

**Major dissenting comments among directors over board meeting resolutions from 2012 up to the publication date in 2013:** None

**Resigned/discharged chairman, president, chief accounting officer, chief financial officer, chief internal audit officer and chief research officer:**

As of March 15, 2013

Title	Name	Date of taking office	Date of resignation	Reason for resignation/discharge
Chief Accounting Officer	Ruth Liaw	2006.08.15	2012.09.12	Resignation
Chief Internal Audit Officer	Jay Hong	2008.01.17	2012.12.11	Position Adjustment

## Certified Public Accountant (CPA) Information

### 1. CPA service fees

Unit: NT\$'000

Accounting firm	Name of CPA		Audit fee	Non-audit fee			Period covered by CPA's audit	Remarks
				Company registration	Other	Total		
KPMG	Simon Chen	Janice Lai	8,250	-	685	685	Year 2012	Fees for other non-audit services were mainly for tax-related consultation

Range of CPA service fee	Audit fee	Non-audit fee	Total
NT\$0~NT\$1,999,999	-	✓	-
NT\$2,000,000~NT\$3,999,999	-	-	-
NT\$4,000,000~NT\$5,999,999	-	-	-
NT\$6,000,000~NT\$7,999,999	-	-	-
NT\$8,000,000~NT\$9,999,999	✓	-	✓
NT\$10,000,000 and above	-	-	-

### 2. Other information

- (1) If non-audit fees paid to CPAs, their accounting firm and its affiliates are more than one-fourth of audit fees, specify the amount of audit and non-audit fees, as well as the scope of non-audit services: Not applicable

(2) For CPA changes, if the audit fee in the first year is lower than that of the prior year, specify the audit fee before and after the change and the reasons: Not applicable

(3) If audit fees dropped by more than 15%, specify the amount and percentage of decline and reasons: Not applicable

**3. Information on CPA changes:** None

**4. Company Chairman, President or finance/accounting manager held positions in the Company's audit firm or its affiliates within the past one year:** None

## Direct and indirect investments in affiliated companies

As of December 31, 2012

Unit: shares, %

Long-term investments under equity method	Investment by TWM		Direct and indirect investment by TWM directors and management		Total investment	
	Shares	Holding (%)	Shares	Holding (%)	Shares	Holding (%)
Taiwan Cellular Co., Ltd.	370,895,800	100.00%	–	–	370,895,800	100.00%
Wealth Media Technology Co., Ltd.	39,065,000	100.00%	–	–	39,065,000	100.00%
Taipei New Horizon Co., Ltd.	92,315,000	49.90%	–	–	92,315,000	49.90%

## Changes in shareholdings of directors, managers and major shareholders

### 1. Insignificant changes in shareholder structure

Unit: shares

Title	Name	2012		2013 (as of March 15)	
		Net change in shareholding	Net change in shares pledged	Net change in shareholding <sup>1</sup>	Net change in shares pledged
Chairman	Fu-Chi Venture Corp. Representative: Richard Tsai				
Vice Chairman	Fu-Chi Venture Corp. Representative: Daniel Tsai	0	0	0	0
Director	Fu-Chi Venture Corp. Representative: Victor Kung				
Director	TCC Investment Co., Ltd. Representative: Cliff Lai	0	0	0	0
Director	TCC Investment Co., Ltd. Representative: Vivien Hsu				
Independent Director	Jack J.T. Huang	0	0	0	0