

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 12, 2014, includes four independent directors, which more than fulfill current regulations requiring public companies to have at least two independent directors. The Audit Committee, composed entirely of independent directors, replaced board supervisors. Information on the Company's Seventh Board of Directors is detailed below:

As of March 25, 2015

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	2014.06.12	2017.06.11	5,748,763	0.168	5,748,763 *90,257,938	0.168 *2.638	5,986,496	0.175	MBA, Stern School, New York University BA, National Taiwan University Chairman, Fubon Life Insurance Co., Ltd. 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	2014.06.12	2017.06.11	5,748,763	0.168	5,748,763 *92,109,990	0.168 *2.693	4,580,070	0.134	LL.M., Georgetown University LL.B., National Taiwan University Chairman, Fubon Land Development Co., Ltd. Chairman, Fubon Insurance 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: James Jeng	2014.06.12	2017.06.11	200,496,761	5.861	200,496,761 *None	5.861 *None	—	—	PhD and MS in Electrical and Computer Engineering, New York State University BS in Electrical Engineering, National Cheng Kung University Chairman and CEO, Kbro Co., Ltd. Chief Technology Officer and Chief Operating Officer of Home Business Group, Taiwan Mobile Co., Ltd. President, Asia Pacific Online CEO, Asia Pacific Broadband Telecom Co., Ltd. CEO, Asia Pacific Broadband and Wireless Communications Inc. CEO, Asia Pacific Telecom Group Executive Vice President, United Fiber Optic Communication Inc. Member of Technical Staff, AT&T Bell Labs, USA	President, Taiwan Mobile Co., Ltd. Director and President, Taiwan Cellular Co., Ltd. Director and President, Taiwan Fixed Network Co., Ltd. Chairman and President, Taiwan Digital Service Co., Ltd. Director and President, 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. Director, Taipei New Horizon Co., Ltd. Chairman, Taiwan Kuro Times Co., Ltd. Chairman, Taiwan Teleservices & Technologies Co., Ltd. Chairman and President, TWM Communications (Beijing) Co., Ltd. Director, momo.com Inc.	—	—	—
Director	TCC Investment Co., Ltd. Representative: Howard Lin (Note 1)	2014.06.12	2017.06.11	200,496,761	5.861	200,496,761 *None	5.861 *None	—	—	PhD in Chemical Engineering, National Taiwan University Senior Vice President, Fubon Financial Holding Co., Ltd. President, Fubon Asset Management Co., Ltd. Director, Technical & Development Dept., Grand Pacific Petrochemical Corp.	Chief Investment Officer, Fubon Financial Holding Co., Ltd. Vice Chairman, Fubon Life Insurance Co., Ltd. Vice Chairman, Fubon Financial Holding Venture Capital Corp. Chairman, momo.com Inc. Chairman, Sinostar Capital Inc. Director, Fu Sheng Travel Service Co., Ltd. Director, Hong Kong Fubon Multimedia Technology Co., Ltd. Director, Fubon Asset Management 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: Vivien Hsu	2014.06.12	2017.06.11	5,748,763	0.168	5,748,763 *8,377	0.168 *0.000	—	—	MBA, University of New South Wales, Sydney, Australia MBA, National Chengchi University Co-President, Taiwan Mobile Co., Ltd. Senior Vice President and Chief Financial Officer, Taiwan Mobile Co., Ltd. Chairman, Win TV Broadcasting Co., Ltd. Senior Consultant and Acting President, Taiwan Fixed Network Co., Ltd. Chairman, Taiwan Tele-Shop Co., Ltd. Senior Vice President and Chief of Staff, Taiwan Mobile Co., Ltd. Chief Financial Officer, Cathay Financial Holding Co., Ltd.	President, Fubon Financial Holding Co., Ltd. Director, Fubon Bank (China) Co., Ltd. Non-Executive Director, Fubon Bank (Hong Kong) Ltd. Director, Taipei Fubon Commercial Bank Co., Ltd. Director, Social Enterprise Commitment Foundation Supervisor, Commerce Development Research Institute	—	—	—
Independent Director	Jack J.T. Huang	2014.06.12	2017.06.11	—	—	—	—	—	—	S.J.D., Harvard University LL.M., Northwestern University LL.B., National Taiwan University	Partner-in-charge, Jones Day Taipei Independent Director, World Peace Holding Independent Director, Systex Corp. Independent Director, CTCL Corp. Director, Yulon Motor Co., Ltd.	—	—	—
Independent Director	Tsung-Ming Chung	2014.06.12	2017.06.11	—	—	—	—	—	—	MBA, National Chengchi University BBA, National Taiwan University CPA, ROC CPA, Connecticut, USA Instructor, Department of Accounting, National Taiwan University Lecturer, Department of Accounting, National Chengchi University Partner, T.N. Soong & Co.	Chairman, Dynapack Technology Corp. Independent Director, Chroma ATE Inc. Director, Far Eastern International Commercial Bank Director, Unity Opto Technology Co., Ltd. Supervisor, Chien Kuo Construction Co., Ltd.	—	—	—
Independent Director	Hsueh-Jen Sung	2014.06.12	2017.06.11	—	—	—	—	—	—	MBA, Harvard University Master of Commerce, National Chengchi University Bachelor of Science, National Chiao Tung University Vice Chairman and member of Global Partnership Committee and Asian Management Committee, Goldman Sachs (Asia) Ltd. President and CEO, Grand Cathay Securities Corp. Country Manager, Westpac Banking Corp.	Chairman, Vauclose Capital Management Ltd. Chairman, Shi Chiuan Capital Management Ltd.	—	—	—
Independent Director	Guu-Chang Yang	2014.06.12	2017.06.11	—	—	—	—	—	—	PhD in Electrical Engineering, University of Maryland at College Park Distinguished Professor, Department of Electrical Engineering / Institute of Communications Engineering, National Chung Hsing University Chairman, Department of Electrical Engineering, National Chung Hsing University Professor, Department of Electrical Engineering, National Chung Hsing University	Chair Professor, Department of Electrical Engineering / Institute of Communications Engineering, National Chung Hsing University	—	—	—

* Personal shareholdings

Note 1: Howard Lin had served as a representative of an institutional director of TWM from June 13, 2008 to September 18, 2009.

Note 2: Shareholdings of less than 0.001% are denoted as "0.000" and zero shareholdings are denoted as "None".

1. Major shareholders of TWM's institutional investors

As of March 25, 2015

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 March 25, 2015

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

3. Qualifications and independence criteria of directors

As of March 25, 2015

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		V		0
Daniel Tsai	V	V					V	V		V		0
James Jeng	V			V	V		V	V	V	V		0
Howard Lin	V	V		V	V		V	V	V	V		0
Vivien Hsu	V			V	V		V	V	V	V		0
Jack J.T. Huang	V	V	V	V	V	V	V	V	V	V	V	3
Tsung-Ming Chung	V	V	V	V	V	V	V	V	V	V	V	1
Hsueh-Jen Sung	V	V	V	V	V	V	V	V	V	V	V	0
Guu-Chang Yang	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 (unless the person is an independent director of the Company, the Company's parent company or any subsidiary in which the Company holds, directly or indirectly, more than 50 percent of the voting shares)

Criterion 3: Not a shareholder whose total holdings, including that of his/her spouse and minor children, or shares held under others' names reach or exceed 1 percent of the total outstanding shares of the Company or rank among the top 10 individual shareholders

Criterion 4: Not a spouse or 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 any company that has 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 commercial, legal, financial or accounting services or consultations to the Company or its affiliates. However, members of the Compensation Committee are not covered by this restriction per Article 7 of the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter

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 Act

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

Management Team

As of March 25, 2015

Title / Division	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
President/ President's Office	James Jeng	2014.01.06	–	–	PhD and MS in Electrical and Computer Engineering, New York State University BS in Electrical Engineering, National Cheng Kung University Chairman and CEO, Kbro Co., Ltd. Chief Technology Officer and Chief Operating Officer of Home Business Group, Taiwan Mobile Co., Ltd. President, Asia Pacific Online CEO, Asia Pacific Broadband Telecom Co., Ltd. CEO, Asia Pacific Broadband and Wireless Communications Inc. CEO, Asia Pacific Telecom Group Executive Vice President, United Fiber Optic Communication Inc. Member of Technical Staff, AT&T Bell Labs, USA	Director and President, Taiwan Cellular Co., Ltd. Director and President, Taiwan Fixed Network Co., Ltd. Chairman and President, Taiwan Digital Service Co., Ltd. Director and President, 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. Director, Taipei New Horizon Co., Ltd. Chairman, Taiwan Kuro Times Co., Ltd. Chairman, Taiwan Teleservices & Technologies Co., Ltd. Chairman and President, TWM Communications (Beijing) Co., Ltd. Director, momo.com Inc.	–	–	–

Title / Division	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
Executive Vice President and Chief Financial Officer / Finance and Administration Group	Rosie Yu	2014.02.10	—	—	BA, National Taiwan University Senior Vice President and Chief Financial Officer, Taiwan Mobile Co., Ltd. Chairman, Global Investment Advisory (HK) Ltd. President, Global Investment Holdings Co., Ltd. General Manager, Credit Lyonnais Securities (Asia) Ltd., Taipei Branch General Manager, Citicorp International Securities Ltd., Taipei Branch Executive Vice President, China Securities 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 Kuro Times Co., Ltd. Director, Taiwan Pelican Express Co., Ltd. Supervisor, Taiwan Cellular Co., Ltd. Supervisor, Taiwan Fixed Network Co., Ltd. Supervisor, Taiwan Digital Service Co., Ltd. Supervisor, Wealth Media Technology Co. Ltd. Supervisor, TFN Media Co. Ltd. Supervisor, Win TV Broadcasting Co., Ltd. Supervisor, Taiwan Teleservices & Technologies Co., Ltd. Supervisor, TWM Communications (Beijing) Co., Ltd.	—	—	—
Vice President / Finance and Administration Group	Jay Hong	2004.05.06	5,000/0.000	—	EMBA, National Sun Yat-sen University Vice President, Taiwan Mobile Co., Ltd. President, Taiwan Teleservices & Technologies Co., Ltd. Vice President, Direct Store Division, Taiwan Mobile Co., Ltd. Vice President, Customer Service Division, TransAsia Telecommunications Inc. Director, Procurement Division, TransAsia Telecommunications Inc.	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.	—	—	—

Title / Division	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 / Corporate Group	Ariel Hwang	2004.03.01	-	-	EMBA, National Taiwan University LL.M., National Chung Hsing University LL.B., National Taiwan University Judge, Taiwan High Court Judge, Taiwan Taipei District Court Judge, Taiwan New Taipei District Court Judge, Taiwan Taoyuan District Court	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, Taipei New Horizon Co., Ltd. Legal Consultant, Fubon Financial Holding Co., Ltd. Legal Consultant, Taiwan Fixed Network Co., Ltd.	-	-	-
Vice President / Corporate Group	Joseph Yang	2007.11.09	-	-	BS in Transportation Management, National Chiao Tung University Product Director, Asia Region, HTC Corp. Chief Marketing Officer, Asia Pacific Telecom Group Chief Operating Officer, Eastern Broadband Telecom Sales Director, Finance Industry, IBM Taiwan Solutions Director, Finance Industry, IBM Taiwan	None	-	-	-
Vice President / Corporate Group	Iris Liu	2014.07.14			MBA, National Chengchi University Vice President, Taiwan Television Enterprise Ltd. Chairman, TTV Cultural Enterprise Ltd.	Vice President, Taipei New Horizon Co., Ltd.	-	-	-
Vice President / Information Technology Group	James Chang	2004.09.17	163,084/0.005	-	MS in Computer Science, University of Illinois at Chicago Director, AT&T Laboratories Senior Director, TBCommerce Network Corp. Senior Delivery Manager, IBM Global Services District Manager, AT&T Laboratories	None	-	-	-

Title / Division	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 Technology Officer / Technology Group	C.H. Jih	2014.02.10	–	–	Electronics Engineering, National Taipei Industry of Technology Institute Chief Technology Officer, Kbro Co., Ltd. Vice President, TFN Media Co., Ltd. Vice President, Taiwan Fixed Network Co., Ltd. Engineering Vice President, Taiwan Cellular Corp. Vice President, Suretone Telecom Inc. Project Manager, Siemens Telecom, Vietnam Region	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, TWM Communications (Beijing) Co., Ltd. Independent Director, ACTi Corp. Supervisor, Taiwan Kuro Times Co., Ltd.	–	–	–
Vice President / Technology Group	Egon Chen	2004.02.16	55,158/0.002	–	EMBA, National Taiwan University BS in Electrical Engineering, Tamkang University Vice President, Howin Technologies Corp. Senior Director, Taiwan Fixed Network Co., Ltd. Director, Suretone Telecom Inc.	None	–	–	–
Vice President / Technology Group	Chien Chen	2004.02.16	–	–	EMBA, National Taiwan University Vice President, Howin Technologies Corp. Vice President, Taiwan Fixed Network Co., Ltd. Director, Suretone Telecom Inc. Manager, Siemens Telecom Systems Ltd.	None	–	–	–

Title / Division	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 / Technology Group	Tom Koh	2011.10.17	-	-	PhD in Electrical and Computer Engineering, Johns Hopkins University Senior Director, Qualcomm Senior Technical Marketing Engineer, Cisco-Linksys Senior Sales Engineer, Ensemble Communications Senior Technologist, Motorola Member of Tech Staff, Bellcore	None	-	-	-
Senior Vice President and Acting Chief Business Officer / Consumer Business Group	Jeff Ku	2014.02.10	2,243/0.000	-	EMBA, National Taiwan University MBA, University of Wollongong, Australia Vice President, Taiwan High Speed Rail Corp. Director, Far EasTone Telecommunications 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 and President, Taiwan Kuro Times Co., Ltd. Director, TWM Communications (Beijing) Co., Ltd. Director, Alliance Digital Tech Ltd.	-	-	-
Vice President / Consumer Business Group	Sean Hsieh	2003.12.08	131,396/0.004	-	University of Texas, Austin BS in Business Administration and Sociology, Fu Jen Catholic University Vice President, Enterprise Solution and Channel Sales, Taiwan Mobile Co., Ltd. Vice President and Marketing Director, TransAsia Telecommunications Inc. Marketing and Sales Manager, PUMA North Asia Ltd., Taiwan Branch Group Account Director, Series DMB&B Communications Account Supervisor, Bozell CCAA	None	-	-	-

Title / Division	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 / Consumer Business Group	Paul Huang	2008.01.21	199,338/0.006	–	MS in Computer Science, Bradley University, USA Vice President, Business and Operation, Far Eastern Electronic Toll Collection Co., Ltd. Vice President, Sales and Services, Far EasTone Telecommunications Co., Ltd. Vice President, Business Development, Hong Kong Telecom, Taiwan Branch Account and Project Manager, Nortel, Taiwan Branch Supervisor, Siemens Telecommunication Systems Ltd.	None	–	–	–
Vice President / Consumer Business Group	Steve Chou	2011.04.25	–	–	MBA, Southern Methodist University, USA Senior Vice President, Customer Service, HSBC Bank (Taiwan) Ltd. General Manager, Secured Lending, Standard Chartered Bank, Taiwan Vice President, Customer Service, Sparq Telecom Vice President, Customer Service, TransAsia Telecommunications Inc. Assistant Vice President, Credit Card, Citibank, N.A., Taiwan	Director and President, Taiwan Teleservices & Technologies Co., Ltd.	–	–	–
Vice President / Consumer Business Group	Daphne Lee	2014.07.07	–	–	MBA, National Chengchi University Director, Alibaba Group Director, Yahoo! Taiwan Vice President, Citibank Taiwan	None	–	–	–

Note: Shareholdings of less than 0.001% are denoted as "0.000" and zero shareholdings are denoted as "None".

Compensation to directors and management executives

1. Compensation to directors

Unit: NT\$

Title		Chairman	Vice Chairman	Director	Director	Director	Independent Director					
Name		Fu-Chi Venture Corp.	Fu-Chi Venture Corp.	TCC Investment Co., Ltd.	TCC Investment Co., Ltd.	Fu-Chi Venture Corp.	Jack J.T. Huang	Tsung-Ming Chung	Hsueh-Jen Sung (Note 3)	Guu-Chang Yang (Note 3)		
Representative		Richard Tsai	Daniel Tsai	James Jeng (Note 1)	Howard Lin (Note 2)	Vivien Hsu						
Director's compensation	Cash compensation (A)	Stand-alone					50,402,699					
		Consolidated					61,712,603					
	Pension (B)	Stand-alone					—					
		Consolidated					—					
	Earnings paid as compensation to directors (C)	Stand-alone					33,845,697					
		Consolidated					33,845,697					
	Professional fee (D)	Stand-alone					2,090,000					
		Consolidated					3,083,000					
A+B+C+D as a % of net profit		Stand-alone					0.5754%					
		Consolidated					0.6574%					
Employee profit sharing	Performance-based salary (E)	Stand-alone					36,080,974					
		Consolidated					36,080,974					
	Retirement pay of employees (F)	Stand-alone					108,000					
		Consolidated					108,000					
	Earnings paid as bonus to employees (G)	Stand-alone	Cash bonus					6,145,429				
			Stock bonus					—				
		Consolidated	Cash bonus					6,145,429				
			Stock bonus					—				
	Employee stock option granted (H)	Stand-alone					—					
		Consolidated					—					
New restricted employee shares (I)	Stand-alone					—						
	Consolidated					—						
A+B+C+D+E+F+G as a % of net profit		Stand-alone					0.8575%					
		Consolidated					0.9395%					
Compensation from investees other than subsidiaries						—						
Other allowances		Stand-alone					1,100,886					
		Consolidated					1,100,886					

Note 1: TCC Investment Co., Ltd. appointed James Jeng as its representative, taking over Cliff Lai's duties on January 6, 2014.

Note 2: Howard Lin took over Benny Chen's duties as TCC Investment Co., Ltd.'s representative after the board election on June 12, 2014.

Note 3: Hsueh-Jen Sung and Guu-Chang Yang were elected on June 12, 2014, replacing Wen-Li Yen and J. Carol Hsu.

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	James Jeng, Vivien Hsu, Howard Lin, Cliff Lai	James Jeng, Vivien Hsu, Cliff Lai	Vivien Hsu	Vivien Hsu
NT\$2,000,000~NT\$4,999,999	Hsueh-Jen Sung, Guu-Chang Yang, Wen-Li Yeh, J. Carl Hsu, Benny Chen	Hsueh-Jen Sung, Guu-Chang Yang, Wen-Li Yeh, J. Carl Hsu, Benny Chen	Hsueh-Jen Sung, Guu-Chang Yang, Wen-Li Yeh, J. Carl Hsu, Benny Chen	Hsueh-Jen Sung, Guu-Chang Yang, Wen-Li Yeh, J. Carl Hsu, Benny Chen
NT\$5,000,000~NT\$9,999,999	TCC Investment Co., Ltd., Jack J.T. Huang, Tsung-Ming Chung	TCC Investment Co., Ltd., Jack J.T. Huang, Tsung-Ming Chung, Howard Lin	TCC Investment Co., Ltd., Jack J.T. Huang, Tsung-Ming Chung, Howard Lin	TCC Investment Co., Ltd., Jack J.T. Huang, Tsung-Ming Chung, Howard Lin
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	Richard Tsai, Daniel Tsai	Richard Tsai, Daniel Tsai, James Jeng, Cliff Lai	Richard Tsai, Daniel Tsai, James Jeng, Cliff Lai
NT\$30,000,000~NT\$49,999,999	—	—	—	—
NT\$50,000,000~NT\$99,999,999	—	—	—	—
NT\$100,000,000 and above	—	—	—	—
Total	15	15	15	15

3. Compensation to management executives

Unit: NT\$

Title and name	President, James Jeng; Executive Vice President and Chief Financial Officer, Rosie Yu; Senior Vice President and Chief Technology Officer, C.H. Jih; Senior Vice President and Acting Chief Business Officer, Jeff Ku; Vice President, Jay Hong; Vice President, Ariel Hwang; Vice President, Joseph Yang; Vice President, Iris Liu; Vice President, James Chang; Vice President, Egon Chen; Vice President, Chien Chen; Vice President, Tom Koh; Vice President, Sean Hsieh; Vice President, Paul Huang; Vice President, Steve Chou ; Vice President, Daphne Lee <u>Resigned managers:</u> Co-President, Cliff Lai; Vice President and Acting Chief Technology Officer, H.S. Wang	Total	
Salary (A)	Stand-alone	99,491,716	
	Consolidated	99,491,716	
Pension (B) (Note)	Stand-alone	1,614,300	
	Consolidated	1,614,300	
Performance-based salary (C)	Stand-alone	37,504,021	
	Consolidated	37,504,021	
Employee profit sharing (D)	Stand-alone	Cash	35,224,260
		Stock	—
	Consolidated	Cash	35,224,260
		Stock	—
A+B+C+D as a % of net profit	Stand-alone	1.1585%	
	Consolidated	1.1585%	
Employee stock options	Stand-alone	—	
	Consolidated	—	
New restricted employee shares	Stand-alone	—	
	Consolidated	—	
Compensation from investees other than subsidiaries		35,000	
Transportation allowance	Stand-alone	3,030,942	
	Consolidated	3,030,942	

Note: 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	—	—
NT\$2,000,000~NT\$4,999,999	Iris Liu, Daphne Lee	Iris Liu, Daphne Lee
NT\$5,000,000~NT\$9,999,999	C.H. Jih, Jay Hong, Ariel Hwang, Joseph Yang, Egon Chen, Chien Chen, Tom Koh, Sean Hsieh, Paul Huang, Steve Chou, H.S. Wang	C.H. Jih, Jay Hong, Ariel Hwang, Joseph Yang, Egon Chen, Chien Chen, Tom Koh, Sean Hsieh, Paul Huang, Steve Chou, H.S. Wang
NT\$10,000,000~NT\$14,999,999	Rosie Yu, Jeff Ku, James Chang	Rosie Yu, Jeff Ku, James Chang
NT\$15,000,000~NT\$29,999,999	James Jeng, Cliff Lai	James Jeng, Cliff Lai
NT\$30,000,000~NT\$49,999,999	—	—
NT\$50,000,000~NT\$99,999,999	—	—
NT\$100,000,000 and above	—	—
Total	18	18

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. Managers and employee bonuses

Unit: NT\$
As of March 25, 2015

Title and name of managers	Stock bonus	Cash bonus	Total	As a % of net profit
President, James Jeng Executive Vice President and Chief Financial Officer, Rosie Yu Senior Vice President and Chief Technology Officer, C.H. Jih Senior Vice President and Acting Chief Business Officer, Jeff Ku Vice President, Jay Hong Vice President, Ariel Hwang Vice President, Joseph Yang Vice President, Iris Liu Vice President, James Chang Vice President, Egon Chen Vice President, Chien Chen Vice President, Tom Koh Vice President, Sean Hsieh Vice President, Paul Huang Vice President, Steve Chou Vice President, Daphne Lee	—	35,224,260	35,224,260	0.2347%

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 income	Net income
On a stand-alone basis	2013	131,765,616	0.8455%	15,583,447,479
	2014	128,672,799	0.8575%	15,005,428,205
On a consolidated basis	2013	132,780,616	0.8521%	15,583,447,479
	2014	140,975,703	0.9395%	15,005,428,205

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 president of the Company. Independent directors are paid according to the Company's Articles of Incorporation and the "Rules for Setting Director's Remuneration" as approved by the board.
- (2) Other directors are paid according to the resolution on earnings distribution approved at the annual general shareholders' meeting. Remuneration or other equivalent allowance for directors is 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 of or a member of the Audit Committee or 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 applicable taxes and losses from previous years, appropriating legal reserves, and setting aside or reversal of special reserves for business needs.
- (2) Directors' remuneration and 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	2013	185,841,182	1.1926%	15,583,447,479
	2014	173,834,297	1.1585%	15,005,428,205
On a consolidated basis	2013	185,904,182	1.1930%	15,583,447,479
	2014	173,869,297	1.1587%	15,005,428,205

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 have been proposed by the Compensation Committee for approval at the board meeting.

Procedure for setting performance bonus

- (1) In accordance with the Company's Articles of Incorporation, employee profit sharing comes from the pool of 1% to 3% of the Company's annual net income after deducting applicable taxes and losses from previous years, appropriating legal reserves, and setting aside or reversal of special reserves for business needs.
- (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 responsibility 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.