chapter 7 - Supplemental Provisions

Article 29 : For items not provided in the rules, Articles of Incorporation, the Company Act and other relevant laws and regulations shall govern.

Article 30 : For dividend distribution, the surplus dividend policy will be adopted based on the future operational planning, business development, capital expenditure budget and requirement of capital fund. Distribution of dividend may be made by cash dividend or by stock dividend, provided that the percentage of cash dividend shall exceed 10% of total distributed dividend, and the plan of distribution shall be proposed by the Board of Directors and shall be implemented after the distribution plan is approved by the Shareholder' Meetings .Shareholders of the company dividend distribution, of which cash dividends shall not be lower than ten percent of the total shareholders' dividends distributed for the same year.

Article 31 : These Article were formulated on September 15, 1998 ; 1st amendment on November 20, 1998; 2nd amendment on July 20, 1999 ; 3rd amendment on December 10, 1999; 4th amendment on June 29, 2000; 5th amendment on June 10, 2001; 6th amendment on June 18, 2001; 7th amendment on June 28, 2002; 8th amendment on June 20, 2003; 9th amendment on June 17, 2005; 10th amendment on

June 14, 2006; 11th amendment on June 25, 2008; 12th amendment on June 26, 2009; 13th amendment on June 15, 2010; 14th amendment on July 21, 2012; 15th amendment on June 17, 2013; 16th amendment on June 14, 2016

Insyde Software Corp.
Chairman : Chih Kao Wang

Insyde Software Corporation

Rules for Conduct of Shareholders' Meetings

Article 1 To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2 The shareholders' meetings of Insyde Software Corporation. (hereinafter referred to as "the Company") shall be implemented in accordance with the provisions of these Rules, unless otherwise required by law.

Article 3 (Convening shareholders meetings and shareholders meeting notices)

Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the Board of Directors.

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an

extraordinary motion.

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4 General shareholders' meeting by its duly authorized representative.

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 (Principles determining the time and place of a shareholders meeting)

The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no

later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 6 (The chair and non-voting participants of a shareholders meeting)

The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

Shareholders or their appointed proxies (hereinafter referred to as “Shareholders”) shall attend the shareholders’ meeting with attendance permit, attendance card or other attendance certificates. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall prepare the attendance book for the attending shareholders or their appointed proxies to sign in, or the attending Shareholders shall hand in the attendance cards in lieu of signing in.

The Company shall deliver the meeting agenda, annual report, attendance permit, speaker’s slip, voting ballot and other meeting materials to the Shareholders attending the shareholders’ meeting. Where directors and supervisors are to be elected, ballots shall also be provided.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7 (The chair and non-voting participants of a shareholders meeting)

If a shareholders’ meeting is convened by the Board of Directors, the chairman of the Board shall be the chairman presiding at the meeting. If the chairman is on leave or for any reason unable to exercise the power of chairman, the vice chairman shall act in the place of the chairman; if there is no vice chairman or the vice chairman also is on leave or for any reason unable to exercise the power of the chairman, the chairman shall designate one managing director to act on his behalf. If there is no managing director, the chairman shall designate one director to act as chair. If the chairman has not designated an agent, the one person shall be elected from among managing directors or directors to act on behalf of the chairman.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be applied for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8 (Documentation of a shareholders meeting by audio or video)

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 9 (Calculation of Attending Shares)

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairman may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Law.

Article 10 (Discussion of proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The above provisions apply mutatis mutandis to the shareholders' meeting convened by a party entitled to convene other than the board of directors. The chairperson shall not announce adjournment of the meeting before completion of the agenda (including extraordinary motions) referred to in the two preceding paragraphs unless otherwise resolved at the shareholders' meeting. If the chairperson announces the adjournment in violation of the Rules, other members of the board shall promptly assist the attending Shareholders in electing a chairperson pursuant to the statutory procedures with the consent of the majority of voting rights represented by the attending Shareholders to continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

After the meeting is adjourned, the Shareholders shall not elect another chairperson to continue the meeting at the original or other venue.

Article 11 (Shareholder speech)

Before speaking, an attending shareholder shall fill out the speaker's note, specifying therein essential points of his speech, shareholder account number (or attendance card number) and account name. The sequence of speeches shall be determined by the chairman.

An attending shareholder, who has only submitted speaker's slip but does not actually speak, shall be deemed to have not spoken. When contents of the speech does not correspond to the those specified in the speaker's note, contents of actual speech shall prevail.

No shareholder (or his/her proxy) may speak on the same proposal more than twice without the agreement of the chair. Individual speeches may not exceed five minutes in length. If a shareholder violates this provision, or if the content of the shareholder's speech exceeds the scope of the proposal, the chair may cease his/her speaking.

Without consents of the chairman and speaking shareholder, other shareholders shall not speak or interrupt when a attending shareholder is

speaking. The chairman shall stop any violation.

If a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the appointed representatives may speak on the same proposal.

After an attending shareholder has spoken, the chairman may respond in person or direct relevant personnel to respond.

Article 12 (Calculation of voting shares and recusal system)

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 (Calculation of Voting Shares, Checking and Counting Ballots)

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act

When this Corporation holds a shareholder meeting, it may adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence). When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice.

A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or

electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

Resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced by any of the attending shareholders after solicitation by the Chair. If objection is voiced after solicitation by the Chair, such resolution shall be voted in accordance with the provisions of the preceding paragraph. Except for the proposals enumerated on the Meeting Agenda, other motions or amendments/alternative to original proposals posed by shareholders shall be seconded by other shareholders. Total number of shares represented by the proposing shareholders and the seconding shareholders shall be one percent or more of the issued voting shares of the Company.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be

appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 14 (Election of directors and supervisors)

The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

Article 16 (Public disclosure)

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 (Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders meeting shall wear

identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18 (Recess and resumption of a shareholders meeting)

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

Article 20 These Rules were formulated on June 29, 2000

1st amendment on June 28, 2002;

2nd amendment on June 15, 2007 ;

3rd amendment on June 25, 2008;

4th amendment on June 21, 2012;

5th amendment on June 17, 2013;

6th amendment on May 15, 2015;

- 1.董事會決議日期:106/03/23
- 2.公司債名稱:系微股份有限公司一〇六年第一次國內私募無擔保可轉換公司債
- 3.發行總額:於新台幣陸仟萬元(含)內之額度，於股東常會決議之日起一年內一次辦理。
- 4.每張面額:新台幣壹拾萬元。
- 5.發行價格:面額發行。
- 6.發行期間:預計發行期間 5 年。
- 7.發行利率:票面年利率 0%。
- 8.擔保品之種類、名稱、金額及約定事項:無。
- 9.募得價款之用途及運用計畫:
充實營運資金，於資訊產業日新月異的變遷時代下，為因應長期策略發展，預計將拓展研發實力，本著軟體開發不斷研究創新的精神，預計將與策略性投資人共同合作，開發電腦資訊業界新世代之產品與技術。
- 10.公司債受託人:不適用。
- 11.發行保證人:不適用。
- 12.代理還本付息機構:本公司。
- 13.能轉換股份者，其轉換價格及轉換辦法:詳後發行辦法(暫定)。
- 14.賣回條件:詳後發行辦法(暫定)。
- 15.買回條件:詳後發行辦法(暫定)。
- 16.附有轉換、交換或認股者，其換股基準日:詳後發行辦法(暫定)。
- 17.附有轉換、交換或認股者，對股權可能稀釋情形:詳其他應敘明事項。
- 18.其他應敘明事項:

(1) 私募價格訂定之依據及合理性：

本私募轉換公司債轉換價格之訂定應以(1)定價日前一、三或五個營業日擇一計算本公司普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價。或(2)定價日前三十個營業日本公司普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價孰高為基準計算價格，乘以前述基準計算價格之折價 10%與溢價 10%之間轉換率，為計算轉換價格(計算至新台幣角為止，以下四捨五入)之依據。本次私募國內無擔保可轉換公司債之發行價格不低於理論價格之八成訂定，委請股東常會於不低於股東常會所決議訂價依據與成數範圍內授權董事會訂定之。

實際發行價格及定價日擬請股東常會授權董事會視日後洽策略性投資人情形決定之。

上述轉換價格訂定之依據均依主管機關之法令規範，並配合當時市場狀況且不低於參考價格及理論價格之八成，其定價方式應屬合理。

本次私募可轉債總額上限為陸仟萬元，若依 106 年 03 月 06 日收盤價試算新台幣 24.60 元並乘上折價 10%與溢價 10%之間(本次私募可轉債暫定之辦法)之轉換率計算後轉換價格區間為新台幣 22.14~27.06 元，若應募人於未來可轉換期間全數轉換為普通股，依上述假設之轉換價格計算可轉換之股數約為 2,710,027~2,217,294 股，約佔轉換後發行總股數之 6.65%~5.51%，對本公司經營權無重大影響。

(2) 特定人選擇方式：

本次私募國內無擔保可轉換公司債以策略性投資人為限。

- A.應募人之選擇方式與目的：本次私募有價證券之對象以符合證券交易法第 43 條之 6 規定及財政部證券暨期貨管理委員會 91 年 6 月 13 日台財證(一)字第 0910003455 號函規定之特定人為限，於符合前述特定人中以可和本公司長期合作，且可藉由策略性投資人之技術或行銷推廣等以為強化本公司未來的營運為目的，符合上述策略性投資人為主要選擇方式。
- B.必要性：有鑑於近來 PC 產業產品多樣性發展，為提升本公司之產品競爭優勢，提昇技術開發與創新能力，引進可強化本公司現有技術及市場之策略性投資人為本公司長期發展之必要策略。
- C.預計效益：藉由應募人之加入可加強本公司產品之研發技術，強化本公司未來的營運，以達到長期經營發展之績效。此外，應募人之加入亦可凸顯台灣軟體實力已逐漸受到國際之重視與肯定，對於擴展台灣國際聲望亦有正面之助益。

(3) 辦理私募之必要理由：

- A.不採用公開募集之理由：本公司近年來營運結果為獲利且無累積虧損，但因應長期策略發展所需，故擬引進策略性投資夥伴，而私募有價證券受限於三年內不得自由轉讓之規定，將可更確保公司與策略性投資夥伴間的長期合作關係，故依「公開發行公司辦理私募有價證券應注意事項」規定，本公司得採私募方式辦理。
- B.得私募額度：依據公司法第 247 條，公司債之總額不得逾公司現有全部資產減去全部負債及無形資產後之餘額，依最近期經會計師查核後之民國一〇五年財務報告數據計算為 447,193 仟元，本次董事會提案私募發行上限金額為陸仟萬元，該金額於得私募額度之範圍內。
- C.資金用途及預計達成效益：
- 資金用途：充實營運資金，於資訊產業日新月異的變遷時代下，為因應長期策略發展，預計將拓展研發實力，本著軟體開發不斷研究創新的精神，預計將與策略性投資人共同合作，開發電腦資訊業界新世代之產品與技術。
 - 預計達成效益：在不斷積極開發新技術之下，期以強化公司之競爭力、提升營運效能，另因行業特性本公司握有之資產多屬無形智慧財，與其他行業相較，無具體之資產如存貨、機器設備及廠房等，可向銀行融資之機會較低且融資額度亦不高，資金之注入對新研發長期之投資尚未量產前，於整體財務結構及股東權益將有正面助益。

(4) 本次私募標的之權利義務：本次私募國內無擔保可轉換公司債及其嗣後轉換之普通股，依證券交易法第 43 條之 8 規定，除符合該條文規定之轉讓對象及條件外，於本次私募標的的交付日或劃撥日起滿三年始得自由轉讓。另本次私募標的的嗣後所轉換之普通股，依相關法令規定，自該私募轉換公司債交付日或劃撥日起滿三年後，應取具中華民國證券櫃檯買賣中心或本公司當時所掛牌交易之其他證券交易所核發符合上市櫃標準之同意函，並向金管會申報補辦公開發行及申請上市櫃交易。

(5) 本次私募國內無擔保可轉換公司債得於股東常會決議之日起一年內一次辦理，擬提請股東常會授權董事會全權處理。

- (6) 本次私募國內無擔保可轉換公司債之發行條件、實際募集金額、計劃項目、資金運用進度、預計可能產生效益及其他未盡事宜，未來如經主管機關修正或因客觀環境變更而有所修正時，委請股東常會授權董事會依規定辦理。
- (7) 擬提請股東常會通過本私募案，並授權董事長或其指定之人代表本公司簽署一切有關發行本次私募國內無擔保可轉換公司債之契約或文件、辦理一切有關發行本次私募國內無擔保可轉換公司債所需事宜。
- (8) 本公司私募有價證券議案，依證券交易法第四十三條之六規定，應說明事項請詳公開資訊觀測站(網址:<http://mopes.twse.com.tw>)點選「投資專區」之「私募專區」。
- (9) 發行辦法(暫定)如附件所示

Rules Governing Issue and Conversion of Unsecured Convertible Bonds by Private Placement
(Provisional)

1. Name of Bonds

The Year 2017 First Issue of Domestic Unsecured Convertible Bonds of Insyde Software Corp. (“Company”) by private placement (the “Bonds”).

2. Issue Date

2017 3rd Quarter 4th Quarter preparatory

3. Issue Size

The aggregate principal amount of the Bonds shall be up to NT\$ 60,000,000. The Bonds are issued at par value in denominations of NT\$100,000.

4. Term of Bond

The Term of Bond is five years from the Issue Date.

5. Coupon Rate

The coupon rate will be 0% per annum.

6. Redemption at Maturity

Unless previously converted pursuant to Article 11 or redeemed pursuant to Article 20 by Bondholders, or redeemed and cancelled by the Company pursuant to Article 19, the Bonds will be redeemed by the Company upon the Maturity Date at 100% of their principal amount plus accrued interest.

7. Availability of collateral

The convertible bonds will be in registered form and unsecured. However, if the Company issues other secured bonds with warrants or secured convertible bonds after this issue, the Bonds shall be secured with equivalent collaterals at the same priority with those bonds.

8. Transfer

The Bonds may be transferred in accordance with laws following the third anniversary of the Issue Date.

9. Type of Converted Stock

The Bonds will be convertible into the Company’s Common Shares, which conversion obligation shall be fulfilled by the Company by the issuance of new shares or transfer of treasury shares of the Company.

10. Conversion Period

Bondholders may submit its application for conversion of any or all of the Bonds into Common Shares to the Company in accordance with the procedures under Articles 11, 12, 13 and 15 of these Rules at any time after six month from the Issue Date until the tenth day prior to the Maturity Date except for the period in which the share recordation is prohibited by law, the period which commences from the fifteenth business day before the promulgated dates for suspension of the share recordation due to distribution of stock dividends, cash dividends or the capital increase and ends on the respective record date, and the period which commences from the capital reduction date and ends on the day before the date of the shares issuable upon capital reduction starts trading.

11. Conversion Procedure

11.1 Bondholders shall fill out the application form for conversion and deliver such forms to the securities agent of the Company. Conversion shall take effect upon delivery and shall be

irrevocable. The conversion procedure will be completed within 5 business days after such delivery, and the Company's Common Shares will be delivered by entry into Bondholder's account at Taiwan Depository and Clearing Corporation ("TDCC").

- 11.2 Conversion by Bondholders who are foreigners or Overseas Chinese shall be processed by TDCC through book entry system.

12. Conversion price and its adjustment

12.1 Conversion Price

The Conversion Price shall be the higher of the following (i) and (ii) multiplying a discounted conversion rate of 81% (by rounding the calculation to NT\$0.1):

The simple average closing price of the Common Shares of the Company for any of the one, three, or five business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction; or

The simple average closing price of the Common Shares of the Company for the thirty business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction;

12.2 Adjustments of Conversion Price

The Conversion Price shall be subject to adjustments as follows:

- A. After the issuance of the Bonds, whenever the number of Issuer's Common Shares increases, including but not limited to capital increase funded by cash (through public offering or private placement), by retained earnings or by capital reserves stock dividends, employee bonus shares, , shares issued for consideration of merger and acquisition, stock split, and capital increase for participation in overseas ADRs other than the new shares issued upon exercise of the conversion or of the securities convertible into or entitled to subscribe Common Shares, the Conversion Price shall be adjusted in accordance with the following formula by rounding the calculation to the nearest NT\$0.1 (and only a downward adjustment would be allowed) on the record date of new shares issuance (Note 1) and adjusted Conversion Price will be disclosed on the Market Observation Post System ("MOPS"); provided that adjustment shall be made on the payment date of the subscription price for new shares if there is an actual payment process. If the Company adjusts the new share issue price after the record date of the new share issue funded by cash, the Conversion Price shall be further adjusted based on the adjusted new share issue price according to the said formula; provided that the further adjusted Conversion Price is lower than the adjusted Conversion Price published prior to the original record date, the adjusted Conversion Price shall be re-published.

$$\text{Adjusted Conversion Price} = \frac{\text{Unadjusted Conversion Price} \times \frac{\text{ENS}}{\text{ENS (Note 2)}} + \text{PNI (Note 3)} \times \text{NNS}}{\text{ENS (Note 2)} + \text{NNS}}$$

ENS = Number of outstanding shares before issue of new shares (including privately-placed shares) (Note 2)

NNS = Number of new shares (including private-placed shares)

PNI = Offering price of new shares (Note 3)

Note 1: Since there is no record date for the capital increase funded by cash or capital increase for participation in overseas ADR by means of the book building method, the adjustment shall be

made upon the date that the share subscription price is paid in full. The record date of the adjustment will be the merger or acquisition date for capital increase due to merger or acquisition. The record date of the adjustment will be the stock split date for the stock split. The record date of the adjustment will be the delivery date of the privately-placed shares if the capital increase is made through private placement.

Note 2: The ENS shall be the number of outstanding shares (including privately-placed shares), but deduct treasury shares purchased by the Company and not yet cancelled or transferred.

Note 3: The PNI shall be zero if the shares are issued without consideration or as a result of stock split. In the event of capital increase due to merger, then the PNI shall be the net book value per share reflected in the most recent financial statement of the disappearing company certified or reviewed by a certified public accountant immediately prior to the merger multiplying the stock exchange ratio. In the event of capital increase due to acquisition of the shares of other company, PNI shall be the net book value per share reflected in the most recent financial statement of the acquired company certified or reviewed by a certified public accountant immediately prior to the merger multiplying the stock exchange ratio. In the event of capital increase due to issuance of employee bonus shares, the PNI shall be the closing price on the first day before the shareholder's meeting by taking into account the impact of ex-rights and ex-dividends.

B. After issuance of the Bonds, in the event of the cash dividends distributed by the Company exceeds 15% of the share capital, the Conversion Price will be reduced by the same percentage as such excess portion on the ex-dividend date and the adjusted Conversion Price will be published on the MOPS. This Conversion Price reduction clause shall not apply to the requests for conversion submitted before the ex-dividend date.

Adjusted Conversion Price = Unadjusted Conversion Price x (PCD-15%)x10

PCD= Percentage of the distributed cash dividends on the share capital

C. In the even that the Company issues any kind of securities (including privately-placed securities) (i) convertible into Common Shares or (ii) with warrants to subscribe for Common Shares at a conversion price or exercise price lower than the current Market Price per Share (Note 4), the Conversion Price shall be adjusted in accordance with the following formula by rounding the calculation to the nearest NT\$0.1 (and only a downward adjustment would be allowed), effective as of the issue date of the securities or warrants or delivery date of privately-placed securities and the adjusted Conversion Price shall be published on the MOPS:

$$\text{Adjusted Conversion Price} = \frac{\text{Unadjusted Conversion Price} \times \frac{\text{ENS}}{\text{(Note 5)}} + \text{PNC} \times \text{NNC}}{\text{ENS}(\text{Note 5}) + \text{NNC}}$$

ENS = Number of outstanding shares before issue (including private-placed shares) (Note 5)

NNC = Number of new shares which will be converted or exercised from the newly issued securities (including privately-placed securities) (i) convertible into Common Shares or (ii) with warrants to subscribe for Common Shares

PNC = Conversion price or exercise price of the newly issued securities (including privately-placed securities) (i) convertible into Common Shares or (ii) with warrants to subscribe for Common Shares

Note 4: The Market Price per Share shall be either of the following average closing prices of Company's Common Shares for one, three or five business days prior to the pricing date for the

issue of securities (i) convertible into Common Shares or (ii) with warrant(s) to subscribe for common stock or the delivery date of privately-placed securities.

Note 5: The ENS shall be the number of outstanding shares (including privately-placed shares). In the event that the treasury shares will be transferred upon conversion or exercise of the newly issued securities convertible into Common Shares or with warrants to subscribe for Common Shares, the NNC will be deducted from the ENS.

D. In the event that the Company's Common Shares are reduced due to capital reduction, which is not resulted from the treasury stocks cancellation, the conversion price shall be adjusted in accordance with the following formula, effective as of the capital reduction date.

$$\text{Adjusted Conversion Price} = \text{Unadjusted Conversion Price} \times \frac{\text{Shares outstanding before capital reduction (Note 6)}}{\text{Shares outstanding after capital reduction (Note 6)}}$$

Note 6: The number of outstanding shares shall mean the number of Common Shares issued (including privately-placed shares), but deduct treasury shares purchased by the Company and not yet cancelled or transferred.

13. Disposition of conversion shares less than one while processing a conversion

For those Conversion Shares to be distributed that are less than one share, the holders will be not entitled to have them combined into one share and the Company will not pay for them in cash.

14. Listing and Delisting of the Bonds

After the third anniversary of the delivery date of the Bonds, [the Company] may apply with Financial Supervisory Commission ("FSC") for public offering and apply for listing and trading of the Bonds on TSE or GTSM. The Bonds will be delisted at the time that the Bonds are fully converted into Common Shares, redeemed or repaid.

15. Conversion Shares Listing

When the Bonds are eligible for public offering under applicable laws, with respect to the Conversion Shares converted from the Bonds, the Company shall, after three years following the delivery of the Bonds to the Bondholders, make filing with the TSE or GTSM, as the case may be, for the approval of qualification for listing requirement for the Common Shares converted from the Bonds within 45 days, proceed with the procedure for a public offering with the Competent Authority, and the listing with the TSE or GTSM. The Company will obtain approval from the TSE or GTSM in connection with the aforementioned matter and cause the Conversion Shares to be listed on TSE or GTSM and make public notice.

16. Register the change in its capital

The Company shall publish the number of Conversion Shares issued in the prior quarter after the end of each quarter, and shall submit a registration with the Competent Authority for registration of the capital amount change at least once per quarter.

17. Rights and obligations after conversion

The holders of Conversion Shares are entitled to the same rights and the obligations as the holders of the existing outstanding Common Shares. Article 15 of these Rules shall apply to the Common Shares issued upon conversion.

18. The disposition of interests and dividends in the year of conversion

18.1 If the Bondholder exercises the Conversion Right in the period commencing from January 1 of each year to the fifteenth business day (excluded) before the promulgated dates for suspension of the share recordation due to distribution of cash dividends, such holder of the Conversion Shares upon conversion will be entitled to receive the cash dividends (stock dividends) as the general shareholders' meeting may resolve to distribute for the preceding year.

18.2 The conversion of Bonds will not be processed in the period commencing the fifteenth business day before the date for suspension of the share recordation due to distribution of cash or stock dividends and ending on the ex-dividend or ex-right date.

18.3 If the Bondholder exercises the Conversion Rights in the period commencing after such ex-dividend or ex-right date to December 31, such Bondholders shall not be entitled to receive the cash dividends (stock dividends) as the general shareholders' meeting may resolve to distribute for the preceding year, but, instead, entitled to receive the cash dividends (stock dividends) of that year as the general shareholders' meeting in the following year may resolve to distribute.

19. Redemption at the option of the Company

19.1 After the third anniversary from the Issue Date of the Bonds, if the closing prices of the Company's Common Shares listed on the GTSM reaches 150% of the then Conversion Price for 30 consecutive business days, the Company may, within 30 business days thereafter, send a 30-day Compulsory Redemption Notice to the Bondholders by registered mail (such period will commence from the date of sending out Compulsory Redemption Notice and its end date will be the Redemption Date provided that such period will not include the period in which conversion will not be processed as set forth in Article 10). The Company shall promptly redeem the Bonds at the price of 100% of the principal amount of the Bonds plus accrued and unpaid interest after the Redemption Date.

19.2 After the third anniversary from the Issue Date of the Bonds, if the outstanding principal amount of the Bonds in issue is less than NT\$6,000,000 (provisional amount, i.e. 10% of the aggregate principal amount of the Bonds originally issued), the Company may, within 30 business days thereafter, send a 60-day Compulsory Redemption Notice to the Bondholders by registered mail (such period will commence from the date of sending out Compulsory Redemption Notice and its end date will be the Redemption Date provided that such period will not include the period in which conversion will not be processed as set forth in Article 10). The Company shall promptly redeem the Bonds at the price of 100% of the principal amount of the Bonds plus accrued and unpaid interest after the Redemption Date.

After the third anniversary from the Issue Date of the Bonds, upon receipt of redemption by the Company, the Bondholders may also request to convert the Bonds into Common Shares at any time up to the redemption date

20. Redemption by Bondholders

20.1 Unless the Bonds have been redeemed or deemed redeemed due to conversion, buy back or cancellation, any Bondholder may make redemption of the Bonds from time to time within sixty days after the third anniversary from the Issue Date by written notice to the Company's Securities Agent (effective upon delivery, stamp governs if sent by mail) to request the Company to redeem the Bonds owned by such Bondholders by cash at the price of 100% of their principal amount plus accrued interest due (calculated per days) deducting the applicable withholding tax payable by the Bondholders. After the third anniversary of the Issue Date, the Company shall send a notice to the Bondholders by registered mail that the Bondholders are entitled to exercise the redemption right hereunder.

20.2 In the event that the Company's Common Shares are delisted from the GTSM or stop trading, any Bondholder may make redemption of the Bonds by written notice to the Company's Securities Agent (effective upon delivery, stamp governs if sent by mail) to request the Company to redeem the Bonds owned by such Bondholders by cash at the price of 100% of their principal amount plus accrued interest due (calculated per days) deducting the applicable withholding tax payable by the Bondholders. In the occurrence of the above mentioned circumstances, the Company shall send a notice to the Bondholders by registered mail that the Bondholders are entitled to exercise the redemption right hereunder.

21. The Bonds which are redeemed, repaid or converted by the Bondholders will forthwith be cancelled and not be reissued, and the associated conversion rights will be extinguished accordingly.

22. The Bonds and their Conversion Shares thereafter are in registered forms and the relevant transfer, registration change, pledge or loss will follow all requirements of "Regulations governing handling of stock

affairs by public companies” and “Company Act”. The tax issues will follow relevant tax law.

23. The repayment and payment of interest of the Bonds will be administered by the Company.

24. According to Article 8 of Securities and Exchange Act, the Bonds will be offered without printing physical securities and delivered by book-entry transfer.

25. These Rules shall not be amended by either party unless otherwise agreed by the Company and the Bondholders (approval by the Bondholders holding two-thirds voting rights on as-if-converted basis at a Bondholders' meeting attended by three-fourths of the Bondholders) in writing in advance.

26. The Trustee of the Bonds shall not be the determined, which shall audit and supervise the Company's performance of its obligations under the Bonds in the interest of the Bondholders. No matter whether the Bonds are subscribed at the time of Issue or acquired afterwards by Bondholders, Bondholders shall agree to the terms and conditions of the Trust Agreement between the Company and the Trustee (“Trust Agreement”) and the Trustee's rights and obligations, and these Rules Bondholders shall be entitled to review the Trust Agreement at the premises of Company or Trustee during business hours.

27. The issue and exercise of the Bonds shall be governed by the laws of the Republic of China and any matters not provided herein shall be handled by relevant laws.

系微股份有限公司

取得或處分資產處理程序

Appendix 9

103.06.17 股東會通過

第一條：目的

為保障資產，落實資訊公開，特訂本處理程序。

第二條：法令依據

本準則依證券交易法（以下簡稱本法）第三十六條之一規定訂定之。

本公司取得或處分資產，應依「公開發行公司取得或處分資產處理準則」規定辦理。但其他法令另有規定者，從其規定。

第三條：資產範圍

- 一、有價證券：包括股票、公債、公司債、金融債券、表彰基金之有價證券、存託憑證、認購(售)權證、受益證券及資產基礎證券。
- 二、不動產(含土地、房屋及建築、投資性不動產、土地使用權、營建業之存貨)及設備。
- 三、會員證。
- 四、無形資產：包括專利權、著作權、商標權、特許權等無形資產。
- 五、金融機構之債權（含應收款項、買匯貼現及放款、催收款項）。
- 六、衍生性商品。
- 七、依法律合併、分割、收購或股份受讓而取得或處分之資產。
- 八、其他重要資產。

第四條：名詞定義

- 一、衍生性商品：指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，及上述商品組合而成之複合式契約等。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。
- 二、依法律合併、分割、收購或股份受讓而取得或處分之資產：指依企業併購法、金融控股公司法、金融機構合併法或其他法律進行合併、分割或收購而取得或處分之資產，或依公司法第一百五十六條第八項規定發行新股受讓公司股份（以下簡稱股份受讓）者。
- 三、關係人、子公司：應依證券發行人財務報告編製準則規定認定之。
- 四、專業估價者：指不動產估價師或其他依法得從事不動產、設備估價業務者。
- 五、事實發生日：指交易簽約日、付款日、委託成交日、過戶日、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。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。
- 六、大陸地區投資：指依經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。

第五條：本公司取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商與交易當事人不得為關係人。

第六條：實施與修訂

本公司『取得或處分資產處理程序』經董事會通過後，送各監察人並提報股東會同意，修正時亦同。如有董事表示異議且有紀錄或書面聲明者，公司並應將董事異議資料送各監察人。

另外若本公司已設置獨立董事者，將『取得或處分資產處理程序』提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

第七條：取得或處分資產處理程序，應行記載事項

(一) 取得或處分不動產或其他固定資產之處理程序

1. 評估及作業程序

本公司取得或處分不動產及其他固定資產，悉依本公司內部控制制度固定資產循環程序辦理。

2. 交易條件及授權額度之決定程序

(1) 取得或處分不動產，應參考公告現值、評定價值、鄰近不動產實際交易價格等，決議交易條件及交易價格，作成分析報告提報董事會通過後始得為之。

(2) 取得或處分其他固定資產，應以詢價、比價、議價或招標方式擇一為之，其金額在新台幣參佰萬元(含)以下者，應依授權辦法逐級核准；超過新台幣參佰萬元者，應呈請董事長核准後，另須提經董事會通過後始得為之。

3. 執行單位

本公司取得或處分不動產或其他固定資產時，應依前項核決權限呈核決後，由使用部門及管理部負責執行。

(二) 取得或處分有價證券投資處理程序

1. 評估及作業程序

本公司長、短期有價證券之購買與出售，悉依本公司內部控制制度投資循環作業辦理。

2. 交易條件及授權額度之決定程序

(1) 債券型基金由董事長核可並於事後最近一次董事會中提會報備，為對單一標的債券型基金之額度最高不得超過新台幣五千萬元。

(2) 非債券型基金之其他有價證券買賣，應先取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，考量其每股淨值、獲利能力及未來發展潛力等，提出評估報告提董事會通過後始得為之。

(3) 本公司取得或處分資產，依所訂處理程序或其他法律規定應經董事會通過者，如有董事表示異議且有紀錄或書面聲明，公司並應將董事異議資料送各監察人。另外本公司若已設置獨立董事者，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

3. 執行單位

本公司長、短期有價證券投資時，應依前項核決權限呈核後，由財會單位負責執行。

(三) 取得或處分會員證或無形資產之處理程序

1. 評估及作業程序

本公司取得或處分會員證或無形資產，悉依本公司內部控制制度固定資產循環程序辦理。

2. 交易條件及授權額度之決定程序

(1) 取得或處分會員證，應參考市場公平市價，決議交易條件及交易價格，作成分析報告提報董事長，其金額在新台幣壹佰萬元以下者，應呈請董事長核准並應於事後最近一次董事會中提會報備；超過新台幣壹佰萬元者，另須提經董事會通過後始得為之。

(2) 取得或處分無形資產，應參考專家評估報告或市場公平市價，決議交易條件及交易價格，作成分析報告提報董事長，其金額在新台幣伍佰萬元(含)以下者，呈董事長核准；伍佰萬元以上至參仟萬元(含)以下者，應呈請董事長核准並應於事後最近一次董事會中提會報備；超過新台幣參仟萬元者，另須提經董事會通過後始得為之。

(3) 本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過者，如有董事表示異議且有紀錄或書面聲明，公司並應將董事異議資料送各監察人。另外本公司若已設置獨立董事者，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

3. 執行單位

本公司取得或處分會員證或無形資產時，應依前項核決權限呈核決後，由使用部門及財務

部或行政部門負責執行。

(四) 投資非供營業用不動產與有價證券額度

本公司及各子公司個別取得上述資產之額度訂定如下：

- (1) 非供營業使用之不動產，其總額不得高於淨值的百分之十五。
 - (2) 投資長、短期有價證券之總額不得高於淨值的百分之七十(買賣一年期(含)以內固定收益之有價證券除外)。
 - (3) 投資個別有價證券之金額不得高於淨值的百分之三十五且不得高於最近期財務報表實收資本額。
- (五) 本公司原則上不從事取得或處分金融機構之債權之交易，嗣後若欲從事取得或處分金融機構之債權之交易，將提報董事會核准後再訂定其評估及作業程序。
- (六) 本公司應督促子公司依「公開發行公司取得或處分資產處理準則」規定訂定並執行取得或處分資產處理程序。
- (七) 本公司員工承辦取得與處分資產違反本處理程序規定者，依照本公司人事管理辦法與員工手冊定期提報考核，依其情節輕重處罰。

第八條：本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過者，如有董事表示異議且有紀錄或書面聲明，公司並應將董事異議資料送各監察人。另外本公司若已設置獨立董事者，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

第九條：本公司取得或處分不動產或設備，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：

- 一、因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。
- 二、交易金額達新臺幣十億元以上者，應請二家以上之專業估價者估價。
- 三、專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依財團法人中華民國會計研究發展基金會(以下簡稱會計研究發展基金會)所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：
 - (一) 估價結果與交易金額差距達交易金額之百分之二十以上者。
 - (二) 二家以上專業估價者之估價結果差距達交易金額百分之十以上者。
- 四、專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。

第十條：本公司取得或處分有價證券，應於事實發生日前取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師若需採用專家報告者，應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。

但該有價證券具活絡市場之公開報價或金融監督管理委員會另有規定者，不在此限。

第十一條：本公司取得或處分會員證或無形資產之交易金額達本公司實收資本額百分之二十或新臺幣三億元以上者，除與政府機構交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。

第十一之一條：前三條交易金額之計算，應依本處理程序第三十條第二項規定辦理，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，已依本處理程序規定取得專業估價者出具之估價報告或會計師意見部分免再計入。

第十二條：本公司經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。

第十三條：本公司與關係人取得或處分資產，除應依第七條至第十二條及本條至第十七條規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依規定取得專業估價者出具之估價報告或會計師意見。
前項交易金額之計算，應依第十一條之一規定辦理。
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。

第十四條：本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，提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項：

- 一、取得或處分資產之目的、必要性及預計效益。
- 二、選定關係人為交易對象之原因。
- 三、向關係人取得不動產依本程序第十五條及第十六條規定評估預定交易條件合理性之相關資料。
- 四、關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。
- 五、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。
- 六、依前例規定取得之專業估價者出具之估價報告，或會計師意見。
- 七、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，應依第三十條第二項規定辦理，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董事會通過及監察人承認部分免再計入。

本公司或子公司間，取得或處分供營業使用之設備，董事會得授權董事長在參佰萬內先行決行，事後再提報最近期之董事會追認。

另外本公司若已設置獨立董事，依第一項規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

第十五條：本公司向關係人取得不動產，應按下列方法評估交易成本之合理性：

- 一、按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於財政部公布之非金融業最高借款利率。
- 二、關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。
合併購買同一標的之土地及房屋者，得就土地及房屋分別按前項所列任一方法評估交易成本。

本公司向關係人取得不動產，依第一項及第二項規定評估不動產成本，並應洽請會計師複核及表示具體意見。

本公司向關係人取得不動產，有下列情形之一者，應依第十四條規定辦理，不適用前三項規定：

- 一、關係人係因繼承或贈與而取得不動產。
- 二、關係人訂約取得不動產時間距本交易訂約日已逾五年。
- 三、與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。

第十六條：本公司向關係人取得不動產依前條第一項及第二項規定評估結果均較交易價格為低時，應依第十七條規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：

- 一、關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：
 - (一)素地依前條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為準。
 - (二)同一標的房地之其他樓層或鄰近地區一年內之其他非關係人成交案例，其面積相近，且交易條件經按不動產買賣慣例應有之合理樓層或地區價差評估後條件相當者。
 - (三)同一標的房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有合理之樓層價差推估其交易條件相當者。
- 二、本公司舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。

前項所稱鄰近地區成交案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；前述所稱一年內係以本次取得不動產事實發生之日為基準，往前追溯推算一年。

第十七條：本公司向關係人取得不動產，如經按第十五條及第十六條規定評估結果均較交易價格為低者，應辦理下列事項：

1. 應就不動產交易價格與評估成本間之差額，依證券交易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。對本公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依證券交易法第四十一條第一項規定提列特別盈餘公積。
2. 監察人應依公司法第二百十八條規定辦理。
3. 應將第一款及第二款處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。

本公司及對本公司之投資採權益法評價之公開發行公司經前述規定提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經金融監督管理委員會同意後，始得動用該特別盈餘公積。

本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應依前二項規定辦理。

第十八條：取得或處分衍生性商品之處理程序

一、交易原則與方針

(一) 交易種類

1. 本公司從事之衍生性金融商品係指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之交易契約(如遠期契約、選擇權、期貨、利率或匯率、交換，暨上述商品組合而成之複合式契約等)。
2. 有關債券保證金交易之相關事宜，應比照本處理程序之相關規定辦理。從事附買回條件之債券交易得不適用本處理程序之規定。

(二) 經營(避險)策略

本公司從事衍生性金融商品交易，應以避險為目的，交易商品應選擇使用規避公司

業務經營所產生之風險為主，持有之幣別必須與公司實際進出口交易之外幣需求相符，以公司整體內部部位（指外幣收入及支出）自行軋平為原則，藉以降低公司整體之外匯風險，並節省外匯操作成本。其他特定用途之交易，須經謹慎評估，提報董事會核准後方可進行之。

（三）權責劃分

1. 財務部門

（1）交易人員

- A. 負責整個公司金融商品交易之策略擬定。
- B. 交易人員應每二週定期計算部位，蒐集市場資訊，進行趨勢判斷及風險評估，擬定操作策略，經由核決權限核准後，作為從事交易之依據。
- C. 依據授權權限及既定之策略執行交易。
- D. 金融市場有重大變化、交易人員判斷已不適用既定之策略時，隨時提出評估報告，重新擬定策略，經由董事長核准後，作為從事交易之依據。

（2）會計人員

- A. 執行交易確認。
- B. 審核交易是否依據授權權限與既定之策略進行。
- C. 每月進行評價，評價報告呈核至總經理及董事長。
- D. 會計帳務處理。
- E. 依據證券暨期貨管理委員會規定進行申報及公告。

（3）交割人員：執行交割任務。

（4）衍生性商品核決權限

- A. 避險性交易之核決權限，均須經董事長核准後始得為之。
- B. 其他特定用途交易，提報董事會核准後方可進行之。
- C. 本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過者，如有董事表示異議且有紀錄或書面聲明，公司並應將董事異議資料送各監察人。另外本公司若已設置獨立董事者，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

2. 稽核部門

負責了解衍生性商品交易內部控制之允當性及查核交易部門對作業程序之遵循情形，並分析交易循環，作成稽核報告，並於稽核項目完成後次月底前交付監察人查閱；另外內部稽核人員如發現重大違規或公司有受重重大損失之虞時，應立即作成報告陳核，並通知監察人。

3. 績效評估

（1）避險性交易

- A. 以公司帳面上匯率成本與從事衍生性金融交易之間所產生損益為績效評估基礎。
- B. 為充份掌握及表達交易之評價風險，本公司採月結評價方式評估損益。
- C. 財務部門應提供外匯部位評價與外匯市場走勢及市場分析予總經理作為管理參考與指示。

（2）特定用途交易

以實際所產生損益為績效評估依據，且會計人員須定期將部位編製報表以提供管理階層參考。

4. 契約總額及損失上限之訂定

（1）契約總額

- A. 避險性交易額度（除應收帳款外幣避險遠期外匯操作）
財務部門應掌握公司整體部位，以規避交易風險，避險性交易金額以不超過公司整體淨部位三分之二為限，如超出三分之二應呈報董事長核准之。
- B. 特定用途交易

基於對市場變化狀況之預測，財務部得依需要擬定策略，需經過董事會之同意，依照政策性之指示始可為之。本公司特定用途之交易之契約總額以不超公司整體淨部位三分之二為限。

C. 應收帳款外幣避險遠期外匯操作，每日承作總額以不超過美金伍佰萬元為限。

(2) 損失(契約核算與市場匯率差異)上限之訂定

A. 有關於避險性交易乃在規避風險，除應收帳款外幣避險遠期外匯操作，個別契約損失金額以不超過交易金額 5% 為損失上限。全部契約損失最高限額以不超過全部交易金額 10% 為上限。

B. 如屬特定目的之交易契約，部位建立後，應設停損點以防止超額損失。個別契約損失金額，以不超過交易金額 2% 為上限。全部契約損失年度最高限額為交易金額 5% 為上限。

C. 應收帳款外幣避險遠期外匯操作，個別契約損失上限為交易金額之 5%，全部契約損失最高限額以不超過全部契約 10% 為上限。

如契約損失金額超過上列規定限制，授權董事長全權處理，並向最近期董事會報告。

第十九條：

一、取得或處分衍生性商品之處理程序應採行下列風險管理措施：

(一) 信用風險管理：

基於市場受各項因素變動，易造成衍生性金融商品之操作風險，故在市場風險管理，依下列原則進行：

1. 交易對象：以國內外著名金融機構為主。

2. 交易商品：以國內外著名金融機構提供之商品為限。

3. 交易金額：同一交易對象之未沖銷交易金額，以不超過授權總額百分之十為限，但總經理核准者則不在此限。

(二) 市場風險管理：

以銀行提供之公開外匯交易市場為主，佔不考慮期貨市場。

(三) 流動性風險管理：

為確保市場流動性，在選擇金融產品時以流動性較高(即隨時可在市場上軋平)為主，受託交易的金融機構必須有充足的資訊及隨時可在任何市場進行交易的能力。

(四) 現金流量風險管理

為確保公司營運資金週轉穩定性，本公司從事衍生性商品交易之資金來源以自有資金為限，且其操作金額應考量未來三個月現金收支預測之資金需求。

(五) 作業風險管理

1. 應確實遵循公司授權額度、作業流程及納入內部稽核，以避免作業風險

2. 從事衍生性商品之交易人員及確認、交割等作業人員不得互相兼任

3. 風險之衡量、監督與控制人員應與前款人員分屬不同部門，並應向董事會或向不負交易或部位決策責任之高階主管人員報告。

4. 衍生性商品交易所持有之部位至少每週應評估一次，惟若為業務需要辦理之避險性交易至少每月應評估二次，其評估報告應呈送董事會授權之高階主管人員。

(六) 商品風險管理

內部交易人員對金融商品應俱備完整及正確之專業知識，並要求銀行充分揭露風險，以避免務用金融商品風險。

(七) 法律風險管理：

與金融機構簽署的文件應經過外匯及法務或法律顧問之專門人員檢視後，才可正式簽署，以避免法律風險。

二、內部稽核制度

內部稽核人員應於次年二月底前將稽核報告併同內部稽核作業年度查核情形依證期會規定申報，且至遲於次年五月底前將異常事項改善情形，依證期會規定申報備查。

三、定期評估方式

- (一) 董事會應授權高階主管人員定期監督與評估從事衍生性商品交易是否確實依公司所訂之交易程序辦理，及所承擔風險是否在容許承作範圍內、市價評估報告有異常情形時(如持有部位已逾損失受限)時，授權董事長全權處理，並向最近期董事會報告。
- (二) 衍生性商品交易所持有之部位至少每週應評估一次，惟若為業務需要辦理之避險性交易至少每月應評估二次，其評估報告應呈送董事會授權之高階主管人員。

第二十條：從事衍生性商品交易時，董事會之監督管理原則：

- (一) 董事會應指定高階主管人員隨時注意衍生性商品交易風險之監督與控制，其管理原則如下：
 - 1. 定期評估目前使用之風險管理措施是否適當並確實依本準則及公司所訂之從事衍生性商品交易處理程序辦理。
 - 2. 監督交易及損益情形，發現有異常情事時，應採取必要之因應措施，並立即向董事會報告，本公司若已設置獨立董事者，董事會應有獨立董事出席並表示意見。
- (二) 定期評估從事衍生性商品交易之績效是否符合既定之經營策略及承擔之風險是否在公司容許承受之範圍。
- (三) 本公司從事衍生性商品交易時，依所訂從事衍生性商品交易處理程序規定授權相關人員辦理者，事後應提報最近期董事會。

第二十一條：本公司從事衍生性商品交易時，應建立備查簿，就從事衍生性商品交易之種類、金額、董事會通過日期及依第十九條三之(二)、第二十條應審慎評估之事項，詳予登載於備查簿備查。

本公司內部稽核人員應定期瞭解衍生性商品交易內部控制之允當性，並按月查核交易部門對從事衍生性商品交易處理程序之遵守情形，作成稽核報告，如發現重大違規情事，應以書面通知監察人。

第二十二條：本公司辦理合併、分割、收購或股份受讓時宜委請律師、會計師及承銷商等共同研議法定程序預計時間表，且組織專案小組依照法定程序執行之。並於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。

第二十三條：本公司應將合併、分割或收購重要約定內容及相關事項，於股東會開會前製作致股東之公開文件，併前條第一項之專家意見及股東會之開會通知一併交付股東，以作為是否同意該合併、分割或收購案之參考。但依其他法律規定得免召開股東會決議合併、分割或收購事項者，不在此限。

另外，參與合併、分割或收購之公司，任一方之股東會，因出席人數、表決權不足或其他法律限制，致無法召開、決議，或議案遭股東會否決，參與合併、分割或收購之公司應立即對外公開說明發生原因、後續處理作業及預計召開股東會之日期。

第二十四條：參與合併、分割或收購之公司除其他法律另有規定或有特殊因素事先報經主管機關同意者外，應於同一天召開董事會及股東會，決議合併、分割或收購相關事項。

參與股份受讓之公司除其他法律另有規定或有特殊因素事先報經主管機關同意者外，應於同一天召開董事會。

參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應將下列資料作成完整書面紀錄，並保存五年，備供查核：

- 一、人員基本資料：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字號(如為外國人則為護照號碼)。
- 二、重要事項日期：包括簽訂意向書或備忘錄、委託財務或法律顧問、簽訂契約及董事會等日期。
- 三、重要書件及議事錄：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重要

契約及董事會議事錄等書件。

參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應於董事會決議通過之即日起算二日內，將前項第一款及第二款資料，依規定格式以網際網路資訊系統申報主管機關備查。

參與合併、分割、收購或股份受讓之公司有非屬上市或股票在證券商營業處所買賣之公司者，上市或股票在證券商營業處所買賣之公司應與其簽訂協議，並依第三項及第四項規定辦理之公司應與其簽訂協議，並依第三項及第四項規定辦理。

第二十五條：所有參與或知悉公司合併、分割、收購或股份受讓計畫之人，應出具書面保密承諾，在訊息公開前，不得將計畫之內容對外洩露，亦不得自行或利用他人名義買賣與合併、分割、收購或股份受讓案相關之所有公司之股票及其他具有股權性質之有價證券。

第二十六條：換股比例或收購價格之訂定與變更原則：參與合併、分割、收購或股份受讓之公司應於雙方董事會前委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，並提報股東會。換股比例或收購價格原則上不得任意變更，但已於契約中訂定得變更之條件，並已對外公開揭露者，不在此限。換股比例或收購價格得變更條件如下：

1. 辦理現金增資、發行轉換公司債、無償配股、發行附認股權公司債、附認股權特別股、認股權憑證及其他具有股權性質之有價證券。
2. 處分公司重大資產等影響公司財務業務之行為。
3. 發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。
4. 參與合併、分割、收購或股份受讓之公司任一方依法買回庫藏股之調整。
5. 參與合併、分割、收購或股份受讓之主體或家數發生增減變動。
6. 已於契約中訂定得變更之其他條件，並已對外公開揭露者。

第二十七條：本公司參與合併、分割、收購或股份受讓，契約應載明參與合併、分割、收購或股份受讓公司之權利義務，並應載明下列事項：

1. 違約之處理。
2. 因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫藏股之處理原則。
3. 參與公司於計算換股比例基準日後，得依法買回庫藏股之數量及其處理原則。
4. 參與主體或家數發生增減變動之處理方式。
5. 預計計畫執行進度、預計完成日程。
6. 計畫逾期未完成時，依法令應召開股東會之預定召開日期等相關處理程序。

第二十八條：參與合併、分割、收購或股份受讓之公司任何一方於資訊對外公開後，如擬再與其他公司進行合併、分割、收購或股份受讓，除參與家數減少，且股東會已決議並授權董事會得變更權限者，參與公司得免召開股東會重行決議外，原合併、分割、收購或股份受讓案中，已進行完成之程序或法律行為，應由所有參與公司重行為之。

第二十九條：參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者，本公司應與其簽訂協議，並依第二十四條、第二十五條及第二十八條規定辦理。

第三十條：本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生日之即日起算二日內將相關資訊於主管機關規定指定網站辦理公告申報：

- 一、向關係人取得或處分不動產，或與關係人為取得或處分不動產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。但買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金，不在此限。
- 二、進行合併、分割、收購或股份受讓。

三、從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。

四、除前三款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：

(一)買賣公債。

(二)以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或證券商於初級市場認購及依規定認購之有價證券。

(三)買賣附買回、賣回條件之債券、申購或贖回國內貨幣市場基金。

(四)取得或處分之資產種類屬供營業使用之機器設備且其交易對象非為關係人，交易金額未達新臺幣五億元以上。

(五)經營營建業務之本公司取得或處分供營建使用之不動產且其交易對象非為關係人，交易金額未達新臺幣五億元以上。

(六)以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新臺幣五億元以上。

前項交易金額依下列方式計算之：

一、每筆交易金額。

二、一年內累積與同一相對人取得或處分同一性質標的交易之金額。

三、一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。

四、一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。

前項所稱一年內係以本次交易事實發生日為基準，往前推算一年，已依「公開發行公司取得或處分資產處理準則」規定公告部分免再計入。

本公司應按月將本公司及其非屬國內本公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入主管機關指定之資訊申報網站。

本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應將全部項目重行公告申報。

本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券商承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。

第三十一條：本公司依前條規定公告申報之交易後，有下列情形之一者，應於事實發生之日起算二日內將相關資訊於主管機關指定網站辦理公告申報：

1. 原交易簽訂之相關契約有變更、終止或解除情事。
2. 合併、分割、收購或股份受讓未依契約預定日程完成。
3. 原公告申報內容有變更。

第三十二條：本公司之子公司非屬公開發行公司者，取得或處分資產達本公司取得或處分資產處理程序第三十條所訂應公告申報情事者，由本公司辦理公告申報事宜。

前項子公司適用第三十條第一項之應公告申報標準有關達實收資本額百分之二十或總資產百分之十規定，以母(本)公司之實收資本額或總資產為準。

第三十二條之一 本處理程序有關總資產百分之十之規定，以證券發行人財務報告編製準則規定之最近期個體或個別財務報告中之總資產金額計算。

公司股票無面額或每股面額非屬新台幣十元者，本處理程序有關實收資本額百分之二十之交易金額規定，以歸屬於母公司業主之權益百分之十計算之。

系微股份有限公司
取得或處分資產處理程序修訂 - 新舊條文對照表

2017 年 03 月 23 日董事會版

修正後條文	現行條文	修訂原因
第九條：本公司取得或處分不動產或設備，除與政府機構關交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定： 一、…(以下略)。	第九條：本公司取得或處分不動產或設備，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定： 一、…(以下略)	依據金融監督管理委員會 106 年 2 月 9 日金管證發字第 10600012965 號及 106 年 2 月 13 日金管證發字第 10600045233 號函辦理
第十一條：本公司取得或處分會員證或無形資產之交易金額達本公司實收資本額百分之二十或新臺幣三億元以上者，除與政府機構關交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。	第十一條：本公司取得或處分會員證或無形資產之交易金額達本公司實收資本額百分之二十或新臺幣三億元以上者，除與政府機構交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。	依據金融監督管理委員會 106 年 2 月 9 日金管證發字第 10600012965 號及 106 年 2 月 13 日金管證發字第 10600045233 號函辦理
第十四條：本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、申購或贖回國內證券投資信託事業發行之貨幣市場基金外，應將下列資料，提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項： 一、…(以下略)	第十四條：本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，提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項： 一、…(以下略)	依據金融監督管理委員會 106 年 2 月 9 日金管證發字第 10600012965 號及 106 年 2 月 13 日金管證發字第 10600045233 號函辦理
第二十二條：本公司辦理合併、分割、收購或股份受讓時宜委請律師、會計師及承銷商等共同研議法定程序預計時間表，且組織專案小組依照法定程序執行之。並於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論	第二十二條：本公司辦理合併、分割、收購或股份受讓時宜委請律師、會計師及承銷商等共同研議法定程序預計時間表，且組織專案小組依照法定程序執行之。並於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報	依據金融監督管理委員會 106 年 2 月 9 日金管證發字第 10600012965 號及 106 年 2 月 13 日金管證發字第 10600045233 號函辦理

修正後條文	現行條文	修訂原因
<p><u>通過。但公開發行公司合併其直接或間接持有百分之百已發行股份或資本總額之子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司間之合併，得免取得前開專家出具之合理性意見。</u></p>	<p>董事會討論通過。</p>	
<p>第三十條：本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生日之即日起算二日內將相關資訊於主管機關規定指定網站辦理公告申報：</p> <p>一、向關係人取得或處分不動產，或與關係人為取得或處分不動產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。但買賣公債、附買回、賣回條件之債券、申購或贖回國內證券投資信託事業發行之貨幣市場基金，不在此限。</p> <p>二、進行合併、分割、收購或股份受讓。</p> <p>三、從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。</p> <p>四、除前三款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣二億元以上者。但下列情形不在此限：</p> <p>(一)買賣公債。</p> <p>(二)以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或證券商於初級市場認購及依規定認購之有價證券。</p> <p>(三)買賣附買回、賣回條件之債券、申購或贖回國內貨幣市場基金。</p> <p>(四)取得或處分之資產種類屬供營業使用之機器設備，且其交易對象非為關係人，交易</p>	<p>第三十條：本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生日之即日起算二日內將相關資訊於主管機關規定指定網站辦理公告申報：</p> <p>一、向關係人取得或處分不動產，或與關係人為取得或處分不動產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。但買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金，不在此限。</p> <p>二、進行合併、分割、收購或股份受讓。</p> <p>三、從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。</p> <p>四、除前三款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：</p> <p>(一)買賣公債。</p> <p>(二)以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或證券商於初級市場認購及依規定認購之有價證券。</p> <p>(三)買賣附買回、賣回條件之債券、申購或贖回國內貨幣市場基金。</p> <p>(四)取得或處分之資產種類屬供營業使用之機器設備且其交易對象非為關係人，交易金額未達新臺幣五億元以上。</p>	<p>依據金融監督管理委員會106年2月9日金管證發字第10600012965號及106年2月13日金管證發字第10600045233號函辦理</p>

修正後條文	現行條文	修訂原因
<p>金額並達下列規定之一：未達新臺幣五億元以上。</p> <p>(一)實收資本額未達新台幣一百億元之公開發行公司，交易金額達新台幣五億元以上。</p> <p>(二)實收資本額達新台幣一百億元以上之估開發行公司，交易金額達新台幣十億元以上。</p> <p><u>五、(五)經營營建業務之本公司取得或處分供營建使用之不動產且其交易對象非為關係人，交易金額未達新臺幣五億元以上。</u></p> <p><u>六、(六)以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新臺幣五億元以上。</u></p> <p><u>七、除前六款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：</u></p> <p><u>(一)買賣公債。</u></p> <p><u>(二)以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或於國內初級市場認購募集發行之普通公司債及未涉及股權之一般金融債券，或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。</u></p> <p><u>(三)買賣附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金。</u></p> <p>前項交易金額依下列方式計算之：</p> <p>一、每筆交易金額。</p> <p>二、一年內累積與同一相對人取得或處分同一性質標的交易之金額。</p>	<p>(五)經營營建業務之本公司取得或處分供營建使用之不動產且其交易對象非為關係人，交易金額未達新臺幣五億元以上。</p> <p>(六)以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新臺幣五億元以上。</p> <p>前項交易金額依下列方式計算之：</p> <p>一、每筆交易金額。</p> <p>二、一年內累積與同一相對人取得或處分同一性質標的交易之金額。</p> <p>三、一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。</p> <p>四、一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。</p> <p>前項所稱一年內係以本次交易事實發生日為基準，往前推算一年，已依「公開發行公司取得或處分資產處理準則」規定公告部分免再計入。</p> <p>本公司應按月將本公司及其非屬國內本公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入主管機關指定之資訊申報網站。</p> <p>本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應將全部項目重行公告申報。</p> <p>本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。</p>	

修正後條文	現行條文	修訂原因
<p>三、一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。</p> <p>四、一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。</p> <p>前項所稱一年內係以本次交易事實發生日為基準，往前推算一年，已依「公開發行公司取得或處分資產處理準則」規定公告部分免再計入。</p> <p>本公司應按月將本公司及其非屬國內本公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入主管機關指定之資訊申報網站。本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應於知悉之即日起算二日內將全部項目重行公告申報。</p> <p>本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。</p>		