

# Tons:

## TONS LIGHOLOGY Inc.

### Handbook for the 2016 Annual Meeting of Shareholders

MEETING TIME : May 31, 2016

PLACE : 5F, No. 236, Bo'ai Street, Shulin District,

New Taipei City

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THIS IS A TRANSLATION OF THE AGENDA FOR THE 2016 ANNUAL GENERAL SHAREHOLDERS' MEETING ("THE AGENDA") OF TONS LIGHOLOGY Inc. ("THE COMPANY). THE TRANSLATION IS INTENDER FOR REFERENCE ONLY AND NO OTHER PURPOSE. THE COMPANY HEREBY DISCLAIMS ANY AND ALL LIABILITIES WHATSOEVER FOR THE TRANSLATION. THE CHINESE TEXT OF THE AGENDA SHALL GOVERN ANY AND ALL MATTERS RELATED TO THE INTERPRETATION OF THE SUBJECT MATTER STATED HEREIN.

# Table of Contents

## One. Meeting Procedure

## Two. Meeting Agenda

### I. Discussion (I)

### II. Management Presentation

### III. Approval Items

### IV. Discussion (II)

### V. Motions

### VI. Adjournment

## Three. Attachments

1 、 Articles of Incorporation amendment before and after

(Attachment 1)

2 、 Business report (Attachment 2)

3 、 Supervisor's Report (Attachment 3)

4 、 Independent Auditor's Report and the 2015 financial  
statements (Please refer to [www.tonslight.com/tw](http://www.tonslight.com/tw))

5 、 Statements of Retained Earnings (Attachment 4)

#### Four. Appendix

- 1 、 Rules of Procedure for Shareholder Meetings (Appendix 1)
- 2 、 Articles of Incorporation (Appendix 2)
- 3 、 Current Shareholdings of Directors and Supervisors  
(Appendix 3)
- 4 、 The impact of stock dividend Issuance on the Business  
Performance, EPS, and Shareholder Return Rate  
(Appendix 4)
- 5 、 The proposals of the shareholders who have more than 1%  
shareholding of the Company's outstanding shares  
(Appendix 5)

# Tons Lightology Inc.

## Procedure for the 2016 Annual Meeting of Shareholders

I. Call the Meeting to Order

II. Chairperson Remarks

III. Discussion (I)

IV. Management Presentation

V. Approval Items

VI. Discussion (II)

VII. Motions

VIII. Adjournment

Tons Lightology Inc.

Year 2016

Agenda of Annual Meeting of Shareholders

Time: May 31, 2016 (Tuesday) at 9:00 am

Place: 5F, No. 236, Bo'ai Street, Shulin District, New Taipei City

I. Call the Meeting to Order

II. Chairperson Remarks

III. Discussion (I)

1. Amendment to the Company's "Articles of Incorporation"

IV. Management Presentation

1. 2015 Business Report
2. Supervisor's Review Report on the 2015 Financial Statements
3. The remuneration to employees, directors, and supervisors report

V. Approval Items

1. Adoption of the 2015 Business Report and Financial Statements
2. Adoption of the Proposal for Distribution of 2015 Profits

VI. Discussion (II)

1. Proposal for a new share issue through capitalization of earnings

VII. Motions

VIII. Adjournment

## Discussion (I)

Proposal 1

Proposed by the Board

Amendment to the Company's "Articles of Incorporation". Please proceed to discuss.

Explanation:

- I. The Company plans to amend the clauses of the Articles of Incorporation relating to the ways and contents of allocation to the employees, directors, and supervisors in response to the business operation and the amendment of Article 235 and Article 235.1 of the Company Law.
- II. Please refer to the Agenda Handbooks for the Articles of Incorporation amendment before and after [Attachment 1].

Resolution:

## Management Presentation

### Report 1

#### 2015 Business Report

Explanation: Please refer to the Agenda Handbooks for the 2015 Business Report [Attachment 2].

### Report 2

#### Supervisor's Review Report on the 2015 Financial Statements

Explanation: Please refer to the Agenda Handbooks for the 2015 Financial Statements reviewed by the Supervisors [Attachment 3].

### Report 3

#### The distribution of remuneration to the employees, directors, and supervisors

#### Explanation:

- I. The amended Article 23.1 of the Company's Articles of Incorporation "appropriating 8~12% of the annual earnings, if any, as remuneration to employees and appropriating less than 2% of the annual earnings as remuneration to directors and supervisor" was passed in the 13<sup>th</sup> Board meeting of the 8<sup>th</sup> term on November 3, 2015.
- II. For the 2015 net income before tax and before deducting the remuneration to employees, directors, and supervisors, appropriate 8.5% of such amount (equivalent to NT\$15,394,000) as remuneration to employees and appropriate 1.5% of such amount (equivalent to NT\$2,717,000) as remuneration to directors and supervisors paid in cash.

## Approval Items

### Proposal 1

Proposed by the Board

#### Adoption of the 2015 Business Report and Financial Statements

##### Explanation:

- I. The Company's 2015 business report and financial statements had been prepared accordingly, of which, the financial reports (including the consolidated financial statements) and the business report were resolved in the Board meeting and reviewed by the supervisors with a written review report issued.
- II. Please refer to [Attachment 2] of the Agenda Handbooks for 2015 business report and TONS's website ([www.tonslight.com/tw](http://www.tonslight.com/tw)) for the 2015 independent auditor's report, and financial statements.
- III. Please adoption.

##### Resolution:

### Proposal 2

Proposed by the Board

#### Adoption of the Proposal for Distribution of 2015 Profits

##### Explanation:

- I. The Company's 2015 net income amounted to NT\$144,610,339 with a legal reserve of NT\$14,461,034 appropriated, plus the unappropriated earnings of prior period amounted to NT\$47,882,871 and deducting the amount of NT\$864,267 debited to retained earnings due to the revaluation of the 2015 defined benefit plan, resulted in a distributable amount of NT\$177,167,909. The shareholder dividend for an amount of NT\$114,654,048 will be appropriated in accordance with the Articles of Association, of which, NT\$7,643,600 will be with stock dividend (capitalized) issued and NT\$107,010,448 will be paid in cash.
- II. Please refer to [Attachment 4] of the Agenda Handbooks for the 2015 Profit Distribution Table.
- III. The Company plans to distribute cash dividend for an amount of NT\$107,010,448, that is, NT\$2.8 per share, which will be distributed proportionally to the shareholding of the shareholders in the shareholder



registry on the ex-dividend date. As soon as the proposal of earnings distribution resolved in the shareholders' meeting, the Board of Directors will be authorized to schedule the ex-dividend date and dividend distribution date. The cash dividend will be distributed proportionally to the shareholding and rounded up to dollar. The Chairman is authorized to handle the odd shares that are less than NT\$1 discretionaly.

IV. When there is any change in the Company's outstanding shares; the Board of Directors is authorized to adjust the dividend per share in accordance with the actual outstanding shares on the ex-right and ex-dividend date.

V. Please adoption.

Resolution:

## Discussion (II)

### Proposal 1

Proposed by the Board

Proposal for a new share issue through capitalization of earnings. Please proceed to discuss.

#### Explanations:

- I. The Company for the purpose of replenishing working capital intends to capitalize the shareholder dividend for an amount of NT\$7,643,600 from the 2015 distributable earnings with 764,360 registered common stock shares issued at par value.
- II. The capitalization of the shareholder dividend with new shares issued will be distributed proportionally to the shareholding of the shareholders in the shareholder registry on the ex-right date, that is, 20 shares of stock dividend for each 1,000 shares. For the fractional share of stock dividend, shareholders may register with the stock affair agency for fractional share consolidation within five days from the stop-transfer date. The fractional share that cannot be consolidated or cannot be consolidated before deadline will be paid in cash for the par value and round up to dollar. The Chairman is authorized to contract a specific person for the said transaction.
- III. For any changed in the Company's outstanding shares occurred, the Board of Directors is authorized to adjust the shareholder dividend rate in accordance with the outstanding shares on the ex-right date.
- IV. The rights and obligations of the new shares issued for the capitalization is same as the shares issued before.
- V. Once the capitalization is resolved in the shareholders' meeting and approved by the competent authorities, the Board of Directors will be authorized to schedule the capitalization base line date for earnings distribution.
- VI. If the issuance of new shares stated in the preceding paragraph must be changed due to the consideration of law and regulations or in response to the objective business environment, it will be proposed in the shareholders' meeting to have the Board of Directors authorized for a discretionary operation within the scope of the governing law and

regulations.

Resolution:

Motions

Adjournment

**湯石照明科技股份有限公司章程**  
**修訂前後條文對照表**  
**Tons Lightology Inc.**  
**Articles of Incorporation amendment before and after**

修正條文 Amended clause	現行條文 Clause before amendment	修正理由 Reason for amendment
<p>第十四條 Article 14</p> <p>本公司設董事<u>七~九</u>人，監察人二~三人，任期三年，由股東會就有行為能力之人選任之，連選得連任。董事及監察人任期屆滿而不及改選時，延長其執行職務，至改選董事及監察人就任時為止。</p> <p>The company has <u>seven to nine</u> directors and two to three supervisors nominated for a term of three years and they are elected from the capable candidates in the shareholders' meeting; also, they can be re-elected for a second term. The tenure of the directors and supervisors who are not replaced at the end of the term can be extended until the next newly elected directors and supervisors take office.</p> <p>董事及監察人之選舉均採公司法第一百九十二條之一之候選人提名制度，由股東就候選人名單中選任之。</p> <p>Directors and supervisors are nominated as candidates for the election of directors and supervisors in accordance with Article 192.1 of the Company Law. Shareholders are to have directors and supervisors elected from the candidate list.</p> <p>本公司得經董事會決議為本公司董事及監察人購買責任保險。</p> <p>The Company's Board of Directors may resolve to acquire liability insurance for the directors and supervisors.</p>	<p>第十四條 Article 14</p> <p>本公司設董事<u>五~七</u>人，監察人二~三人，任期三年，由股東會就有行為能力之人選任之，連選得連任。董事及監察人任期屆滿而不及改選時，延長其執行職務，至改選董事及監察人就任時為止。</p> <p>The company has <u>five to seven</u> directors and two to three supervisors nominated for a term of three years and elected from the capable candidates in the shareholders' meeting; also, they can be re-elected for a second term. The tenure of the directors and supervisors who are not replaced at the end of the term can be extended until the next newly elected directors and supervisors take office.</p> <p>董事及監察人之選舉均採公司法第一百九十二條之一之候選人提名制度，由股東就候選人名單中選任之。</p> <p>Directors and supervisors are nominated as candidates for the election of directors and supervisors in accordance with Article 192.1 of the Company Law. Shareholders are to have directors and supervisors elected from the candidate list.</p> <p>本公司得經董事會決議為本公司董事及監察人購買責任保險。</p> <p>The Company's Board of Directors may resolve to acquire liability insurance for the directors and supervisors.</p>	<p>配合公司營運需要修訂。Amendment is made in response to the Company's business operation.</p>
<p>第廿三條之一 Article 23.1</p> <p><u>公司當年度如有獲利，應提撥百分之八至百分之十二為員工酬勞及提撥百分之二以下為董事、監察人酬勞。但公司尚有累積</u></p>		<p>依公司法第二三五條之一增訂員工酬勞及董事、監察人酬勞分派作業。</p> <p>Stipulate the "Rules</p>

修正條文 Amended clause	現行條文 Clause before amendment	修正理由 Reason for amendment
<p><u>虧損時，應預先保留彌補數額。</u></p> <p><u>The Company’s annual profits, if any, should be with 8~12% appropriated as remuneration to employees and with less than 2% appropriated as remuneration to directors and supervisors. If the Company is with accumulated losses, an amount for making up the losses should be reserved in advance.</u></p> <p><u>員工酬勞以股票或現金為之，應由董事會以董事三分之二以上之出席及出席董事過半數同意之決議行之，並報告股東會。</u></p> <p><u>The remuneration to employees is paid with stock dividend or cash; also, it must be with the consent of the majority of the presenting directors in the Board meeting that is with two thirds of the directors attended; also, the resolution should be reported in the shareholders’ meeting.</u></p> <p><u>員工酬勞以股票或現金為之，分派之對象得包括符合一定條件之從屬公司之員工，相關辦法授權董事會制定。</u></p> <p><u>The remuneration to employees paid with stock or cash is also available to the qualified employees of the subsidiaries; also, the Board of Directors is authorized to regulate the related matters.</u></p> <p><u>上述獲利狀況係指稅前利益扣除分派員工酬勞前及董事、監察人酬勞前之利益，是以一次分派方式為之。</u></p> <p><u>The annual profits stated in the preceding paragraph refers to the net income before tax and before deducting the remuneration to employees, directors, and supervisors and it is distributed in a lump sum.</u></p>		<p>Governing the Distribution of Remuneration to Employees, Directors, and Supervisors” in accordance with Article 235.1 of the Company Law.</p>
<p>第 廿四 條 Article 24</p> <p>本公司年度決算所得稅後盈餘，依下列順序分派之。</p> <p>The Company’s net income is distributed orderly as follows:</p> <p>一、彌補虧損。</p> <p>1. Making up losses;</p> <p>二、提存百分之十為法定盈餘公積及視需要提列或迴轉特別盈餘公積。</p> <p>2. Appropriating 10% legal reserve and having special reserve appropriated or</p>	<p>第 廿四 條 Article 24</p> <p>本公司年度決算所得稅後盈餘，依下列順序分派之。</p> <p>The Company’s net income is distributed orderly as follows:</p> <p>一、彌補虧損。</p> <p>1. Making up losses;</p> <p>二、提存百分之十為法定盈餘公積及視需要提列或迴轉特別盈餘公積。</p> <p>2. Appropriating 10% legal reserve and having special reserve appropriated</p>	<p>刪除原員工紅利及董事、監察人酬勞分派作業。</p> <p>Deleted the “Rules Governing the Distribution of Bonus to Employees and Remuneration to Directors, and Supervisors.”</p>

修正條文 Amended clause	現行條文 Clause before amendment	修正理由 Reason for amendment
<p>reversed, if necessary;</p> <p>三、餘額加計上年度未分配盈餘為累積可分配盈餘，由董事會擬具盈餘分派議案，提請股東會決議分派之。</p> <p>3. The remaining balance plus the unappropriated earnings of prior periods are the distributable earnings. The Board of Directors is to propose the earnings distribution in the shareholders' meeting for a resolution.</p> <p>本公司產業發展階段屬於成長期，配合目前及未來之發展計畫、投資環境、資金需求及國內外競爭狀況等因素，兼顧股東利益、平衡股利及公司長期財務規劃等。盈餘分配除依前項規定辦理外，股東紅利之發放比率應不低於累積可分配盈餘之百分之五十，以配發股票之方式為優先，其中現金紅利之分派不低於股東紅利總額之百分之十。但董事會得依當時整體營運狀況調整該比例，並提請股東會決議。</p> <p>The industry that the Company engaged in is growing. In consideration of the current and future development plans, investment environment, capital needs, and domestic and international competition; also, taking into account the interests of shareholders, balanced dividends, and the Company's long-term financial planning, the earnings distribution is processed in conformity with the requirements stated in the preceding paragraph; also, the distribution of shareholder dividend shall not be less than 50% of the accumulated distributable earnings. Stock dividend is distributed with priority, of which, cash dividend shall not be less than 10% of the total shareholder dividend distributed. However, the Board of Directors may have the said distribution ratio adjusted according to the overall business operation with a resolution reached in the shareholders' meeting.</p>	<p>or reversed, if necessary;</p> <p><del>三、員工紅利係就一至二款規定數額扣除後剩餘之數，提撥百分之八至十五，員工分配股票紅利之對象，得包括符合一定條件之從屬公司之員工，相關辦法授權董事會制定。</del></p> <p><del>四、董事、監察人酬勞係就一至二款規定數額扣除後剩餘之數，提撥百分之二以下。</del></p> <p>五、餘額加計上年度未分配盈餘為累積可分配盈餘，由董事會擬具盈餘分派議案，提請股東會決議分派之。</p> <p>5. The remaining balance plus the unappropriated earnings of prior periods are the distributable earnings. The Board of Directors is to propose the earnings distribution in the shareholders' meeting for a resolution.</p> <p>本公司產業發展階段屬於成長期，配合目前及未來之發展計畫、投資環境、資金需求及國內外競爭狀況等因素，兼顧股東利益、平衡股利及公司長期財務規劃等。盈餘分配除依前項規定辦理外，股東紅利之發放比率應不低於累積可分配盈餘之百分之五十，以配發股票之方式為優先，其中現金紅利之分派不低於股東紅利總額之百分之十。但董事會得依當時整體營運狀況調整該比例，並提請股東會決議。</p> <p>The industry that the Company engaged in is growing. In consideration of the current and future development plans, investment environment, capital needs, and domestic and international competition; also, taking into account the interests of shareholders, balanced dividends, and the Company's long-term financial planning, the earnings distribution is processed in conformity with the requirements stated in the preceding paragraph; also, the distribution of shareholder dividend shall not be less than 50% of the accumulated distributable earnings. Stock dividend is distributed with priority, of which, cash dividend shall not be less than 10% of the total shareholder dividend distributed. However, the Board of Directors may have the said distribution ratio adjusted according to the overall business operation with a resolution</p>	

修正條文 Amended clause	現行條文 Clause before amendment	修正理由 Reason for amendment
	reached in the shareholders' meeting.	
<p>第 廿八 條 Article 28</p> <p>本章程由發起人會議經全體發人同意於中華民國八十一年八月十四日。第一次修訂於民國八十九年六月二十六日，第二次修訂於民國八十九年十一月二十日，第三次修訂於民國九十一年三月八日，第四次修訂於民國九十一年十一月二十五日，第五次修訂於民國九十二年二月十日，第六次修訂於民國九十五年三月七日，第七次修訂於民國九十五年八月十日，第八次修訂於民國九十五年十月十二日，第九次修訂於民國九十六年四月二十九日，第十次修訂於民國九十六年五月十日，第十一次修訂於民國九十六年七月二十九日，第十二次修訂於民國九十六年十月八日，第十三次修訂於民國九十六年十二月三十一日，第十四次修訂於民國九十八年六月二十六日，第十五次修訂於民國一〇〇年五月二十三日，第十六次修訂於民國一〇一年六月二十日，第十七次修訂於民國一〇二年六月十日，第十八次修訂於民國一〇四年五月二十八日，<u>第十九次修訂於民國一〇五年五月三十一日。</u></p> <p>The Article of Incorporation was enacted with the consent of the Founder's meeting conveners on August 14, 1992. The 1<sup>st</sup> amendment made on June 26, 2010. The 2<sup>nd</sup> amendment made on November 20, 2010. The 3<sup>rd</sup> amendment made on March 8, 2002. The 4<sup>th</sup> amendment made on November 25, 2002. The 5<sup>th</sup> amendment made on February 10, 2002. The 6<sup>th</sup> amendment made on March 7, 2006. The 7<sup>th</sup> amendment made on August 10, 2006. The 8<sup>th</sup> amendment made on October 12, 2006. The 9<sup>th</sup> amendment made on April 29, 2007. The 10<sup>th</sup> amendment made on May 10, 2007. The 11<sup>th</sup> amendment made on July 29, 2007. The 12<sup>th</sup> amendment made on October 8, 2007. The 13<sup>th</sup> amendment made on December 31, 2007. The 14<sup>th</sup> amendment made on June 26, 2009. The 15<sup>th</sup> amendment made on May 23, 2011. The 16<sup>th</sup> amendment made on June 20, 2012. The 17<sup>th</sup> amendment made on June 10, 2013. The 18<sup>th</sup> amendment made on May 28, 2015. The 19<sup>th</sup></p>	<p>第 廿八 條 Article 28</p> <p>本章程由發起人會議經全體發人同意於中華民國八十一年八月十四日。第一次修訂於民國八十九年六月二十六日，第二次修訂於民國八十九年十一月二十日，第三次修訂於民國九十一年三月八日，第四次修訂於民國九十一年十一月二十五日，第五次修訂於民國九十二年二月十日，第六次修訂於民國九十五年三月七日，第七次修訂於民國九十五年八月十日，第八次修訂於民國九十五年十月十二日，第九次修訂於民國九十六年四月二十九日，第十次修訂於民國九十六年五月十日，第十一次修訂於民國九十六年七月二十九日，第十二次修訂於民國九十六年十月八日，第十三次修訂於民國九十六年十二月三十一日，第十四次修訂於民國九十八年六月二十六日，第十五次修訂於民國一〇〇年五月二十三日，第十六次修訂於民國一〇一年六月二十日，第十七次修訂於民國一〇二年六月十日，第十八次修訂於民國一〇四年五月二十八日。</p> <p>The Article of Incorporation was enacted with the consent of the Founder's meeting conveners on August 14, 1992. The 1<sup>st</sup> amendment made on June 26, 2010. The 2<sup>nd</sup> amendment made on November 20, 2010. The 3<sup>rd</sup> amendment made on March 8, 2002. The 4<sup>th</sup> amendment made on November 25, 2002. The 5<sup>th</sup> amendment made on February 10, 2002. The 6<sup>th</sup> amendment made on March 7, 2006. The 7<sup>th</sup> amendment made on August 10, 2006. The 8<sup>th</sup> amendment made on October 12, 2006. The 9<sup>th</sup> amendment made on April 29, 2007. The 10<sup>th</sup> amendment made on May 10, 2007. The 11<sup>th</sup> amendment made on July 29, 2007. The 12<sup>th</sup> amendment made on October 8, 2007. The 13<sup>th</sup> amendment made on December 31, 2007. The 14<sup>th</sup> amendment made on June 26, 2009. The 15<sup>th</sup> amendment made on May 23, 2011. The 16<sup>th</sup> amendment made on June 20, 2012. The 17<sup>th</sup> amendment made on June 10, 2013. The 18<sup>th</sup> amendment made on May 28, 2015.</p>	<p>增列修訂日期。 Stipulate the clause addition date.</p>

修正條文 Amended clause	現行條文 Clause before amendment	修正理由 Reason for amendment
<u>amendment made on May 31, 2016.</u>		



## Tons Lightology Inc.

### The 2015 Business Report

Although the global economy had been slowly recovered led by the USD and Euro of the major economy entities; however, the economic growth and pace of the emerging market had not been recovered and stabilized as expected due to the unfavorable global commodity low price, the tight monetary policy of the United States, and economic reform policies; therefore, a substantial economic recession was resulted that was detrimental to the global economic outlook.

While facing fragile global economic recovery and uncertainties, economic growth and market demand have not lived up to the expectation. The world should be psychologically ready for a long-term “new mediocre” era. The Company had continued the lean policy of the last few years, including substantially improving production efficiency internally, controlling costs, developing high value-added products, optimizing the quality of customers, and refining product portfolio. In terms of branding effort, the Company had won over the lighting engineering projects from Southern Branch of National Palace Museum, Chimei Museum, and Chung Tai Zen Centers Portal of Taiwan in 2015 that had helped Tons Lightology Inc. secured a leading position in the lighting engineering of museum in Taiwan. The Company will continue this momentum to root in Taiwan’s professional lighting market and to convey the experience to Chinese market in order to increase brand awareness. In addition, the Company will continue to enhance the working environment and employee benefits, and protect the stability of human resources so the Company can stay competitive while facing economic fluctuations and uncertainties externally.

Overall, the Company had managed to have the revenues and profits grown in 2015 with the support of our shareholders and the effort of the employees taking as a whole while facing severe competition in market. We would like to show our appreciation for the support of the shareholders on behalf of the Board of Directors of the Company. The Company’s 2015 business operation and 2016 operational plans are briefed as follows.

#### I. The 2015 business operation

##### (I) Operating results and operating income and expense

The Company’s 2015 parent and consolidated net revenue amounted to NT\$1,236,167 thousands and NT\$1,306,683 thousands, respectively, representing an increase of 12.19% and 11.30% from the NT\$1,101,894 thousands and NT\$1,173,986 thousands in 2014, respectively. In terms of net income, parent and consolidated net income amounted to NT\$144,610 thousands, respectively, representing an increase of NT\$44,262 (44.11%) from the net income of NT\$100,348 thousands in 2014.

##### (II) Profitability analysis

The net revenue of the year was with a growth from the year of 2014. The gross profit rate had also gone up due to the optimized customers and

product portfolio and the increase of income generated from branding products. In addition, the Company's 2015 net income was increased by NT\$44,262 thousands (44.11%) from the year of 2014, accounted for 11.07% of the consolidated operating income due to the stabilized operating expense rate and the increase of foreign exchange gains.

### (III) Research and development status

The Company had developed a variety of products in 2015 with a number of awards and patents received as follows: in terms of product development, such as, LED downlight series, including DL-871, DG-E04A, DG-201S, DG-175C, etc., spot light series, including SA-2800 and SA-8230, outdoor ceiling light series, including OWG-705R and OWA-112R, and OFA-108 outdoor spot light series. Also, in terms of the product awards received, there are six product series, including SA-501 KIT miniature track light set, SA-82/85/8700-D adjustable track light series, SH/BH-513C wall washer series, DA-922R doom downlight, DG-984S square downlight, and DD-982S rotary downlight series were awarded with the 2016 Taiwan Excellence Award, of which, the SA-501 miniature track light set was awarded with the Taiwan Excellence Gold and Silver Award and it has been widely used for the lighting of the display cases in Taipei Palace Museum, Southern Branch of National Palace Museum (Chiayi). In addition, in terms of R&D patents, the downlight and heat sink screw-free structure is patented.

In prospect, the Company will continue to research and develop forward-looking technology and innovative applications, to substantiate product design, and commercialize research and systematic production management in order to continue to promote the brand and deepen the Company's core competence and secure the leading position.

## II. The 2016 business plan outline

### (I) The important marketing policy and business policy

#### 1. Products

- A. Continuing to strengthen indoor lighting products: Continue to complete indoor lighting products and invest in the development of low-cost light fixtures for meeting customer's needs due to the emerging of LED mass market.
- B. Continuing to expand outdoor lighting products: Continue to complete the development of outdoor lighting series in order to create the Company's future growth momentum.

#### 2. Marketing:

- A. Promote green lighting and continue to develop new products.
- B. Enhance product value and maintain price competitiveness.
- C. Secure the existing market and develop emerging market with potentials.
- D. Participate in international exhibitions and commit to promote the Company's brand.

#### 3. Production:

- A. Simplify product lines, use common parts, and build safety stock for the frequently used parts in order to shorten delivery lead time.

B. Strengthen automated production, improve manufacturing processes, increase efficiency, and reduce the impact of rising labor cost.

(II) The Company's future development strategy

Continue the business model of OEM and branding. In terms of OEM business, continue to attract more big customers in Europe for cooperation currently. In terms of branding business, there is significant success achieved in Taiwan market recently. The future focus will be on deploying sales outlets in the Greater China area and working with the OEM manufacturers in Japan, Brazil, and Indonesia in order to create a stable revenue source.

(III) The impact on the external competitive environment, regulatory environment, and the overall business environment

Since the global economy remains on the downturn, the environmental law in each country is increasingly stringent, added with the continuing increase of production cost in China have us faced severe challenges. We have come up with the following responsive measures for the challenges faced by us:

1. Recruit professionals, enhance management, and improve the Company's business strength.
2. Introduce external technologies, enhance research and development capabilities, and improve product value.
3. Meet customer needs with innovative brand and professional services.
4. Pay attention to changes in domestic and foreign policies and laws with responsive measures proposed in due course.

Chairman : SHIH-CHUAN TANG

CEO : SHIH-CHUAN TANG

CFO : CHIH-YUAN WANG

[Attachment 3]

Tons Lightology Inc.  
Supervisor's Report

The Board of Directors had prepared and presented the Company's 2015 business report, financial report, and statement of retained earnings, of which, the financial report was consigned by the Board of Directors to be audited by CPA Yu-Jen Wang and CPA Su-Hua Hong of PcW Taiwan with an independent auditor's report issued.

We have reviewed the said business report, financial report, and statement of retained earnings without finding any nonconformity against the governing law and regulations. Also, we have issued this supervisor's report in conformity with Article 219 of the Company Law.

Sincerely yours,

To: The 2016 Annual Shareholders' Meeting of Tons Lightology Inc.

Supervisor Hung Sha  
Supervisor Chih-Chiang Ting  
Supervisor Ming-Hsin Chen

February 26, 2016

[Attachment 4]

Tons Lightology Inc.  
Profit Distribution Table  
Year 2015

Unit: NT\$

Net income – 2015	\$144,610,339
Less: 10% legal reserve	(14,461,034)
Distributable amount - 2015	\$130,149,305
Add: Unappropriated earnings - beginning	47,882,871
Less: Retained earnings adjusted amount - 2015	(864,267)
Accumulated distributable amount - 2015	\$177,167,909
Distributions:	
Shareholder dividend - Stock	7,643,600
Shareholder dividend - Cash	107,010,448
Unappropriated earnings - ending	\$62,513,861
Remark:	
Stock dividend: NT\$0.2 per share; Cash dividend: NT\$2.8 per share	

Note 1: Retained earnings adjusted amount in 2015 for (NT\$864,267) was resulted from the re-valuation of the defined benefit plan.

Note 2: The stock dividend per share and cash dividend per share was calculated in accordance with the outstanding 38,218,017 shares on February 26, 2016.

Chairman : SHIH-CHUAN TANG

CEO : SHIH-CHUAN TANG

CFO : CHIH-YUAN WANG

[Appendix 1]

**Tons Lightology Inc.**  
**Rules of Procedure for Shareholder Meetings**  
(Translation)

Resolved in the general shareholders' meeting on 5.28.2015

Article 1: The shareholders' meeting of the Company is to be convened in accordance with the "Rules of Procedure for Shareholders' Meeting" unless otherwise provided by law.

Article 2: The shareholders' meeting is to be convened by the Board of Directors and the Chairman is to preside the meeting. If the chairman is on leave or cannot perform duty for reasons, the Vice Chairman is to preside the meeting. If there is not a Vice Chairman appointed or the Vice Chairman is also on leave or cannot perform duty for reasons, the Chairman is to appoint his/her representative to preside the meeting. If the Chairman failed to have his/her representative appointed, the representative is to be elected among the Board directors.

If the shareholders' meeting is convened by a convener other than the Board of Directors, such convener shall preside the meeting.

The Company may assign the commissioned attorney, CPA, or the responsible personnel to attend the shareholders' meeting.

Article 3: The place of the shareholders' meeting should be in the county/city where the Company located or where it is convenient to the shareholders for attendance; also, where is suitable for holding a meeting. The shareholders' meeting should not be held before 9:00am or after 3:00pm.

Article 4: Shareholder's attending the shareholders' meeting should base on the calculation of shareholding. The attending shareholders or their representatives shall produce the attendance card as their sign-in; also, the shareholding is calculated in accordance with the attendance cards submitted. If the Company allows shareholders to exercise their voting rights in writing or by electronic system, the shareholding of the attending shareholders should include the shares with voting rights that are exercised in writing or by electronic system.

Article 5: The Chairman shall declare the meeting in session when it is meeting time. However, if the attending shareholders have less than majority shareholding, the Chairman may declare to have the meeting postponed, but it is limited

to two postpones and for less than one hour together.

If the attending shareholders remain without the mandatory shareholding ratio after two postpones of meeting; however, the attending shareholders have more than one third of the outstanding shares, a pseudo-resolution can be reached in the meeting in accordance with Article 175 Paragraph 1 of the Company Law.

If the attending shareholders had a majority of the shareholding before the end of the shareholders' meeting, the Chairman may have the pseudo-resolution presented in the meeting for resolution again in accordance with Article 174 of the Company Law.

Article 6: If the shareholders' meeting was convened by the Board of Directors, the agenda is to be set by the Board of Directors. The meeting is to be carried out according to the schedule of the meeting agenda and it cannot be changed without a resolution reached in the shareholders' meeting.

If the shareholders' meeting was convened by the convener other than the Board of Directors, it is to be processed *mutatis mutandis* to the provisions of the preceding paragraph.

If the proposals (including motions) scheduled in the agenda as stated in the last two paragraphs had not been concluded, the Chairman may not have the meeting adjourned without a resolution reached in the meeting.

Article 7: Shareholders must first fill out the speech slip with the gist of the statement, shareholder account number (or attendance card number), and account name stated before speaking in the meeting; also, the Chairman is to prioritize the speakers.

Shareholders who had submitted the speech slip but did not speak in the meeting shall be deemed as choosing not to speak. If the spoken speech is different from the contents of the speech slip, the confirmed speech shall prevail.

Shareholders who are speaking shall not be interrupted by any other shareholders without the consent of the Chairman and the Chairman is obliged to have the interfering shareholders stopped.

Article 8: Shareholder may not speak twice on the same proposal without the consent of the Chairman; also, each speaker may not speak for more than five minutes each time.

The Chairman may have the speakers who have violated the provisions in the preceding paragraph, or speaking beyond the scope of the proposal, or violating the meeting order stopped.

The Chairman may respond to or appoint the responsible personnel to respond to the speech given by the shareholders.

Article 9: The institutional shareholder may attend the shareholders' meeting by proxy with only one natural person appointed to attend the meeting. If the institutional shareholder has appointed two or more natural persons to attend the meeting, only one of the natural persons can speak on the same proposal in the meeting.

Article 10: If the Chairman determined that the proposal in discussion was ready for voting, the Chairman may announce to have the discussion ceased and the voting initiated.

Article 11: The voting held in the shareholders' meeting is based on the share count. Shareholders are entitled to one voting right per share.

For the resolution reached in the shareholders' meeting, the number of shares of the shareholders without voting right will not be included in the total number of shares issued.

Shareholders may have had their representatives attending the shareholders' meeting on their behalf by proxies. Except for the trust business or the stock affair agent authorized by securities competent authorities, when one person is commissioned by more than two (inclusive) shareholders, the voting rights by proxies may not exceed 3% voting rights of the total outstanding shares. When the voting rights by proxies exceed 3% voting rights of the total outstanding shares, the voting rights exceeding the threshold will not be included for calculation.

The proposal to be voted on, unless otherwise provided in the Company Law and the Articles of Association, must be with the consent of the attending shareholders with a majority voting right. The proposal is deemed as resolved when there is no objection raised by the shareholders to the Chairman upon the Chairman's consultation and it is as effective as voting.

When the same proposal is with amendment or alternative made available, the Chairman is to have the original proposal and the amendment and alternative put together and prioritized for voting. If one of the proposals is



resolved, the other proposals will be deemed as vetoed without the need of further voting.

Article 12: The ballot scrutineers and tellers for the voting on the proposal are appointed by the Chairman; however, the ballot scrutineers must be the shareholders of the Company. The voting result must be reported in the meeting and recorded.

Article 13: The election of the directors and supervisors in the shareholders' meeting should be processed in accordance with the Company's "Procedures for Election of Directors and Supervisors" and with the election result declared in the meeting.

The ballots of the electoral matters in the preceding paragraph shall be sealed and signed by the ballot scrutineers for safekeeping for at least one year; however, the ballots may be reserved for a longer period of time until the end of the proceeding when a lawsuit is filed by shareholders in accordance with Article 189 of the Company Law.

Article 14: The minutes of meeting should be prepared for the proposals resolved in the shareholders' meeting; also, it should be signed or sealed by the Chairman and distributed to the shareholders within 20 days after the meeting date. The production and distribution of the minutes of meeting stated in the preceding paragraph can be completed by public announcement instead.

The minutes of meeting should be prepared with the information of the meeting date, month, and year, place, the name of the Chairman, the resolution method, essential proceedings, and the results included; also, the minutes of meeting should be reserved permanently throughout the existence of the Company.

Article 15: The Company shall have the entire process of the shareholders' meeting recorded in audio or video form and reserved for at least one year. However, the audio or video recording of the meeting may be reserved for a longer period of time until the end of the proceeding when a lawsuit is filed by shareholders in accordance with Article 189 of the Company Law.

Article 16: The stagehands at the shareholders' meeting venue should wear name tags or armbands for identification. The Chairman may direct the pickets (or security guards) to help maintain the order at the venue. The pickets (or

security guards) at the shareholders' meeting venue to help maintain order should wear name tags or armbands for identification.

Article 17: The Chairman may announce at his/her discretion to take a break during the proceedings. The Chairman may decide to have the meeting suspended temporarily due to a force majeure and may have the meeting resumed thereafter depending on the actual practice.

Article 18: The "Rules of Procedure for Shareholders' Meeting" was enacted on June 27, 2008. The 1<sup>st</sup> amendment was made on June 26, 2009. The 2<sup>nd</sup> amendment was made on June 10, 2013. The 3<sup>rd</sup> amendment was made on May 28, 2015.

[Appendix 2]

**Tons Lightology Inc.**  
**Articles of Incorporation (before)**  
(Translation)

Resolved in the general shareholders' meeting on 5.28.2015

Chapter 1 General Rules

Article 1 : The Company is incorporated in accordance with the Company Law and is named "Tons Lightology Inc."

Article 2 : The business operation of the Company is as follows:

- 1.CC01030 Electrical appliances and audio-visual electronic products manufacturing business
- 2.CC01040 Lighting equipment manufacturing business
- 3.CC01080 Electronic components manufacturing business
- 4.CH01010 Sporting goods manufacturing business
- 5.F106010 Hardware wholesale business
- 6.F106030 Mold wholesale business
- 7.F109070 Cultural, educational, musical instruments, and recreational supplies wholesale business
- 8.F113020 Electrical appliances wholesale business
- 9.F119010 Electronic materials wholesale business
- 10.F206010 Hardware retail business
- 11.F209060 Cultural, educational, musical instruments, and recreational supplies retail business
- 12.F213010 Electric appliances retail business
- 13.F219010 Electronic materials retail business
- 14.F401010 International trade business
- 15.ZZ99999 In addition to the chartered business, the business not-prohibited or not-restricted by law is also permitted for operation

Article 3 : The headquarters of the Company is setup in New Taipei City, Taiwan; also, overseas branches can be setup for business operation with the resolution of the Board of Directors and the approval of the competent authorities.

Chapter 2 Shares

Article 4 : The capital stock of the Company is authorized for an amount of NT\$500,000,000 with 50,000,000 shares issued at NT\$10 par by installment in accordance with the resolutions of the Board.

An amount of NT\$50,000,000 is to be appropriated from the total capital stock stated in the preceding paragraph for issuing employee stock warrants

- with 5,000,000 shares issued by installment in accordance with the resolutions of the Board.
- Article 5 : The Company's transfer investment is not subject to the investment limit of 40% of paid-in capital stated in Article 13 of the Company Law.
- Article 5.1 : The Company may have endorsement and guarantee made externally in accordance with the Company's "Regulations Governing Making of Endorsements/Guarantees."
- Article 6 : The Company's stock is registered and numbered and to be signed or sealed by more than three directors; also, it is to be issued after being certified by the competent authorities or the authorized issuance and registration institute.
- The Company may have stock shares issued without any printout made; also, should contact Taiwan Depository & Clearing Corporation for registration. The Company has stock affairs handled in accordance with the relevant laws and regulations of the competent authorities.
- Article 7 : The contents of the shareholder registry may not be modified within 60 days prior to the general shareholders' meeting, thirty days prior to the extraordinary shareholders' meeting, or five days prior to the base date for the distribution of dividend, bonus, or other interests announced by the Company.
- Article 8 : Shareholders' meetings are classified as general shareholders' meeting and extraordinary shareholders' meeting. General shareholders' meeting is to be convened by the Board of Directors once a year within six months at the end of the fiscal year while extraordinary shareholders' meeting can be convened lawfully at anytime when it is necessary.
- Article 8.1 : The date of the meeting, place, and reasons for convening shareholders' meeting should be forwarded to each shareholder thirty days prior to the meeting date for general shareholders' meeting and fifteen days for extraordinary shareholders' meeting.

### Chapter 3 Shareholders' Meeting

- Article 9 : The Chairman is to preside the shareholders' meeting. If the Chairman is on leave or cannot perform duty for reasons, the Vice Chairman is to preside the meeting. If there is not a Vice Chairman appointed or the Vice Chairman is also on leave or cannot perform duty for reasons, the Chairman is to appoint his/her representative to preside the meeting. If the Chairman failed to have his/her representative appointed, the representative is to be elected among the Board Directors.
- Article 10 : Shareholders who cannot attend the shareholders' meeting for reasons may have had the representative attending the meeting instead by proxy in accordance with Article 177 of the Company Law.

Shareholder's attending the shareholders' meeting by proxy, unless otherwise provided in the Company Law, should be processed in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meeting of Public Companies" published by the competent authorities.

Article 11 : The resolutions reached in the shareholders' meeting, unless otherwise provided in the Company Law, must be with the attendance of the shareholders that have majority shareholding and with the approval of the attending shareholders with majority voting rights.

Article 12 : Each stock share held by the Company's shareholders is entitled to one voting right, except for in any of the circumstances stated in Article 175 Section 3 and Article 179 of the Company Law, and the related law and regulations.

#### Chapter 4 Directors, Supervisors, and Managers

Article 13 : The Company's withdrawal of public offering should be handled in accordance with Article 156 Paragraph 3 of the Company Law.

Article 14 : The Company has 5~7 directors and 2 ~ 3 supervisors nominated for a term of three years and they are elected from the capable candidates in the shareholders' meeting; also, they can be re-elected for a second term. The tenure of the directors and supervisors who are not replaced at the end of the term can be extended until the next newly elected directors and supervisors take office.

Directors and supervisors are nominated as candidates for the election of directors and supervisors in accordance with Article 192.1 of the Company Law. Shareholders are to have directors and supervisors elected from the candidate list.

The Company's Board of Directors may resolve to acquire liability insurance for the directors and supervisors.

Article 15 : The Company is in compliance with Article 14-2 of the Securities Exchange Act. There must be at least two independent directors (not less than one fifth of the total number of directors) out of the number of directors referred to above. The professional qualifications of the independent directors, shareholdings, limitation of part-time job, the nomination and appointment method, and other matters to be complied with must be processed according to the relevant provisions of the competent authorities.

Article 16 : The Chairman is elected among the directors with the attendance of two thirds of the directors and the consent of the majority of the attending directors. The Vice Chairman can be elected among the directors the same way as Chairman when it is necessary. The Chairman represents the

Company to the public.

Article 17 : The Board meeting should be convened with the cause of action detailed and the directors and supervisors notified seven days in advance. A Board meeting can be convened for an emergency at any time. The Company's Board meeting can be convened with the directors and supervisors notified in writing, by E-mail, or by fax.

The Board meeting is convened by the Chairman, unless otherwise provided in the Company Law. The resolutions reached by the Board of Directors, unless otherwise provided in the Company Law, must be with the attendance of the majority of the directors and the consent of the majority of the attending directors.

Article 18 : The Chairman is to preside the Board meeting. If the Chairman is on leave or cannot perform duty for reasons, the Vice Chairman is to preside the meeting. If there is not a Vice Chairman appointed or the Vice Chairman is also on leave or cannot perform duty for reasons, the Chairman is to appoint his/her representative to preside the meeting. If the Chairman failed to have his/her representative appointed, the representative is to be elected among the Board directors. Board director shall attend the Board meeting in person; however, the Board director who cannot attend the Board meeting in person for reasons may have had other director attending the meeting on his/her behalf by proxy with the scope of authorized detailed. The Board director's attending the Board meeting by proxy is limited to appointing one representative only.

If the Board meeting is convened by a video conference, the directors who have attended the Board meeting by a video conference shall be deemed as attending in person.

Article 19 : The Board of Directors is to determine the remuneration to the Company's directors and supervisors depending on the extent of their involvement in the Company's business operations and their contributions; also, by referring to the domestic industry standards, regardless of the operating profit or loss.

Article 20 : The Company has the management appointed with the commission, discharge, and remuneration processed in accordance with the Company Law.

#### Chapter 5 Accountants

Article 21 : The Company's fiscal year is for a period from January 1 to December 31.

Article 22 : The Company should have the following reports prepared at the end of each fiscal year in accordance with Article 228 of the Company Law. The following reports should be presented to the supervisors for review thirty days prior to the shareholders' meeting date and the supervisors should have

a review report issued and presented in the general shareholders' meeting for acknowledgement:

1. Business Report
2. Financial Statements
3. Statement of Earnings Distribution or Loss Subsidy

Article 23 : Dividends and bonuses are distributed proportionally to the shareholding of the shareholders. The Company without any earnings may not have dividends and bonuses distributed.

Article 24 : The Company's annual earnings, if any, are to be distributed in an orderly manner as follows:

1. Making up losses of prior periods;
2. Appropriating 10% legal reserve and appropriating or reversing special reserve, is necessary;
3. Appropriate an amount equivalent to 8~15% of the earnings net of the amount stated in Paragraph 1 and Paragraph 2 above as bonus to employees. The stock dividend to employees is also available to the qualified employees of the subsidiaries; also, the Board of Directors is authorized to regulate the related matters.
4. Appropriate an amount equivalent to 2% or less of the earnings net of the amount stated in Paragraph 1 and Paragraph 2 above as remuneration to directors and supervisors.
5. The remaining balance plus the unappropriated earnings of prior periods are the distributable earnings. The Board of Directors is to propose the earnings distribution in the shareholders' meeting for a resolution.

The industry that the Company engaged in is growing. In consideration of the current and future development plans, investment environment, capital needs, and domestic and international competition; also, taking into account the interests of shareholders, balanced dividends, and the Company's long-term financial planning, the earnings distribution is processed in conformity with the requirements stated in the preceding paragraph; also, the distribution of shareholder dividend shall not be less than 50% of the accumulated distributable earnings. Stock dividend is distributed with priority, of which, cash dividend shall not be less than 10% of the total shareholder dividend distributed. However, the Board of Directors may have the said distribution ratio adjusted according to the overall business operation with a resolution reached in the shareholders' meeting.

Article 25 : The shareholder dividend and bonus will be distributed to the shareholders who are included in the shareholders' registry five days prior to the base line date.

#### Chapter 6 Annex

Article 26 : The Company's charter and enforcement rules will be enacted separately.

- Article 27 : The matters not addressed in the Articles of Association should be processed in accordance with the Company Law.
- Article 28 : The Article of Association was enacted with the consent of the Founder's meeting conveners on August 14, 1992. The Article of Association was enacted with the consent of the Founder's meeting conveners on August 14, 1992. The 1<sup>st</sup> amendment made on June 26, 2010. The 2<sup>nd</sup> amendment made on November 20, 2010. The 3<sup>rd</sup> amendment made on March 8, 2002. The 4<sup>th</sup> amendment made on November 25, 2002. The 5<sup>th</sup> amendment made on February 10, 2002. The 6<sup>th</sup> amendment made on March 7, 2006. The 7<sup>th</sup> amendment made on August 10, 2006. The 8<sup>th</sup> amendment made on October 12, 2006. The 9<sup>th</sup> amendment made on April 29, 2007. The 10<sup>th</sup> amendment made on May 10, 2007. The 11<sup>th</sup> amendment made on July 29, 2007. The 12<sup>th</sup> amendment made on October 8, 2007. The 13<sup>th</sup> amendment made on December 31, 2007. The 14<sup>th</sup> amendment made on June 26, 2009. The 15<sup>th</sup> amendment made on May 23, 2011. The 16<sup>th</sup> amendment made on June 20, 2012. The 17<sup>th</sup> amendment made on June 10, 2013. The 18<sup>th</sup> amendment made on May 28, 2015.



[Appendix 3]

**Tons Lightology Inc.**  
**Shareholding of Directors and Supervisors**

1. The Company's common stock shares issued : 38,218,017 shares  
 The minimum required combined shareholding of all directors by law : 3,600,000 shares  
 The minimum required combined shareholding of all supervisors by law : 360,000 shares
2. The number of shares held by all directors and supervisors as of the stop-transfer date on April 2, 2016 is as follows;

Unit: Shares; %

Title	Name	Elected date	Elected shareholding		Current shareholding	
			Shares	Percentage of the outstanding shares (%)	Shares	Percentage of the outstanding shares (%)
Chairman	SHIH-CHUAN TANG	.06.16.2014	3,137,715	8.90	3,431,988	8.98
Director	CHIA-CHENG HUNG	06.16.2014	1,297,238	3.68	1,451,189	3.80
Director	China Investment Co., Ltd. Representative: SHYH-CHIN LEE	06.16.2014	1,242,237	3.52	1,317,889	3.45
Director	SHAO-CHUN TSAI	06.16.2014	-	-	-	-
Independent Director	JIAN-CHUNG YUAN	06.16.2014	-	-	-	-
Independent Director	HSIANG-TSAI CHIANG	05.28.2015	-	-	-	-
Independent Director	CHUNG-YUAN HSU	05.28.2015	-	-	-	-
Supervisor	CHIH-CHIANG TING	06.16.2014	-	-	-	-
Supervisor	HUNG SHA	06.16.2014	506,358	1.44	537,194	1.40
Supervisor	MING-HSIN CHEN	06.16.2014	-	-	-	-
The number of shares and shareholding ratio held by all directors			-	-	6,201,066	16.23
The number of shares and shareholding ratio held by all supervisors			-	-	537,194	1.40
The number of shares and shareholding ratio held by all directors and supervisors			-	-	6,738,260	17.63

[Appendix 4]

**The impact of current stock dividend on the Company's business performance, earnings per share, and return on shareholder's investment**

Unit: NT\$1,000; shares

Item		The 2015 earnings distribution	
Paid-up capital - beginning		381,378	
Current dividend distribution	Cash dividends per share (NT\$)	NT\$2.80 (Note 1)	
	Stock dividend per share for capitalization from earnings	0.02 share (Note 1)	
	Stock dividend per share for capitalization from additional paid-in capital	—	
Changes in operating performance	Operating profit	Not applicable (Note 2)	
	Operating profit increase (decrease) ratio over last year		
	Net income		
	Net income increase (decrease) ratio over last year		
	Earnings per share (calculated in accordance with the weighted average number of shares)		
	Earnings per share increase (decrease) ratio over last year		
Proforma earnings per share and price-earnings ratio	If capitalization of earnings was replaced with cash dividend distributed	Proforma earnings per share (NT\$)	Not applicable (Note 2)
		Proforma annual average return on investment	
	If additional paid-in capital was not capitalized	Proforma earnings per share (NT\$)	
		Proforma annual average return on investment	
	If additional paid-in capital was not capitalized and the capitalization of earnings was replaced with cash dividend distributed	Proforma earnings per share (NT\$)	
		Proforma annual average return on investment	

Note 1: To be resolved in the shareholders' meeting.

Note 2: The 2016 financial forecast has not been published; therefore, it is not necessary to disclose the 2016 forecast.

[Appendix 5]

The proposals of the shareholders who have more than 1% shareholding of the Company's outstanding shares

1. According to Article 172-1 of the Company Law, the Company is accepting the proposals of the shareholders for the general shareholders' meeting from March 25 to April 6, 2015.
2. There was not any proposal presented by the shareholders who had more than 1% shareholding of the Company's outstanding shares during the said period of time.