

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 is composed of nine experienced directors (one female) and includes four independent directors who are well-known in the legal, accounting, finance and telecommunications fields. This more than fulfills 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 30, 2016

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 M. 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 of Business, New York University BA, National Taiwan University Chairman, Fubon Life Insurance Co., Ltd. Chairman, Fubon Securities Co., Ltd.	Vice Chairman, Fubon Financial Holdings Co., Ltd. Vice Chairman, Taipei Fubon Commercial Bank Co., Ltd. Chairman, Taiwan Fixed Network Co., Ltd.	Vice Chairman	Daniel M. Tsai	Brother
Vice Chairman	Fu-Chi Venture Corp. Representative: Daniel M. 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	LLM, Georgetown University LLB, National Taiwan University Chairman, Fubon Land Development Co., Ltd. Chairman, Fubon Insurance Co., Ltd.	Chairman, Fubon Financial Holdings Co., Ltd. Chairman, Taipei Fubon Commercial Bank Co., Ltd.	Chairman	Richard M. Tsai	Brother
Director	TCC Investment Co., Ltd. Representative: James Jeng	2014.06.12	2017.06.11	200,496,761	5.861	200,496,761 *_	5.861 *_	—	—	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, Wealth Media Technology Co., Ltd. Director, Taipei New Horizon Co., Ltd. Director and President, Taiwan Fixed Network Co., Ltd. Chairman, Taiwan Teleservices & Technologies Co., Ltd. Chairman and President, Taiwan Digital Service Co., Ltd. Director and President, TFN Media Co., Ltd. Chairman, Win TV Broadcasting Co., Ltd. Director, momo.com Inc. Chairman and President, TWM Communications (Beijing) Co., Ltd. Chairman, Taiwan Kuro Times Co., Ltd. Chairman, Yeong Jia Leh Cable TV Co., Ltd. Chairman, Phoenix Cable TV Co., Ltd. Chairman, Union Cable TV Co., Ltd. Chairman, Globalview Cable TV Co., Ltd.	—	—	—
Director	TCC Investment Co., Ltd. Representative: Howard Lin (Note 1)	2014.06.12	2017.06.11	200,496,761	5.861	200,496,761 *_	5.861 *_	—	—	PhD in Chemical Engineering, National Taiwan University Senior Vice President, Fubon Financial Fubon Financial Holdings Co., Ltd. President, Fubon Asset Management Co., Ltd. Manager, Technical & Development Dept., Grand Pacific Petrochemical Corp.	Chief Investment Officer, Fubon Financial Holdings Co., Ltd. Vice Chairman, Fubon Life Insurance Co., Ltd. Vice Chairman, Fubon Financial Holding Venture Capital Corp. Chairman, momo.com 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 Holdings Co., Ltd.	Director and President, Fubon Financial Holdings Co., Ltd. Director, Fubon Bank (China) Co., Ltd. Non-Executive Director, Fubon Bank (Hong Kong) Ltd. Director, Taipei Fubon Commercial Bank Co., Ltd. Supervisor, Commerce Development Research Institute Supervisor, Taiwan Mergers & Acquisitions and Private Equity Council	—	—	—
Independent Director	Jack J.T. Huang	2014.06.12	2017.06.11	—	—	—	—	—	—	SJD., Harvard University LLM, Northwestern University LLB, National Taiwan University	Chairman of Remuneration Committee and Member of Audit Committee, Taiwan Mobile Co., Ltd. Partner-in-charge, Jones Day Taipei Independent Director, World Peace Holding Independent Director, Systex Corp. Independent Director, CTCI 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 of Audit Committee and Member of Remuneration Committee, Taiwan Mobile Co., Ltd. Chairman, Dynapack Technology Corp. Independent Director, Chroma ATE Inc. Director, Far Eastern International Commercial Bank Director, Unity Opto Technology Co., Ltd. Independent Director and Chairman of Audit Committee, Silicon Motion Technology Corp.	—	—	—
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.	Member of Audit Committee and Remuneration Committee, Taiwan Mobile Co., Ltd. Chairman, Vacluse Capital Management Ltd. Chairman, Shin 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	Member of Audit Committee and Remuneration Committee, Taiwan Mobile Co., Ltd. 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 "—".

1. Major shareholders of TWM's institutional investors

As of March 30, 2016

Institutional investor	Major shareholders
Fu-Chi Venture Corp.	Richard M. Tsai (50.20%), Mei-Hui Ueng Tsai (49.75%)
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 30, 2016

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

3. Qualifications and independence criteria of directors

As of March 30, 2016

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 M. Tsai	V	V					V	V		V		0
Daniel M. 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 or the Company's affiliated companies (unless the person is an independent director of the Company, the Company's parent company or any subsidiary of the Company)

Criterion 3: Not a shareholder whose total holdings, including those 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 three 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 30, 2016

Title / Division	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
President	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, Wealth Media Technology Co., Ltd. Director, Taipei New Horizon Co., Ltd. Director and President, Taiwan Fixed Network Co., Ltd. Chairman, Taiwan Teleservices & Technologies Co., Ltd. Chairman and President, Taiwan Digital Service Co., Ltd. Director and President, TFN Media Co., Ltd. Chairman, Win TV Broadcasting Co., Ltd. Director, momo.com Inc. Chairman and President, TWM Communications (Beijing) Co., Ltd. Chairman, Taiwan Kuro Times Co., Ltd. Chairman, Yeong Jia Leh Cable TV Co., Ltd. Chairman, Phoenix Cable TV Co., Ltd. Chairman, Union Cable TV Co., Ltd. Chairman, Globalview Cable TV Co., Ltd.	–	–	–

Title / Division	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
Executive Vice President and Chief Financial Officer / Finance and Administration	Rosie Yu	2014.04.29	-	-	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, Taiwan Kuro Times Co., Ltd. Director, Yeong Jia Leh Cable TV Co., Ltd. Director, Phoenix Cable TV Co., Ltd. Director, Union Cable TV Co., Ltd. Director, Globalview Cable TV Co., Ltd. Director, Taiwan Pelican Express Co., Ltd. Supervisor, Taiwan Cellular Co., Ltd. Supervisor, Wealth Media Technology Co., Ltd. Supervisor, Taiwan Fixed Network Co., Ltd. Supervisor, Taiwan Teleservices & Technologies Co., Ltd. Supervisor, Taiwan Digital Service Co., Ltd. Supervisor, TFN Media Co. Ltd. Supervisor, Win TV Broadcasting Co., Ltd. Supervisor, TWM Communications (Beijing) Co., Ltd.	-	-	-
Vice President / Finance and Administration	Jay Hong	2004.05.06	5,000/0.000	-	EMBA, National Sun Yat-sen University 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, Yeong Jia Leh Cable TV Co., Ltd. Supervisor, Phoenix Cable TV Co., Ltd. Supervisor, Union Cable TV Co., Ltd. Supervisor, Globalview Cable TV Co., Ltd.	-	-	-
Vice President and Acting General Counsel / Corporate Affairs	Ariel Hwang	2016.03.01	-	-	EMBA, National Taiwan University LLM, National Chung Hsing University LLB, National Taiwan University Judge, Taiwan High Court Judge, Taiwan Taipei District Court Judge, Taiwan New Taipei District Court Judge, Taiwan Taoyuan District Court	Supervisor, Taipei New Horizon Co., Ltd. Supervisor, Yeong Jia Leh Cable TV Co., Ltd. Supervisor, Phoenix Cable TV Co., Ltd. Supervisor, Union Cable TV Co., Ltd. Supervisor, Globalview Cable TV Co., Ltd. Legal Consultant, Fubon Financial Holdings Co., Ltd.	-	-	-

Title / Division	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
Vice President / Corporate Affairs	Iris Liu	2014.07.14			EMBA, National Chengchi University BA in Information Communication, Tamkang University Vice President, Taiwan Television Enterprise Ltd. Chairman, TTV Cultural Enterprise Ltd.	Vice President, Taipei New Horizon Co., Ltd.	—	—	—
Vice President / Corporate Affairs	Naomi Lee	2015.08.03			LLB, National Taiwan University General Counsel, Kbro Co., Ltd. Attorney, InfoShare Tech Law Office Legal Director and VP, Taiwan Broadband Communications Senior Legal Manager, Lucent Technologies Attorney, Lee and Li Attorneys-at-Law Attorney, Russin & Vecchi International Legal Counsellors	None			
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 is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
Senior Vice President and Chief Technology Officer / Technology Group	C.H. Jih	2014.04.29	-	-	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, TWM Communications (Beijing) Co., Ltd. Director, Yeong Jia Leh Cable TV Co., Ltd. Director, Phoenix Cable TV Co., Ltd. Director, Union Cable TV Co., Ltd. Director, Globalview Cable TV Co., Ltd. Independent Director, ACTi Corp. Supervisor, Taiwan Kuro Times Co., Ltd.	-	-	-
Vice President / Technology Group	Egon Chen	2004.02.16	35,158/0.001	-	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 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	2014.04.29	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, TWM Communications (Beijing) Co., Ltd. Director and President, Taiwan Kuro Times Co., Ltd. Director, Yeong Jia Leh Cable TV Co., Ltd. Director, Phoenix Cable TV Co., Ltd. Director, Union Cable TV Co., Ltd. Director, Globalview Cable TV Co., Ltd. Director, Alliance Digital Technology Co., Ltd.	-	-	-
Vice President / Consumer Business Group	Steve Chou	2011.04.25	-	-	MBA, Southern Methodist University, Texas 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.	-	-	-

Title / Division	Name	Effective date	Shareholding / %	Spouse/ minor's shareholding / %	Education and experience	Current position(s) in other companies	Manager is a spouse or consanguineous within two degrees		
							Title	Name	Relationship
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 "–".

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	Guu-Chang Yang		
Representative		Richard M. Tsai	Daniel M. Tsai	James Jeng	Howard Lin	Vivien Hsu						
Director's compensation	Cash compensation (A)	Stand-alone					45,482,661					
		Consolidated					56,875,511					
	Pension (B)	Stand-alone					—					
		Consolidated					—					
	Director's remuneration (C)	Stand-alone					45,475,676					
		Consolidated					45,475,676					
	Professional fee (D)	Stand-alone					1,450,000					
		Consolidated					2,380,000					
A+B+C+D as a % of net profit		Stand-alone					0.5891%					
		Consolidated					0.6677%					
Compensation as an employee	Performance-based salary (E)	Stand-alone					15,410,324					
		Consolidated					15,410,324					
	Retirement pay of employees (F)	Stand-alone					108,000					
		Consolidated					108,000					
	Earnings paid as bonus to employees (G)	Stand-alone	Cash bonus					4,492,757				
			Stock bonus					—				
		Consolidated	Cash bonus					4,492,757				
			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					0.7167%					
		Consolidated					0.7952%					
Compensation from investees other than subsidiaries						—						
Other allowance		Stand-alone					1,063,916					
		Consolidated					1,063,916					

2. Range of compensation to directors

Range of compensation to directors	Name of directors			
	Director's compensation		Director's compensation + Compensation as an employee	
	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, Howard Lin, Vivien Hsu	James Jeng, Vivien Hsu	Howard Lin, Vivien Hsu	Vivien Hsu
NT\$2,000,000~NT\$4,999,999				
NT\$5,000,000~NT\$9,999,999	TCC Investment Co., Ltd., Jack J.T. Huang, Tsung-Ming Chung, Hsueh-Jen Sung, Guu-Chang Yang	TCC Investment Co., Ltd., Jack J.T. Huang, Tsung-Ming Chung, Hsueh-Jen Sung, Guu-Chang Yang, Howard Lin	TCC Investment Co., Ltd., Jack J.T. Huang, Tsung-Ming Chung, Hsueh-Jen Sung, Guu-Chang Yang	TCC Investment Co., Ltd., Jack J.T. Huang, Tsung-Ming Chung, Hsueh-Jen Sung, Guu-Chang Yang, Howard Lin
NT\$10,000,000~NT\$14,999,999				
NT\$15,000,000~NT\$29,999,999	Fu-Chi Venture Corp., Richard M. Tsai, Daniel M. Tsai	Fu-Chi Venture Corp., Richard M. Tsai, Daniel M. Tsai	Fu-Chi Venture Corp., Richard M. Tsai, Daniel M. Tsai, James Jeng	Fu-Chi Venture Corp., Richard M. Tsai, Daniel M. Tsai, James Jeng
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	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 and Acting General Counsel, Ariel Hwang; Vice President, Jay Hong; Vice President, Iris Liu; Vice President, Naomi Lee; Vice President, James Chang; Vice President, Egon Chen; Vice President, Chien Chen; Vice President, Tom Koh; Vice President, Steve Chou ; Vice President, Daphne Lee <u>Resigned managers:</u> Vice President, Joseph Yang; Vice President, Sean Hsieh; Vice President, Paul Huang	Total	
Salary (A)	Stand-alone	80,126,455	
	Consolidated	80,459,455	
Pension (B) (Note)	Stand-alone	1,772,400	
	Consolidated	1,772,400	
Performance-based salary (C)	Stand-alone	38,234,853	
	Consolidated	38,294,853	
Earnings paid as bonus to employees (D)	Stand-alone	Cash	32,334,039
		Stock	—
	Consolidated	Cash	32,334,039
		Stock	—
A+B+C+D as a % of net profit	Stand-alone	0.9720%	
	Consolidated	0.9745%	
Employee stock options	Stand-alone	—	
	Consolidated	—	
New restricted employee shares	Stand-alone	—	
	Consolidated	—	
Compensation from investees other than subsidiaries		40,000	
Other allowance	Stand-alone	3,282,523	
	Consolidated	3,282,523	

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 management 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	Naomi Lee	Naomi Lee
NT\$5,000,000~NT\$9,999,999	C.H. Jih, Ariel Hwang, Jay Hong, Iris Liu, Egon Chen, Chien Chen, Tom Koh, Steve Chou, Daphne Lee, Joseph Yang, Sean Hsieh, Paul Huang	C.H. Jih, Ariel Hwang, Jay Hong, Iris Liu, Egon Chen, Chien Chen, Tom Koh, Steve Chou, Daphne Lee, Joseph Yang, Sean Hsieh, Paul Huang
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	James Jeng
NT\$30,000,000~NT\$49,999,999	—	—
NT\$50,000,000~NT\$99,999,999	—	—
NT\$100,000,000 and above	—	—
Total	17	17

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. Compensation mix of management executives

Title and name of managers	Salary and Pension	Performance-based salary	Earnings paid as bonus to employees
President, James Jeng	49.5%	28.0%	22.5%
Executive Vice President and Chief Financial Officer, Rosie Yu	46.1%	25.4%	28.5%
Senior Vice President and Chief Technology Officer, C.H. Jih	51.7%	26.8%	21.5%
Senior Vice President and Acting Chief Business Officer, Jeff Ku	52.6%	25.5%	21.9%
Vice President and Acting General Counsel, Ariel Hwang	48.5%	25.4%	26.1%
Vice President, Jay Hong	49.5%	23.9%	26.6%
Vice President, Iris Liu	48.1%	26.4%	25.5%
Vice President, Naomi Lee	49.5%	25.8%	24.7%
Vice President, James Chang	47.5%	27.0%	25.5%
Vice President, Egon Chen	55.0%	24.2%	20.8%
Vice President, Chien Chen	49.9%	23.2%	26.9%
Vice President, Tom Koh	54.4%	24.9%	20.7%
Vice President, Steve Chou	48.7%	24.5%	26.8%
Vice President, Daphne Lee	50.0%	25.2%	24.8%
Vice President, Joseph Yang [*]	74.4%	25.6%	0.0%
Vice President, Sean Hsieh [*]	82.7%	17.3%	0.0%
Vice President, Paul Huang [*]	82.5%	17.5%	0.0%

* Resigned manager

6. Managers and employee bonuses

Unit: NT\$
As of March 30, 2016

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 and Acting General Counsel, Ariel Hwang Vice President, Jay Hong Vice President, Iris Liu Vice President, Naomi Lee Vice President, James Chang Vice President, Egon Chen Vice President, Chien Chen Vice President, Tom Koh Vice President, Steve Chou Vice President, Daphne Lee	—	32,334,039	32,334,039	0.2061%

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	Net income	As a % of net income
On a stand-alone basis	2014	128,672,799	15,006,337,077	0.8575%
	2015	112,419,418	15,686,186,313	0.7167%
On a consolidated basis	2014	140,975,703	15,006,337,077	0.9394%
	2015	124,742,268	15,686,186,313	0.7952%

Guiding principles for compensation to directors

Remuneration policies, standards and package

- (1) Directors' (including Independent Directors') remuneration and compensation are paid according to the Company's Articles of Incorporation and "Rules for Setting Director's Remuneration" as approved by the board. Remuneration or other equivalent allowance for directors is based on their involvement in the Company's operations, contribution to the Company, and industry norms. Compensation for directors is pursuant to the ratio specified in the Company's Articles of Incorporation, when the company makes a profit.
- (2) Transportation allowances are paid 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 (which will be amended in the 2016 general shareholders' meeting), compensation for directors shall not exceed 0.3% of the Company's annual profit after deducting losses from previous years.
- (2) Directors' remuneration and transportation allowances are determined in accordance with the "Rules for Setting Director's Remuneration."

Performance factor

According to the Company's Articles of Incorporation, remuneration to directors is based on the company's operating profit. Remuneration 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	Net profit	As a % of net profit
On a stand-alone basis	2014	173,834,297	15,006,337,077	1.1584%
	2015	152,467,747	15,686,186,313	0.9720%
On a consolidated basis	2014	173,869,297	15,006,337,077	1.1586%
	2015	152,900,747	15,686,186,313	0.9747%

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 (which will be amended in the 2016 general shareholders' meeting), employee profit sharing shall come from the pool of 1% to 3% of the Company's annual net income after deducting losses from previous years.
- (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 Division is tasked with preparing the annual compensation for the president and vice presidents, and submitting a report to the Compensation Committee.

Corporate Governance

Board of Directors attendance

1. The Board of Directors convened four meetings in 2015

Title	Name	Attendance in person	By proxy	Attendance ratio	Remarks
Chairman	Fu-Chi Venture Corp. Representative: Richard M. Tsai	3	1	75%	One absence due to other official business with proxy assigned to the Vice Chairman.
Vice Chairman	Fu-Chi Venture Corp. Representative: Daniel M. Tsai	4	0	100%	None
Director	TCC Investment Co., Ltd. Representative: James Jeng	4	0	100%	None
Director	TCC Investment Co., Ltd. Representative: Howard Lin	4	0	100%	None
Director	Fu-Chi Venture Corp. Representative: Vivien Hsu	4	0	100%	None
Independent Director	Jack J.T. Huang	4	0	100%	None
Independent Director	Tsung-Ming Chung	4	0	100%	None
Independent Director	Hsueh-Jen Sung	4	0	100%	None
Independent Director	Guu-Chang Yang	4	0	100%	None

2. Any objections or issues raised by independent directors against resolutions passed by the Board of Directors pursuant to Article 14-3 of the Securities and Exchange Act: None