

Board of Directors and Executive Management

Board of Directors

The board of directors, acting on behalf of the Company's shareholders, is charged with the task of supervising the management team. The board, elected and approved during the AGM on June 15, 2011, includes four independent directors, which more than fulfills current regulations requiring public companies having at least two independent directors. The Audit Committee, composed entirely of independent directors, replaced board supervisors. Information on the Company's Sixth Board of Directors is detailed below:

Title	Name	Date elected	Term expires	Shareholding when elected		Current shareholding		Spouse/minor's shareholdings		Education and experience	Current position(s) in the Company and other companies	Officer or director is a spouse or consanguineous within two degrees		
				Shares	%	Shares	%	Shares	%			Title	Name	Relationship
Chairman	Fu-Chi Venture Corp. Representative: Richard Tsai	2011.06.15	2014.06.14	6,387,515	0.168	5,748,763 *90,127,938	0.168 *2.635	5,986,496	0.175	MBA, Stern School, New York University Chairman, Fubon Securities Co., Ltd.	Vice Chairman, Fubon Financial Holding Co., Ltd. Vice Chairman, Taipei Fubon Commercial Bank Co., Ltd. Chairman, Taiwan Fixed Network Co., Ltd.	Vice Chairman	Daniel Tsai	Brother
Vice Chairman	Fu-Chi Venture Corp. Representative: Daniel Tsai	2011.06.15	2014.06.14	6,387,515	0.168	5,748,763 *86,979,990	0.168 *2.543	4,580,070	0.134	LL.B., National Taiwan University LL.M., Georgetown University Chairman, Fubon Insurance Co., Ltd. Chairman, Fubon Land Development Co., Ltd.	Chairman, Fubon Financial Holding Co., Ltd. Chairman, Taipei Fubon Commercial Bank Co., Ltd.	Chairman	Richard Tsai	Brother
Director	TCC Investment Co., Ltd. Representative: Cliff Lai	2011.06.15	2014.06.14	222,774,179	5.861	200,496,761 *2,349	5.861 *0.000	-	-	EMBA, National Chengchi University MS in Electrical Engineering, North Carolina State University, USA Researcher, AT&T Laboratories Vice President, Tecom Co., Ltd. Vice President, Mobitai Communications Co., Ltd. President, Reach and Range, Inc. Senior Vice President, Taiwan Fixed Network Co., Ltd. CEO, Fu Yang Media Technology Co., Ltd. Senior Vice President and Chief Business Officer, Taiwan Mobile Co., Ltd. Senior Vice President and Chief Operating Officer of Consumer Business Group, Taiwan Mobile Co., Ltd.	Co-President, Taiwan Mobile Co., Ltd. Director, Taiwan Cellular Co., Ltd. Director and President, Taiwan Fixed Network Co., Ltd. Director, Wealth Media Technology Co., Ltd. Director and President, TFN Media Co., Ltd. Chairman, Win TV Broadcasting Co., Ltd. Chairman, Globalview Cable TV Co., Ltd. Chairman, Union Cable TV Co., Ltd. Chairman, Yeong Jia Leh Cable TV Co., Ltd. Chairman, Phoenix Cable TV Co., Ltd. Chairman, Taiwan Teleservices & Technologies Co., Ltd. Chairman and President, Taiwan Super Basketball Co., Ltd. Chairman, Taiwan Kuro Times Co., Ltd. Chairman and President, TWM Communications (Beijing) Co., Ltd. Director, Fubon Multimedia Technology Co., Ltd. Director, Taipei New Horizons Co., Ltd. Director-General, Taiwan Internet Association Director, Taiwan Network Information Center	-	-	-
Director	TCC Investment Co., Ltd. Representative: Vivien Hsu	2011.06.15	2014.06.14	222,774,179	5.861	200,496,761 *None	5.861 *None	-	-	MBA, University of New South Wales, Sydney, Australia MBA, National Chengchi University Executive Vice President and Chief Financial Officer, KG Telecom Co., Ltd. President and CEO, Lambda Net Co., Ltd. President and CEO, KGEx.com Co., Ltd. President and CEO, KG Satellite Communication Co., Ltd. Chief Financial Officer, Cathay Financial Holdings Co., Ltd. Senior Vice President and Chief of Staff, Taiwan Mobile Co., Ltd. Chairman, Taiwan Tele-Shop Co., Ltd. Senior Vice President and Chief Financial Officer, Taiwan Mobile Co., Ltd. Senior Consultant and Acting President, Taiwan Fixed Network Co., Ltd.	Co-President, Taiwan Mobile Co., Ltd. Director and President, Taiwan Cellular Co., Ltd. Supervisor, Taiwan Fixed Network Co., Ltd. Director and President, Wealth Media Technology Co., Ltd. Supervisor, TFN Media Co., Ltd. Supervisor, Win TV Broadcasting Co., Ltd. Director, Globalview Cable TV Co., Ltd. Director, Union Cable TV Co., Ltd. Director, Yeong Jia Leh Cable TV Co., Ltd. Director, Phoenix Cable TV Co., Ltd. Director, Taiwan Teleservices & Technologies Co., Ltd. Supervisor, Taiwan Kuro Times Co., Ltd. Director, TWM Communications (Beijing) Co., Ltd. Director and President, TCC Investment Co., Ltd. Director and President, TFN Union Investment Co., Ltd. Supervisor, Fubon Multimedia Technology Co., Ltd. Director and President, Taipei New Horizons Co., Ltd.	-	-	-

Title	Name	Date elected	Term expires	Shareholding when elected		Current shareholding		Spouse/minor's shareholdings		Education and experience	Current position(s) in the Company and other companies	Officer or director is a spouse or consanguineous within two degrees		
				Shares	%	Shares	%	Shares	%			Title	Name	Relationship
Director	Fu-Chi Venture Corp. Representative: Victor Kung	2011.06.15	2014.06.14	6,387,515	0.168	5,748,763 *None	0.168 *None	-	-	MA in Economics and MBA in Finance, New York University Executive Vice President, Walden International Investment Group Executive Director, Citicorp Capital Asia Ltd. Director of Direct Investments, AIG Investment Corp.	Director and President, Fubon Financial Holding Co., Ltd. Director, Fubon Insurance Co., Ltd. Director, Taipei Fubon Commercial Bank Co., Ltd. Director, Fubon Asset Management Co., Ltd. Director, Fubon Bank (HK) Ltd. Vice Chairman, Haixia Capital Management Co., Ltd. Supervisor, Fubon Financial Holding Venture Capital Corp.	-	-	-
Independent Director	Jack J.T. Huang	2011.06.15	2014.06.14	-	-	-	-	-	-	LL.B., National Taiwan University LL.M., Northwestern University S.J.D., Harvard University	Partner-in-charge, Jones Day Taipei Independent Director, World Peace Holding Independent Director, Systex Corp. Director, Yulon Motor Co., Ltd. Director, Yue Yuen Development Co., Ltd. Director, Yu Shin Investment Corp. Director, Jing Yu Investment Corp. Director, Sun Shining Investment Corp. Supervisor, Tai Yuen Venture Capital Investment Corp.	-	-	-
Independent Director	Tsung-Ming Chung	2011.06.15	2014.06.14	-	-	-	-	-	-	BBA, National Taiwan University MBA, National Chengchi University CPA, ROC CPA, Connecticut, USA Partner, T.N. Soong & Co., CPAs Instructor, Department of Accounting, National Chengchi University Practice Lecture, Dept. of Accounting, National Taiwan University	Chairman, Dynapack Technology Corp. Independent Director, Chroma ATE, Inc. Director, Far Eastern International Commercial Bank Director, Unity Opto Technology Co., Ltd.	-	-	-
Independent Director	Wen-Li Yeh	2011.06.15	2014.06.14	-	-	-	-	-	-	Department of Architecture, Chung Yuan Christian University MA and Ph.D. candidate, University of Paris EMBA Studies, University of California, Berkeley Planner, Council for Economic Planning and Development under the Executive Yuan Managing Director, United Pacific International Inc. President, United Communications Managing Director and Vice Chairman, United Advertising Co. Chairman, Carat-United Media Services (Taiwan) Ltd. Chairman, Aegis Media Taiwan	Chairman, Aegis Media Greater China	-	-	-
Independent Director	J. Carl Hsu	2011.06.15	2014.06.14	-	-	-	-	-	-	BSEE, National Taiwan University Ph.D. and MS in Computer Science, UCLA Senior Executive, AT&T, Bell Labs and Lucent Technologies Communications Software Group Professor, National Tsing Hua University in Taiwan, Peking University and others	Professor, Peking University and other universities Board member of Rogers Corp., USA	-	-	-

* Personal shareholding

1. Major shareholders of TWM's institutional investors

As of February 29, 2012

Institutional investor	Major shareholders
Fu-Chi Venture Corp.	Richard Tsai (50.20%), Mei-Hui Ueng Tsai (49.75%), Cheng Ru Tsai (0.05%)
TCC Investment Co., Ltd.	Taiwan Cellular Co., Ltd. (100%)

2. Major shareholders of companies mentioned on the right hand side of the table above

As of February 29, 2012

Company	Major shareholders
Taiwan Cellular Co., Ltd.	Taiwan Mobile Co., Ltd. (100%)

3. Independence criteria of directors

As of February 29, 2012

Name	Over five years of experience in business, finance, legal and/or other areas related to the Company's business	Independence criteria (Notes)										No. of public companies in which he or she also serves as an independent director
		1	2	3	4	5	6	7	8	9	10	
Richard Tsai	V						V	V		V		0
Daniel Tsai	V						V	V		V		0
Cliff Lai	V			V	V	V		V	V	V		0
Vivien Hsu	V			V	V			V	V	V		0
Victor Kung	V	V		V	V		V	V	V	V		0
Jack J.T. Huang	V	V	V	V	V	V	V	V	V	V	V	2
Tsung-Ming Chung	V	V	V	V	V	V	V	V	V	V	V	1
Wen-Li Yeh	V	V	V	V	V	V	V	V	V	V	V	0
J. Carl Hsu	V	V	V	V	V	V	V	V	V	V	V	0

"V" denotes meeting the conditions specified above

Criterion 1: Not an employee of the Company or its affiliated companies

Criterion 2: Not a director or supervisor of the Company's affiliated companies

Criterion 3: Neither a shareholder that directly or indirectly owns more than 1% of the Company's outstanding shares, nor one of the Company's top 10 individual shareholders

Criterion 4: Not a spouse or a relative within second degree by affinity, or within five degrees by consanguinity to any person specified in criteria 1 to 3

Criterion 5: Neither a director, supervisor, or employee of an entity that directly and/or indirectly holds more than 5% of the Company's shares, nor one of the Company's top five shareholders

Criterion 6: Not a director, supervisor, manager, or shareholder owning more than 5% of the outstanding shares of certain companies that have financial or business relations with the Company

Criterion 7: Not an owner, partner, director, supervisor, manager, or spouse of any of the aforementioned, of any sole proprietorship, partnership, company, or institution that provides consultation or services of commercial, legal, financial and accounting to the Company or its affiliates within the past year

Criterion 8: Not a spouse or relative within second degree by affinity to other directors

Criterion 9: Not in contravention of Article 30 of the Company Law

Criterion 10: Not an institutional shareholder or its representative pursuant to Article 27 of the Company Law

Management Team

As of February 29, 2012

Title	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager or director is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
Co-President	Cliff Lai	2011.01.01	2,349/0.000	-	EMBA, National Chengchi University MS in Electrical Engineering, North Carolina State University, USA Researcher, AT&T Laboratories Vice President, Tecom Co., Ltd. Vice President, Mobitai Communications Co., Ltd. President, Reach and Range, Inc. Senior Vice President, Taiwan Fixed Network Co., Ltd. CEO, Fu Yang Media Technology Co., Ltd. Senior Vice President and Chief Business Officer, Taiwan Mobile Co., Ltd. Senior Vice President and Chief Operating Officer of Consumer Business Group, Taiwan Mobile Co., Ltd.	Director, Taiwan Cellular Co., Ltd. Director and President, Taiwan Fixed Network Co., Ltd. Director, Wealth Media Technology Co., Ltd. Director and President, TFN Media Co., Ltd. Chairman, Win TV Broadcasting Co., Ltd. Chairman, Globalview Cable TV Co., Ltd. Chairman, Union Cable TV Co., Ltd. Chairman, Yeong Jia Leh Cable TV Co., Ltd. Chairman, Phoenix Cable TV Co., Ltd. Chairman, Taiwan Teleservices & Technologies Co., Ltd. Chairman and President, Taiwan Super Basketball Co., Ltd. Chairman, Taiwan Kuro Times Co., Ltd. Chairman and President, TWM Communications (Beijing) Co., Ltd. Director, Fubon Multimedia Technology Co., Ltd. Director, Taipei New Horizons Co., Ltd. Director-General, Taiwan Internet Association Director, Taiwan Network Information Center	-	-	-

Title	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager or director is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
Co-President	Vivien Hsu	2011.01.01	-	-	MBA, University of New South Wales, Sydney, Australia MBA, National Chengchi University Executive Vice President and Chief Financial Officer, KG Telecom Co., Ltd. President and CEO, Lambda Net Co., Ltd. President and CEO, KGEx.com Co., Ltd. President and CEO, KG Satellite Communication Co., Ltd. Chief Financial Officer, Cathay Financial Holdings Co., Ltd. Senior Vice President and Chief of Staff, Taiwan Mobile Co., Ltd. Chairman, Taiwan Tele-Shop Co., Ltd. Senior Vice President and Chief Financial Officer, Taiwan Mobile Co., Ltd. Senior Consultant and Acting President, Taiwan Fixed Network Co., Ltd.	Director and President, Taiwan Cellular Co., Ltd. Supervisor, Taiwan Fixed Network Co., Ltd. Director and President, Wealth Media Technology Co., Ltd. Supervisor, TFN Media Co., Ltd. Supervisor, Win TV Broadcasting Co., Ltd. Director, Globalview Cable TV Co., Ltd. Director, Union Cable TV Co., Ltd. Director, Yeong Jia Leh Cable TV Co., Ltd. Director, Phoenix Cable TV Co., Ltd. Director, Taiwan Teleservices & Technologies Co., Ltd. Supervisor, Taiwan Kuro Times Co., Ltd. Director, TWM Communications (Beijing) Co., Ltd. Director and President, TCC Investment Co., Ltd. Director and President, TFN Union Investment Co., Ltd. Supervisor, Fubon Multimedia Technology Co., Ltd. Director and President, Taipei New Horizons Co., Ltd.	-	-	-
Vice President	C.A. Chuang	2003.12.01	-	-	MBA, International Management Institute, Switzerland MS in Industrial Education, National Taiwan Normal University Manager, Human Resources Department, China Steel Corp. Vice President, TransAsia Telecommunications Inc.	None	-	-	-

Title	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager or director is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
Vice President	Ariel Hwang	2004.03.01	-	-	EMBA, National Taiwan University LL.M., National Chung Hsing University LL.B., National Taiwan University Judge, Taoyuan District Court, Taiwan Judge, Banciao District Court, Taiwan Judge, Taipei District Court, Taiwan Judge, Taiwan High Court	Supervisor, Wealth Media Technology Co., Ltd. Supervisor, Global View Cable TV Co., Ltd. Supervisor, Union Cable TV Co., Ltd. Supervisor, Yeong Jia Leh Cable TV Co., Ltd. Supervisor, Phoenix Cable TV Co., Ltd. Supervisor, Taipei New Horizons Co., Ltd. Legal Consultant, Fubon Financial Holding Co., Ltd. Legal Consultant, Taiwan Fixed Network Co., Ltd.	-	-	-
Vice President	Jay Hong	2004.05.06	30,000/0.001	-	EMBA, National Sun Yat-Sen University Engineering Supervisor, Engineering Division, Nan Ya Plastics Corp. Director, Procurement Division, TransAsia Telecommunications Inc. Vice President, Customer Service Division, TransAsia Telecommunications Inc. Vice President, Direct Store Division, Taiwan Mobile Co., Ltd. President, Taiwan Teleservices & Technologies Co., Ltd.	None	-	-	-
Vice President	James Chang	2004.09.17	163,084/0.005	-	MS in Computer Science, University of Illinois at Chicago District Manager, AT&T Laboratories Senior Delivery Manager, IBM Global Services Senior Director, TBCommerce Network Corp. Director, AT&T Laboratories	None	-	-	-

Title	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager or director is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
Senior Vice President and Chief Financial Officer	Rosie Yu	2011.01.01	-	-	BA, National Taiwan University Executive Vice President, China Securities Co., Ltd. General Manager, Citicorp International Securities Ltd., Taipei Branch General Manager, Credit Lyonnais Securities (Asia) Ltd., Taipei Branch President, Global Investment Holdings Co., Ltd. Chairman, Global Investment Advisory (HK) Ltd.	Supervisor, Taiwan Cellular Co., Ltd. Director, Taiwan Fixed Network Co., Ltd. Director, Globalview Cable TV Co., Ltd. Director, Union Cable TV Co., Ltd. Director, Yeong Jia Leh Cable TV Co., Ltd. Director, Phoenix Cable TV Co., Ltd. Director, Taiwan Teleservices & Technologies Co., Ltd. Director, Taiwan Kuro Times Co., Ltd. Supervisor, TWM Communications (Beijing) Co., Ltd. Supervisor, Fubon Multimedia Technology Co., Ltd.	-	-	-
Vice President	Ruth Liaw	2006.05.15	-	-	MBA, National Chengchi University Partner, Arthur Andersen & Co. Chief Financial Officer, Arima Computer Corp.	Director, Taiwan Cellular Co., Ltd. Supervisor, Globalview Cable TV Co., Ltd. Supervisor, Union Cable TV Co., Ltd. Supervisor, Yeong Jia Leh Cable TV Co., Ltd. Supervisor, Phoenix Cable TV Co., Ltd. Supervisor, Taiwan Teleservices & Technologies Co., Ltd. Supervisor, TCC Investment Co., Ltd. Supervisor, TFN Union Investment Co., Ltd.	-	-	-

Title	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager or director is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
Vice President and Acting Chief Technology Officer	HS Wang	2011.01.01	216/0.000	631/0.000	Ph.D. in Electrical and Computer Engineering, Rutgers, State University of New Jersey Lecturer/Assistant Professor, Information Engineering Department, Chinese University of Hong Kong Vice President, Mediatec Corp. Vice President, First International Telecom	Director, Wealth Media Technology Co., Ltd. Director, Globalview Cable TV Co., Ltd. Director, Union Cable TV Co., Ltd. Director, Yeong Jia Leh Cable TV Co., Ltd. Director, Phoenix Cable TV Co., Ltd. Director, Taiwan Super Basketball Co., Ltd.	-	-	-
Vice President	Techi Juan	2002.05.21	93,564/0.003	915/0.000	MS in Electronics Engineering, University of Missouri, Columbia Engineer, Lucent Technologies Telecommunications Taiwan Co., Ltd. Technical Manager, Asia Pacific Intellectual Property Association Senior Director, Taiwan Mobile Co., Ltd.	None	-	-	-
Vice President	Egon Chen	2004.02.16	84,158/0.002	-	BS in EE, Tamkang University Director, Suretone Telecom Senior Director, Taiwan Fixed Network Vice President, Howin Technologies	None	-	-	-
Vice President	Chien Chen	2004.02.16	-	-	EMBA, National Taiwan University Manager, Siemens Telecommunication Systems Ltd. Director, Suretone Telecom, Inc. Vice President, Taiwan Fixed Network Co., Ltd. Vice President, Howin Technologies Corp.	None	-	-	-

Title	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager or director is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
Vice President	Tom Koh	2011.10.17	-	-	Ph.D. in Electrical & Computer Engineering, Johns Hopkins University Member of Tech. Staff, Bellcore Senior Technologist, Motorola Senior Sales Engineer, Ensemble Communications Senior Technical Marketing Engineer, Cisco-Linksys Senior Director, Qualcomm	None	-	-	-
Vice President and Deputy Chief Operating Officer	Jeff Ku	2005.06.06	12,243/0.000	-	EMBA, National Taiwan University MBA, University of Wollongong, Australia Director, Far EasTone Telecommunications Co., Ltd. Vice President, Taiwan High Speed Rail Corp.	Director, Taiwan Kuro Times Co., Ltd. Director, TWM Communications (Beijing) Co., Ltd.	-	-	-
Vice President	Sean Hsieh	2003.12.08	246,396/0.007	-	BS in Business Administration and Sociology, Fu Jen Catholic University University of Texas, Austin Account Supervisor, Bozell CCAA Group Account Director, Series DMB&B Communications Marketing and Sales Manager, PUMA North Asia Ltd., Taiwan Branch Marketing Director, TransAsia Telecommunications, Inc. Vice President, TransAsia Telecommunications, Inc. Vice President, Enterprise Solution and Channel Sales, Taiwan Mobile Co., Ltd.	President, Taiwan Kuro Times Co., Ltd.	-	-	-

Title	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager or director is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
Vice President	Simon Wang	2004.10.11	91,083/0.003	-	EMBA, National Taiwan University BS in Telecommunications Engineering, National Chiao Tung University Manager, Technology & Quality Division, Philips Electronics Industry Co., Ltd. General Manager, Philips Optel Division Corp. General Manager, Fu Shing Can & Metal Manufacturing Co., Ltd. General Manager, ICAN Manufacturing Co., Ltd. Director, Teco Optical Electronics Co., Ltd. Factory Manager, Yeti Electronics Co., Ltd. Executive Vice President, TransAsia Telecommunications Inc.	None	-	-	-
Vice President	Paul Huang	2008.01.21	199,338/0.006	-	MS in Computer Science, Bradley University, USA Supervisor, Siemens Telecommunication Systems Ltd. Account and Project Manager, Nortel, Taiwan Branch Vice President, Business Development, Hong Kong Telecom, Taiwan Branch Vice President, Sales and Services, Far EasTone Telecommunications Co., Ltd. Vice President, Business and Operations, Far Eastern Electronic Toll Collection Co., Ltd.	None	-	-	-

Title	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager or director is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
Vice President	Steve Chou	2011.04.25	-	-	MBA, Southern Methodist University, USA Assistant Vice President, Credit Card, Citibank, N.A., Taiwan Vice President, Customer Service, TransAsia Telecommunications Vice President, Customer Service, Sparq Telecom General Manager, Secured Lending, Standard Chartered Bank, Taiwan Senior Vice President, Customer Service, HSBC Bank Taiwan	Director and President, Taiwan Teleservices & Technologies Co., Ltd.	-	-	-
Vice President	Joseph Yang	2007.11.09	48,720/0.001	-	BS in Transportation Management, National Chiao Tung University Advisory Systems Engineer, Systems Engineer, IBM Taiwan Technical Manager, Central and South Branch, IBM Taiwan Solutions Director, Finance Industry, IBM Taiwan Sales Director, Finance Industry, IBM Taiwan Vice President for Sales, Eastern Broadband Telecom Chief Operating Officer, Eastern Broadband Telecom Senior Vice President, Asia Pacific Telecom Group Chief Marketing Officer, Asia Pacific Telecom Group Product Director, Asia Region, High Tech Computer	None	-	-	-

Compensation to directors and management executives

1. Compensation to directors

Unit: NT\$

Title		Chairman	Vice Chairman	Director	Director	Director	
Name		Fu-Chi Venture Corp.	Fu-Chi Venture Corp.	TCC Investment Co., Ltd.	TCC Investment Co., Ltd.	Fu-Chi Venture Corp.	
Representative		Richard Tsai	Daniel Tsai	Cliff Lai	Vivien Hsu	Victor Kung	
Director's compensation	Cash compensation (A)	Stand-alone	-	-	-	-	
		Consolidated	-	-	-	-	
	Retirement pay (B)	Stand-alone	-	-	-	-	-
		Consolidated	-	-	-	-	-
	Earnings paid as compensation to directors (C)	Stand-alone	5,805,507	4,354,130	2,902,754	2,902,754	2,902,754
		Consolidated	5,805,507	4,354,130	2,902,754	2,902,754	2,902,754
	Professional fee (D)	Stand-alone	210,000	160,000	140,000	160,000	160,000
		Consolidated	351,000	286,000	441,000	488,000	300,000
A+B+C+D as a % of net profit		Stand-alone	0.04466%	0.03352%	0.02259%	0.02274%	0.02274%
		Consolidated	0.04518%	0.03405%	0.02454%	0.02489%	0.02351%
Employee profit sharing	Performance-based salary (E)	Stand-alone					
		Consolidated					
	Retirement pay of employees (F)	Stand-alone					
		Consolidated					
	Earnings paid as bonus to employees (G)	Stand-alone	Cash bonus				
			Stock bonus				
		Consolidated	Cash bonus				
			Stock bonus				
Employee stock option granted (H)	Stand-alone						
	Consolidated						
A+B+C+D+E+F+G+H as a % of net profit		Stand-alone					
		Consolidated					
Compensation from investees other than subsidiaries		-	-	6,000	6,000	-	
Other allowances							

Unit: NT\$

Title		Independent Director	Independent Director	Independent Director	Independent Director	Total		
Name		Jack J.T. Huang	Tsung-Ming Chung	Wen-Li Yeh	J. Carl Hsu			
Representative								
Director's compensation	Cash compensation (A)	Stand-alone	-	-	-	-	-	
		Consolidated	-	-	-	-	-	
	Retirement pay (B)	Stand-alone	-	-	-	-	-	
		Consolidated	-	-	-	-	-	
	Earnings paid as compensation to directors (C)	Stand-alone	4,354,130	4,354,130	4,354,130	4,354,130	36,284,419	
		Consolidated	4,354,130	4,354,130	4,354,130	4,354,130	36,284,419	
	Professional fee (D)	Stand-alone	310,000	460,000	380,000	380,000	2,360,000	
		Consolidated	310,000	460,000	380,000	380,000	3,396,000	
A+B+C+D as a % of net profit	Stand-alone	0.03463%	0.03574%	0.03515%	0.03515%	0.28692%		
	Consolidated	0.03423%	0.03533%	0.03474%	0.03474%	0.29121%		
Employee profit sharing	Performance-based salary (E)	Stand-alone					68,038,850	
		Consolidated					68,038,850	
	Retirement pay of employees (F)	Stand-alone					216,000	
		Consolidated					216,000	
	Earnings paid as bonus to employees (G)	Stand-alone	Cash bonus					11,135,959
			Stock bonus					-
		Consolidated	Cash bonus					11,135,959
			Stock bonus					-
Employee stock option granted (H)	Stand-alone						-	
	Consolidated						-	
A+B+C+D+E+F+G+H as a % of net profit	Stand-alone						0.87636%	
	Consolidated						0.87384%	
Compensation from investees other than subsidiaries		-	-	-	-		12,000	
Other allowances							1,395,498	

2. Range of compensation to directors

Range of compensation to directors	Name of directors			
	Director's compensation		Director's compensation + employee profit sharing	
	On a stand-alone basis	On a consolidated basis	On a stand-alone basis	On a consolidated basis
NT\$0~NT\$1,999,999	Richard Tsai, Daniel Tsai, Cliff Lai, Vivien Hsu, Victor Kung	Richard Tsai, Daniel Tsai, Cliff Lai, Vivien Hsu, Victor Kung	Victor Kung	Victor Kung
NT\$2,000,000~NT\$4,999,999	Jack J.T.Huang, Tsung-Ming Chung, Wen-Li Yeh, J. Carl Hsu	Jack J.T. Huang, Tsung-Ming Chung, Wen-Li Yeh, J. Carl Hsu	Jack J.T. Huang, Tsung-Ming Chung, Wen-Li Yeh, J. Carl Hsu	Jack J.T. Huang, Tsung-Ming Chung, Wen-Li Yeh, J. Carl Hsu
NT\$5,000,000~NT\$9,999,999	TCC Investment Co., Ltd.	TCC Investment Co., Ltd.	TCC Investment Co., Ltd.	TCC Investment Co., Ltd.
NT\$10,000,000~NT\$14,999,999	Fu-Chi Venture Corp.	Fu-Chi Venture Corp.	Fu-Chi Venture Corp.	Fu-Chi Venture Corp.
NT\$15,000,000~NT\$29,999,999	-	-	Richard Tsai, Daniel Tsai, Cliff Lai, Vivien Hsu	Richard Tsai, Daniel Tsai, Cliff Lai, Vivien Hsu
NT\$30,000,000~NT\$49,999,999	-	-	-	-
NT\$50,000,000~NT\$99,999,999	-	-	-	-
NT\$100,000,000 and above	-	-	-	-
Total	11	11	11	11

3. Compensation to management executives

Unit: NT\$

Title and name	Co-President, Cliff Lai; Co-President, Vivien Hsu; Chief Financial Officer, Rosie Yu; Acting Chief Technology Officer, H.S. Wang; Vice President, C.A. Chuang; Vice President, Ariel Hwang; Vice President, Jay Hong; Vice President, James Chang; Vice President, Ruth Liaw; Vice President, Tech Juan; Vice President, Egon Chen; Vice President, Chien Chen; Vice President, Tom Koh; Deputy Chief Operating Officer of the Consumer Business Group, Jeff Ku; Vice President, Sean Hsieh; Vice President, Paul Huang; Vice President, Simon Wang; Vice President, Steve Chou; Vice President, Joseph Yang <u>Resigned managers</u> : Senior Vice President, George C. Chou; Vice President, Andrew Wong; Vice President, Jerry Chu; Vice President, Daphne Yang		Total
Salary (A)	Stand-alone		95,223,014
	Consolidated		95,223,014
Pension (B) (Note 1)	Stand-alone		2,014,425
	Consolidated		2,014,425
Performance-based salary (C)	Stand-alone		56,943,878
	Consolidated		57,285,478
Employee profit sharing (D)	Stand-alone	Cash	38,250,677
		Stock	-
	Consolidated	Cash	38,250,677
		Stock	-
D as a % of net profit	Stand-alone		0.28%
	Consolidated		0.28%
A+B+C+D as a % of net profit	Stand-alone		1.43%
	Consolidated		1.41%
Employee stock options	Stand-alone		-
	Consolidated		-
Compensation from investees other than subsidiaries			18,000
Transportation allowances	Stand-alone		2,007,792
	Consolidated		2,157,773

Note 1: The Company's contribution to employee's pension account, not actual amount paid.

4. Range of compensation to management executives

Range of compensation to executives	Name of management executives	
	On a stand-alone basis	On a consolidated basis
NT\$0~NT\$1,999,999	Tom Koh, Daphne Yang	Tom Koh, Daphne Yang
NT\$2,000,000~NT\$4,999,999	George C. Chou; Steve Chou; Jerry Chu	George C. Chou, Steve Chou, Jerry Chu
NT\$5,000,000~NT\$9,999,999	H.S. Wang, Jeff Ku, Ariel Hwang, C.A. Chuang, Jay Hong, Ruth Liaw, Tech Juan, Egon Chen, Chien Chen, Paul Huang, Sean Hsieh, Simon Wang, Joseph Yang, Andrew Wong	H.S. Wang, Jeff Ku, Ariel Hwang, C.A. Chuang, Jay Hong, Ruth Liaw, Tech Juan, Egon Chen, Chien Chen, Paul Huang, Sean Hsieh, Simon Wang, Joseph Yang, Andrew Wong
NT\$10,000,000~NT\$14,999,999	Rosie Yu, James Chang	Rosie Yu, James Chang
NT\$15,000,000~NT\$29,999,999	Cliff Lai, Vivien Hsu	Cliff Lai, Vivien Hsu
NT\$30,000,000~NT\$49,999,999	-	-
NT\$50,000,000~NT\$99,999,999	-	-
NT\$100,000,000 and above	-	-
Total	23	23

Note: Compensation paid to managers in the above table was based on tenure. Compensation paid to managers who also served as directors is detailed in the "Compensation to directors" table.

5. The names of managers and their employee bonuses are included in the table above.

Compensation to directors and management executives as a percentage of net income over the past two years and guiding principles

1. Compensation to directors

Unit: NT\$

Type	Year	Compensation to directors	As a % of net profit	Net profit
On a stand-alone basis	2010	214,984,114	1.5554%	13,822,185,662
	2011	118,035,228	0.8764%	13,468,763,392
On a consolidated basis	2010	215,765,714	1.5615%	13,817,777,608
	2011	119,083,228	0.8739%	13,626,179,950

Guiding principles for compensation to directors

Remuneration policies, standards and package

- (1) The board is authorized to decide the remuneration for the chairman and vice chairman, but it should not be higher than the remuneration payable to the CEO of the Company.
- (2) Directors are paid according to the resolution on earnings distribution approved at the annual general shareholders' meeting. Remuneration or other equivalent allowance for directors are based on their involvement in the Company's operations and contribution to the Company, the "Rules for Setting Director's Remuneration" and industry norms.
- (3) Transportation allowances are paid quarterly based on attendance in board meetings and for services rendered as the chairman or a member of the Audit Committee and Compensation Committee.

Procedure for setting remuneration

- (1) In accordance with the Company's Articles of Incorporation, compensation to directors shall not exceed 0.3% of the Company's annual net income after deducting previous years' losses, appropriating 10% thereof for legal reserves, and setting aside special reserves.
- (2) Transportation allowances are determined in accordance with the "Rules for Setting Director's Remuneration."

Performance factor

Compensation to each director is assessed based on his/her contribution to the operations of the Company and the board. The Compensation Committee reviews the compensation mechanism periodically, taking future operating risks, environmental conservation and corporate social responsibility into consideration.

2. Compensation to management executives

Unit: NT\$

Type	Year	Compensation to management executives	As a % of net profit	Net profit
On a stand-alone basis	2010	306,597,532	2.2182%	13,822,185,662
	2011	192,431,994	1.4287%	13,468,763,392
On a consolidated basis	2010	309,219,007	2.2378%	13,817,777,608
	2011	192,791,594	1.4149%	13,626,179,950

Guiding principles for compensation to management executives

Remuneration policies, standards and package

- (1) Compensation to the president and vice presidents comprises a fixed monthly salary and performance bonus.
- (2) Performance bonuses are determined based on the president's or the vice president's contribution to the Company and the results of an annual performance appraisal. The above-mentioned bonuses are proposed by the Compensation Committee for approval at the board meeting.

Procedure for setting remuneration

- (1) In accordance with the Company's Articles of Incorporation, employee profit sharing paid to the president and vice presidents is from the pool of 1% to 3% of the Company's annual net income after deducting previous years' losses, appropriating 10% thereof for legal reserves, and setting aside special reserves.
- (2) Year-end bonuses are set based on the Company's performance and the annual budget approved by the board and the chairman.

Performance factor

- (1) Variable compensations in the form of employee profit sharing and performance-based bonuses account for approximately 50% of the remuneration and are determined based on the president's or vice president's contribution to the Company's operations. The Company shall review the compensation mechanism periodically, taking future operating risks, environmental conservation, and corporate social responsibilities into consideration.
- (2) The Human Resources Department is tasked with preparing the annual compensation for the president and vice presidents and submitting a report to the Compensation Committee.