HTC Corporation 2012 Annual General Shareholders Meeting Minutes (Translation)

Time and Date: June 12, 2012 (Tuesday) at 9:30 a.m.

Location: Chuto Hotel, Jin Long Room (No.398 Taoying Road, Taoyuan City)

Total common shares outstanding: 831,227,125 shares

Attending shareholders and proxy representing: 626,750,183 shares

Ratio of Attending shareholders and proxy representing to total common shares outstanding:

75.40%

Attendees: Yang Ming-Hsien, CPA of Deloitte & Touche

Yang Shiau Pan, Counsel of Lexcel Law Offices

Chairperson: Cher Wang, Chairperson

Recorder: James Chen

 Call Meeting to Order: The 2012 annual general shareholders meeting is postponed to 9:30 a.m. due to heavy rain. The aggregate shareholding of the attending shareholders constituted a quorum. The Chairperson called the meeting to order.

2. Opening Remarks by the Chairperson: Omitted.

3. Matters to Report:

Item 1: Fiscal 2011 Business Report (Please refer to supplement 1)

Item 2: Supervisors Audit Report (Please refer to supplement 2)

Item 3: Share Buyback Execution Report (Please refer to supplement 3)

4. Adoption and Discussion Matters:

Item 1

Title: Adoption of the Fiscal 2011 Business Report and Financial Statement. (Proposed by the Board of Directors)

Introduction:

(1) The compilation of the Company's Fiscal 2011 Business Report and Financial Statements are complete and have been approved by the Board of Directors. The Financial Statements have been audited and certified by Yang, Min-Hsien, CPA, and Wang Tze-Chun, CPA, of Deloitte &

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Touche. The Business Report and Financial Statements have been audited by the Supervisors,

and are hereby submitted for adoption by this Annual General Shareholders Meeting.

(2) Please refer to Supplement 1, Supplement 4 and Supplement 5 for the Fiscal 2011 Business

Report, the CPA Audit Report issued by Deloitte & Touche and the Financial Statements,

respectively.

(3) Adoption requested.

Resolution: This proposal has been approved unanimously by the shareholders present.

Item 2

Title: Adoption of the Fiscal 2011 Earnings Distribution Proposal. (Proposed by the Board of

Directors)

Introduction:

(1) The Company's net earnings for fiscal 2011 are NT\$61,975,795,713. Please refer to

Supplement 6 for the Chart of the Earnings Distribution for Fiscal 2011. As to the dividends

for the shareholders, the Board of Directors has proposed to distribute cash dividends of

NT\$40 per share. The actual earnings distribution ratio is subject to the adjustments to be

made by the Board of Directors in accordance with the number of issued and outstanding

shares registered on the Common Stockholders' Roster on the record date.

(2) All of the Company's employee bonuses payable for Fiscal 2011, which amounts to NT\$

7,238,636,878, will be distributed in cash.

(3) Following the passage of this proposal at the 2012 Annual General Shareholders Meeting,

the Board of Directors will be authorized to determine the record date for the distribution

of dividends and carry out the affairs related to the distribution of cash dividends.

(4) Adoption requested.

Resolution: This proposal has been approved unanimously by the shareholders present.

Item 3

Title: Discussion on the proposal to amend the Procedures for the Acquisition or Disposal of

Assets of the Company, submitted for discussion. (Proposed by the Board of Directors)

Introduction:

(1) The Procedures for the Acquisition or Disposal of Assets of the Company should be amended

for the purpose of being in line with the amendments to the Regulations Governing the

Acquisition and Disposal of Assets by Public Companies issued by the Financial Supervisory

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- Commission on February 13, 2012, in Letter No. 1010004588 and meeting the practical needs of the operations.
- (2) For the Pre- and Post-Amendment Comparison Chart for the Procedures for the Acquisition or Disposal of Assets, please refer to Supplement 7.
- (3) Resolution requested.

Resolution: This proposal has been approved unanimously by the shareholders present.

- 5. Extraordinary Motions: None.
- 6. Closure of the Meeting: June 12, 2012 (Tuesday) at 10:10 a.m.

Chairperson: Cher Wang Recorder: James Chen

<u>Please note that the above is an English translation version. If there is any discrepancy between</u> the original Chinese version and this English translation, the Chinese version shall prevail.

Supplement 1

HTC CORPORATION Fiscal 2011 Business Report

I am pleased to report 2011 was another record-breaking year for HTC Corporation (HTC), thanks to strong consumer support worldwide and the dedicated professionalism of the entire HTC organization.

HTC's founding vision and enduring commitment is to make innovative products that enrich consumers' lives. Growing market affinity to the HTC brand and to our products helped us achieve impressive milestones over this past year. We sold nearly twice as many smartphones in 2011 as in 2010 and shipped over 40 million units for the first time in our history. In 2011, HTC became the world's 5th largest smartphone maker and 3rd largest smartphone player in North America. Also in 2011, HTC made Interbrand's annual *Top 100 Best Global Brands* list for the first time at #98, becoming the first Taiwan brand ever to earn an Interbrand top 100 listing.

Since launching the HTC brand in 2007, we have released a steady stream of well-received models in the HTC Touch, HTC Diamond, HTC Desire, and HTC Sensation product series. Our *Quietly Brilliant* brand positioning and *YOU* advertising campaign have greatly expanded global recognition of the HTC brand and delivered our name from relative obscurity into the roster of the world's top 100 best brands in just five short years! This impressive accomplishment reflects the professionalism and dedication of the entire HTC team.

Financial Performance

While rapidly expanding our business, we are also steadily growing our profitability. 2011 consolidated earnings grew 67.1% from the previous year to NT\$465.8 billion, marking a new historic high. Consolidated gross margin and operating margin for the year were 28.3% and 14.8%, respectively. Net profit after tax rose to NT\$62.0 billion - a significant NT\$22.4 billion increase over 2010. Earnings per share (EPS) of NT\$73.32 and return on equity (ROE) of 70.4% demonstrate HTC's ability to deliver returns to shareholders.

Business Development

HTC filled 1,000 new R&D positions in 2011 with talented professionals dedicated to developing next-generation leading technologies and innovative new products. These additions enhance core competitive strengths and HTC's position in the rapidly evolving global smartphone industry. We followed the 2010 launch of HTC EVO 4G, the world's first 4G smartphone, with the launch in 2011 of HTC Thunderbolt, the world's first LTE smartphone. HTC Titan, HTC Radar, and HTC Titan II, the world's first Windows 4G LTE smartphone, lead the world in Windows Phone 7.5 (Mango) implementation and continue to extend HTC's leadership in smartphone-related technologies.

In addition to advances on the R&D front, we've made strategic investments in Beats, KKBOX, and OnLive and acquired popular software and content service providers Saffron Digital, Dashwire, and Inquisitive Minds (Zoodles). This greatly enhances our ability to integrate music, gaming, social and personal applications into HTC's proprietary HTC Sense interface. HTC will also tap the potentials of cloud computing to develop and promote an increasingly diverse array of content and services. The collaboration with major audio brand Beats by Dr. Dre take the HTC

mobile music experience to new, exceptional heights. Smartphones such as Sensation XE, Sensation XL and Rezound incorporate Beats Audio sound technology and come bundled with urBeats in-ear headphones. Delivering on their promises of recording-studio sound quality, these models are market successes that exemplify HTC's commitment to enhance user experience and introduce ever newer and better products.

Major Accomplishments

Designing products that meet consumer needs and lead market demand has earned HTC an impressive list of international recognitions and awards. In February 2011, the Mobile World Congress (MWC) named HTC its "Device Manufacturer of the Year", the communication industry's most coveted annual award. It is an honor for which we credit the tens of millions of HTC users worldwide and tireless effort and dedication of the entire HTC organization. In delivering their award decision, the GSMA selection committee remarked that HTC had, "built its market presence from nowhere, with fresh branding and marketing and a strong portfolio of devices across many platforms. In particular, it has proven an exceptionally popular and enduring phone manufacturer. With great communication and good customer service, this is a well-deserved award."

Many HTC products also received stellar receptions at CTIA Wireless 2011. The HTC Thunderbolt, the world's first 4G LTE smartphone, launched in cooperation with U.S. telecom service provider Verizon, earned CTIA's "Emerging Technology Award" in the smartphone category. Laptop Magazine chose the HTC EVO 3D its CTIA 2011 "Best of Show" and "Best Smartphone". Notebooks.com also gave HTC EVO View 4G its seal of approval as the "Best Smart Phone of CTIA 2011". These exceptional achievements at CTIA further amplified the recognition coming off February's MWC.

Looking beyond technology, HTC's intuitive and aesthetically exciting product designs are earning growing attention from industrial design heavyweights such as the IDEA and Red Dot design awards. IDEA 2011 gave communication tools category Gold, Silver and Bronze awards, respectively, to HTC Droid Incredible, HTC EVO 4G and HTC Legend. Red Dot honored the HTC EVO 4G with its highest design award - the "red dot: best of the best". Such awards highlight HTC's success in bridging multiple disciplines to deliver aesthetic designs and innovation.

Social Responsibility

While focused on growth, we continue to invest actively in our communities and charitable causes. The HTC Social Welfare Foundation is a long-term sponsor of programs that help disadvantaged children and youth, train life education volunteers, and award academic scholarships. The HTC Education Foundation works with domestic and overseas education organizations to promote character and civic education programs. The foundation is a sponsor of the University of Missouri's LACE and CHARACTER*plus* in the United States. We also work at all levels of education in Taiwan to develop character education curricula and train educators needed to lead and sustain character education programs.

Vision for the Future

HTC opened its Taipei Headquarters building in early 2012. Our new Taoyuan factory is also scheduled to begin commercial production this year. While pursuing worldwide growth and

opportunities, we will remain firmly rooted in Taiwan and use it as the solid foundation on which we will continue to develop and innovate.

HTC will put consumers first in everything we do. We will develop and market products that incorporate industry-leading technologies and deliver exceptional, user-tailored experiences. Whether at home, outdoors, in the car, or at work, HTC users can instantly access the highest quality audio-visual, entertainment and mobile communications services. The extremely competitive smartphone market has proven a trial by fire for HTC in every aspect of our business. It is the forge that created and now sustains our core competitive advantages. We firmly believe that HTC's focus, determination and expertise will continue to help us meet future challenges and generate value for our shareholders.

HTC CORPORATION

Chairperson: Cher Wang

President : Peter Chou

Chief Accountant: James.CY Chen

Supplement 2

HTC CORPORATION

Supervisors Audit Report

The Board of Directors has prepared the Company's 2011 Business Report, Financial Statements and Earnings Distribution Proposal. HTC Corporation's Financial Statements have been audited and certified by Yang, Ming-Hsien, CPA, and Wang Tze-Chun, CPA, of Deloitte & Touche and an audit report relating to the Financial Statements has been issued. The Business Report, Financial Statements and Earnings Distribution Proposal have been reviewed and considered to be complied with relevant rules by the undersigned, the supervisor of HTC Corporation. According to Article 219 of the Company Law, I hereby submit this report.

HTC CORPORATION

Supervisor:

Way-Chih Investment Co., Ltd. Representative: Shao-Lun Lee

Huang-Chieh Chu

April 24, 2012

Supplement 3

Share Buy-back Execution Report:

Topic	Explanation
Initial Estimation of Share Buy	-back Status
Board of Director resolution	07/16/2011
Purpose of the share	To stabilize stock price by maintaining
buy-back (Note 3)	company credibility and shareholders
	rights. According to the Regulations
	Governing Share Repurchase by Listed
	and OTC Companies, Article 2 requires
	off-setting of buy-back Treasury stocks.
Type of share buy-back	Common stock
Total amount allocated for share buy-back	NTD 11,000,000,000
Buy-back period	07/18/2011~08/17/2011
Estimated number of	10,000,000 shares
buy-back shares	(1.22%)
(as percentage of total	
outstanding shares)(Note 1)	
Estimated buy-back price	Buy-back stock price is between NTD 900
interval	to NTD 1,100. It is further resolved by the
	Board of Directors to continue buy-back
	of shares if the stock price falls under NTD 900.
Method of Buy-back	Buy-back shares from stock exchange
Actual Share Buy-back Status	
Buy-back period	07/21/2011~08/17/2011
Number of buy-back shares	10,000,000 shares
(as a percentage of total	(1.16%)
shares outstanding)(Note 2)	(1.10/0)
Total amount for buy-back	NTD 8,509,335,774
shares	,,,
Average price per buy-back	NTD 850.93
share	

Topic	Explanation
Initial Estimation of Share Buy-	-back Status
Board of Director resolution	07/16/2011
Purpose of the share	To transfer stocks to employees.
buy-back (Note 3)	According to the Regulations Governing
	Share Repurchase by Listed and OTC
	Companies, Article 2 requires to buy back
	Treasury stocks.
Type of share buy-back	Common stock
Total amount allocated for	NTD 11,000,000,000
share buy-back	11,000,000,000
Buy-back period	08/18/2011~09/17/2011
Estimated number of	10,000,000 shares
buy-back shares	(1.22%)
(as percentage of total	
outstanding shares) (Note 1)	
Estimated buy-back price	Buy-back stock price is between NTD 900
interval	to NTD 1,100. It is further resolved by the
	Board of Directors to continue buy-back
	of shares if the stock price falls under NTD
	900.
Method of Buy-back	Buy-back shares from stock exchange
Actual Share Buy-back Status	
Buy-back period	08/18/2011~09/16/2011
Number of buy-back shares	10,000,000 shares
(as a percentage of total	(1.16%)
shares outstanding) (Note 2)	
Total amount for buy-back	NTD 7,576,762,585
shares	
Average price per buy-back	NTD 757.68
share	1415 737.30

Topic	Explanation
Initial Estimation of Share Buy	y-back Status
Board of Director resolution	12/20/2011
Purpose of the share	To transfer stocks to employees.
buy-back	According to the Regulations Governing
	Share Repurchase by Listed and OTC
	Companies, Article 2 requires to buy
	back Treasury stocks.
Type of share buy-back	Common stock
Total amount allocated for	NTD 6,500,000,000
share buy-back	1412 0,300,000,000
Buy-back period	12/20/2011~02/19/2012
Estimated number of	10,000,000 shares
buy-back shares	(1.16%)
(as percentage of total	
outstanding shares) (Note 1)	
Estimated buy-back price	Buy-back stock price is between NTD 445
interval	to NTD 650. It is further resolved by the
	Board of Directors to continue buy-back
	of shares if the stock price falls under
	NTD 445.
Method of Buy-back	Buy-back shares from stock exchange
Actual Share Buy-back Status	
Buy-back period	12/30/2011~02/17/2012
Number of buy-back shares	6,914,000 shares
(as a percentage of total	(0.81%)
shares outstanding) (Note 2)	
Total amount for buy-back	NTD 3,750,055,902
shares	
Average price per buy-back	NTD 542.39
share	1415 3 12.33

- Note 1: The percentage is calculated based on the total outstanding shares when the Company reported share repurchase.
- Note 2: The percentage is calculated based on the total outstanding shares when the Company reported expiration of repurchase period or completion of the repurchase.
- Note 3: The repurchase purpose was approved by the Board of Directors for the amendment of repurchase purpose on Oct. 28, 2011, and such amendment was also approved by Financial Supervisory Commission.

INDEPENDENT AUDITORS' REPORT

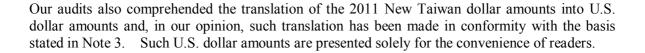
The Board of Directors and Stockholders HTC Corporation

We have audited the accompanying balance sheets of HTC Corporation (the "Company") as of December 31, 2010 and 2011, and the related statements of income, changes in stockholders' equity, and cash flows for the years then ended, all expressed in New Taiwan dollars. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the Rules Governing the Audit of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Those rules and standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of HTC Corporation as of December 31, 2010 and 2011, and the results of its operations and its cash flows for the years then ended, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers, requirements of the Business Accounting Law and Guidelines Governing Business Accounting relevant to financial accounting standards, and accounting principles generally accepted in the Republic of China.

We have also audited the consolidated financial statements of HTC Corporation and subsidiaries as of and for the years ended December 31, 2010 and 2011, and expressed an unqualified opinion on those statements in our report dated February 14, 2012...



February 14, 2012

Notice to Readers

The accompanying financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

For the convenience of readers, the auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail. Also, as stated in Note 2 to the financial statements, the additional footnote disclosures that are not required under generally accepted accounting principles were not translated into English.

BALANCE SHEETS DECEMBER 31, 2010 AND 2011 (In Thousands, Except Par Value)

	2010 2011		11		2010	2011	
ASSETS	NT\$	NT\$	US\$ (Note 3)	LIABILITIES AND STOCKHOLDERS' EQUITY	NT\$	NT\$	US\$ (Note 3)
CURRENT ASSETS				CURRENT LIABILITIES			
Cash and cash equivalents (Notes 2 and 5)	\$ 66,282,076	\$ 78,872,320	\$ 2,604,852	Notes and accounts payable	\$ 56,478,777	\$ 71,650,537	\$ 2,366,344
Financial assets at fair value through profit or loss (Notes 2, 6	\$ 00,202,070	\$ 70,072,320	\$ 2,004,032	Accounts payable to related parties (Note 25)	1,346,981	3,639,231	120,190
and 24)	450,276	256,868	8,483	Income tax payable (Notes 2 and 22)	6,416,667	9,653,090	318,805
Available-for-sale financial assets - current (Notes 2 and 7)	441,948	736,031	24,308	Accrued expenses (Notes 16 and 25)	31,663,629	42,364,231	1,399,129
Notes receivable, net (Notes 2 and 8)	441,940	755,450	24,950	Payable for purchase of equipment	318,587	348,772	1,399,129
	25 170 029			Other current liabilities (Notes 2, 17 and 25)			
Accounts receivable, net (Notes 2 and 8)	35,179,038	31,284,326	1,033,202	Other current habilities (Notes 2, 17 and 25)	13,110,690	17,823,001	<u>588,626</u>
Accounts receivable from related parties, net (Notes 2 and 25)	28,186,391	32,977,269	1,089,114	m - 1 12122	100 225 221	1.45.450.060	4.004.612
Other current financial assets (Notes 9 and 25)	717,636	1,383,927	45,706	Total current liabilities	109,335,331	145,478,862	4,804,613
Inventories (Notes 2 and 10)	21,920,492	25,389,320	838,513				
Prepayments (Notes 11 and 25)	2,314,577	7,041,087	232,540	OTHER LIABILITIES			
Deferred income tax assets (Notes 2 and 22)	925,579	1,517,302	50,111	Guarantee deposits received	628	628	20
Other current assets	457,054	558,279	18,438				
				Total liabilities	109,335,959	145,479,490	4,804,633
Total current assets	156,875,067	180,772,179	5,970,217				
				STOCKHOLDERS' EQUITY (Note 19)			
LONG-TERM INVESTMENTS				Capital stock - NT\$10.00 par value			
Available-for-sale financial assets - noncurrent (Notes 2 and 7)	538	279	9	Authorized: 1,000,000 thousand shares			
Held-to-maturity financial assets - noncurrent (Notes 2 and 12)	207,946	204,597	6,757	Issued and outstanding: 817,653 thousand shares in 2010 and			
Financial assets carried at cost - noncurrent (Notes 2 and 13)	515,861	515,861	17,037	852,052 thousand shares in 2011			
Investments accounted for by the equity method (Notes 2 and 14)	9,900,410	36,477,563	1,204,715	Common stock	8,176,532	8,520,521	281,400
Prepayments for long-term investments (Notes 2 and 14)	83,665	579,485	19,138	Capital surplus	0,170,052	0,020,021	201,.00
repulsions for long term investments (10005 2 and 11)		277,100		Additional paid-in capital - issuance of shares in excess of par	10,777,623	14,809,608	489,105
Total long-term investments	10,708,420	37,777,785	1,247,656	Treasury stock transactions	10,777,025	1,730,458	57,150
Total long-term investments	10,700,420	31,111,103	1,247,030	Long-term equity investments	18,411	18,037	596
PROPERTIES (Notes 2, 15 and 25)				Merger	24,710	24,423	807
				Expired stock options	24,710	37,068	1,224
Cost	5 (00 710	7.462.201	246 451		-	37,008	1,224
Land	5,690,718	7,462,281	246,451	Retained earnings	10 272 674	10 272 674	220.200
Buildings and structures	3,504,669	3,680,608	121,557	Legal reserve	10,273,674	10,273,674	339,300
Machinery and equipment	5,564,902	7,100,072	234,488	Special reserve	-	580,856	19,184
Molding equipment	172,632	172,632	5,701	Accumulated earnings	52,876,892	75,762,315	2,502,141
Computer equipment	343,939	398,289	13,154	Other equity			
Transportation equipment	6,242	6,570	217	Cumulative translation adjustments (Note 2)	(579,849)	32,134	1,061
Furniture and fixtures	147,349	204,185	6,743	Net loss not recognized as pension cost	(121)	(293)	(10)
Leased assets	4,712	4,712	156	Unrealized valuation (loss) gain on financial instruments			
Leasehold improvements	151,716	215,437	7,115	(Notes 2 and 24)	(885)	2,939	97
Total cost	15,586,879	19,244,786	635,582	Treasury stock (Note 20)	(6,852,493)	(10,365,144)	(342,321)
Less: Accumulated depreciation	(4,934,160)	(5,850,061)	(193,205)				, , , ,
Prepayments for construction-in-progress and equipment-in-transit	288,511	2,027,620	66,964	Total stockholders' equity	74,714,494	101,426,596	3,349,734
Properties, net	10,941,230	15,422,345	509,341				
INTANGIBLE ASSETS (Note 2)							
Patents	208,581	2,120,948	70,047				
ratents	200,361	2,120,940					
OTHER ACCETS							
OTHER ASSETS	50.020						
Assets leased to others	50,828	70.004	2 (0)				
Refundable deposits	79,197	78,894	2,606				
Deferred charges (Note 2)	27,658	120,593	3,983				
Deferred income tax assets (Notes 2 and 22)	2,419,431	3,596,520	118,779				
Restricted assets (Note 26)	63,900	63,900	2,110				
Other (Notes 2, 11 and 18)	2,676,141	6,952,922	229,628				
Total other assets	5,317,155	10,812,829	<u>357,106</u>				
TOTAL	<u>\$ 184,050,453</u>	<u>\$ 246,906,086</u>	<u>\$ 8,154,367</u>	TOTAL	<u>\$ 184,050,453</u>	\$ 246,906,086	<u>\$ 8,154,367</u>

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF INCOME YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands, Except Earnings Per Share)

	2010	201	1
	NT\$	NT\$	US\$ (Note 3)
REVENUES (Notes 2 and 25)	\$ 275,046,954	\$ 455,079,186	\$15,029,532
COST OF REVENUES (Notes 2, 10, 21 and 25)	195,489,982	335,325,140	11,074,512
GROSS PROFIT	79,556,972	119,754,046	3,955,020
UNREALIZED INTERCOMPANY GAINS	(345,455)	(1,151,531)	(38,031)
REALIZED INTERCOMPANY GAINS	108,150	345,455	11,409
REALIZED GROSS PROFIT	79,319,667	118,947,970	3,928,398
OPERATING EXPENSES (Notes 21 and 25) Selling and marketing General and administrative Research and development	19,516,895 4,812,579 12,694,850	31,971,943 5,860,841 16,254,644	1,055,911 193,561 536,829
Total operating expenses	37,024,324	54,087,428	1,786,301
OPERATING INCOME	42,295,343	64,860,542	2,142,097
NONOPERATING INCOME AND GAINS Interest income Gains on equity-method investments (Notes 2	286,610	622,365	20,555
and 14) Gains on sale of investments, net Exchange gain (Note 2) Rental revenues (Note 25)	1,457,395 3,001 - 366	2,718,362 29 1,212,432 920	89,777 1 40,042 30
Valuation gains on financial instruments, net (Notes 2 and 6) Other (Note 25)	450,276 338,432	256,868 249,317	8,483 8,234
Total nonoperating income and gains	2,536,080	5,060,293	167,122
NONOPERATING EXPENSES AND LOSSES Interest expense Loss on disposal of properties Exchange loss (Note 2) Impairment loss (Notes 2 and 13)	46 139 303,549 1,192	10,265	339
Other Total nonoperating expenses and losses	<u>35,188</u> <u>340,114</u>	60,899 71,164	2,012 2,351 (Continued)

STATEMENTS OF INCOME YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands, Except Earnings Per Share)

			2010	2011		
			NT\$	NTS	S U	S\$ (Note 3)
INCOME BEFORE INCOME TAX		\$	44,491,309	\$ 69,84	9,671 \$	2,306,868
INCOME TAX (Notes 2 and 22)			(4,957,709)	(7,87	<u>3,875</u>)	(260,044)
NET INCOME		<u>\$</u>	39,533,600	\$ 61,97	<u>5,796</u> <u>\$</u>	2,046,824
	20	10		20	11	
	Before	After	Bef	ore	A	fter
	Income	Income	Inco			come
	Tax	Tax	Ta			<u>Tax</u>
	NT\$	NT\$	NT\$	US\$ (Note 3)	NT\$	US\$ (Note 3)
BASIC EARNINGS PER SHARE (Note 23)	<u>\$ 51.98</u>	<u>\$ 46.18</u>	<u>\$ 82.63</u>	<u>\$ 2.73</u>	\$ 73.32	<u>\$ 2.42</u>
DILUTED EARNINGS PER SHARE (Note 23)	<u>\$ 51.36</u>	<u>\$ 45.64</u>	<u>\$ 81.05</u>	\$ 2.68	<u>\$ 71.91</u>	\$ 2.37

The accompanying notes are an integral part of the financial statements.

(Concluded)

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands of New Taiwan Dollars)

											Other Equity			
	Capital Stock Issued and	Issuance of		Capital Surplus Long-term				Retained Earnings		Cumulative	Net Loss Not	Unrealized Valuation Gain (Loss) on		
	Outstanding Common Stock	Shares in Excess of Par	Treasury Stock Transactions	Equity Investments	Merger	Expired Stock Options	Legal Reserve	Special Reserve	Accumulated Earnings	Translation Adjustments	Recognized as Pension Cost	Financial Instruments	Treasury Stock	Total
BALANCE, JANUARY 1, 2010	\$ 7,889,358	\$ 9,056,323	\$ -	\$ 18,411	\$ 25,189	\$ -	\$ 10,273,674	\$ -	\$ 38,364,099	\$ 15,088	\$ (34)	\$ (1,658)	\$ -	\$ 65,640,450
Appropriation of the 2009 net earnings Stock dividends Cash dividends	386,968		-		-	-		-	(386,968) (20,122,332)	<u>-</u> -	- -		- -	(20,122,332)
Transfer of employee bonuses to common stock	50,206	1,893,488	-	-	-	-	-	-	-	-	-	-	-	1,943,694
Net income in 2010	-	-	-	-	-	-	-	-	39,533,600	-	-	-	-	39,533,600
Translation adjustments on long-term equity investments	-	-	-	-	-	-	-	-	-	(594,937)	-	-	-	(594,937)
Unrealized gain on financial instruments	-	-	-	-	-	-	-	-	-	-	-	773	-	773
Adjustment due to the movement of investees' other equity under the equity method	-	-	-	-	-	-	_	-	-	-	(87)	-	-	(87)
Purchase of treasury stock	-	-	-	-	-	-	-	-	-	-	-	-	(11,686,667)	(11,686,667)
Retirement of treasury stock	(150,000)	(172,188)	-	_	(479)	_	<u>-</u>	-	(4,511,507)	<u>-</u>	-	<u>-</u>	4,834,174	_
BALANCE, DECEMBER 31, 2010	8,176,532	10,777,623	-	18,411	24,710	-	10,273,674	-	52,876,892	(579,849)	(121)	(885)	(6,852,493)	74,714,494
Appropriation of the 2010 net earnings Special reserve Stock dividends Cash dividends	403,934	- - -	- - -	- - -	- - -	- - -	- - -	580,856 - -	(580,856) (403,934) (29,891,089)	- - -	- - -	- - -	- - -	- - (29,891,089)
Transfer of employee bonuses to common stock	40,055	4,205,796	-	-	-	-	-	-	· · · · · · · · · · · · · · · · · · ·	-	-	-	-	4,245,851
Net income in 2011	-	-	-	-	-	-	-	-	61,975,796	-	-	-	-	61,975,796
Unrealized gain on financial instruments	-	-	-	-	-	-	-	-	-	-	-	3,824	-	3,824
Translation adjustments on long-term equity investments	-	-	-	-	-	-	-	-	-	611,983	-	-	-	611,983
Adjustment due to the movement of investees' other equity under the equity method	-	-	-	-	-	-	-	-	-	-	(172)	-	-	(172)
Adjustment due to changes in ownership percentage in investees and the movement of investees' other equity under the equity method	-	-	_	(374)	_	_	-	_	-	-	-	-	-	(374)
Transfer of treasury stock to employees	-	-	1,750,767	-	-	37,503	-	-	-	-	-	-	4,113,821	5,902,091
Purchase of treasury stock	-	-	- -	-	-	-	-	-	-	-	-	-	(16,135,808)	(16,135,808)
Retirement of treasury stock	(100,000)	(173,811)	(20,309)	_	(287)	(435)	-	_	(8,214,494)	_	_	<u>-</u>	8,509,336	<u>=</u>
BALANCE, DECEMBER 31, 2011	<u>\$ 8,520,521</u>	<u>\$ 14,809,608</u>	<u>\$ 1,730,458</u>	<u>\$ 18,037</u>	<u>\$ 24,423</u>	<u>\$ 37,068</u>	<u>\$ 10,273,674</u>	<u>\$ 580,856</u>	<u>\$ 75,762,315</u>	<u>\$ 32,134</u>	<u>\$ (293)</u>	<u>\$ 2,939</u>	<u>\$ (10,365,144)</u>	<u>\$ 101,426,596</u>

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands of U.S. Dollars)

											Other	Equity		
	Capital Stock Issued and			Capital Surplus							Net Loss Not	Unrealized Valuation		
	Outstanding Common Stock	Issuance of Shares in Excess of Par	Treasury Stock Transactions	Long-term Equity Investments	Merger	Expired Stock Options	Legal Reserve	Retained Earning Special Reserve	gs Accumulated Earnings	Cumulative Translation Adjustments	Recognized as Pension Cost	Gain (Loss) on Financial Instruments	Treasury Stock	Total
BALANCE, JANUARY 1, 2011	\$ 270,040	\$ 355,944	\$ -	\$ 608	\$ 816	\$ -	\$ 339,300	\$ -	\$ 1,746,323	\$ (19,150)	\$ (4)	\$ (29)	\$ (226,312)	\$ 2,467,536
Appropriation of the 2010 net earnings Special reserve Stock dividends Cash dividends	13,340	- - -	- - -	- - -	- - -	- - -	- - -	19,184 - -	(19,184) (13,340) (987,189)	- - -	- - -	- - -	- - -	- - (987,189)
Transfer of employee bonuses to common stock	1,323	138,901	-	-	-	-	-	-	-	-	-	-	-	140,224
Net income in 2011	-	-	-	-	-	-	-	-	2,046,824	-	-	-	-	2,046,824
Unrealized gain on financial instruments	-	-	-	-	-	-	-	-	-	-	-	126	-	126
Translation adjustments on long-term equity investments	-	-	-	-	-	-	-	-	-	20,211	-	-	-	20,211
Adjustment due to the movement of investees' other equity under the equity method	-	-	-	-	-	-	-	-	-	-	(6)	-	-	(6)
Adjustment due to changes in ownership percentage of investees' other equity under the equity method	-	-	-	(12)	-	-	-	-	-	-	-	-	-	(12)
Transfer of treasury stock to employees	-	-	57,821	-	-	1,239	-	-	-	-	-	-	135,864	194,924
Purchase of treasury stock	-	-	-	-	-	-	-	-	-	-	-	-	(532,904)	(532,904)
Retirement of treasury stock	(3,303)	(5,740)	<u>(671</u>)	-	<u>(9)</u>	(15)	-	_	(271,293)		-		281,031	-
BALANCE, DECEMBER 31, 2011	<u>\$ 281,400</u>	<u>\$ 489,105</u>	<u>\$ 57,150</u>	<u>\$ 596</u>	<u>\$ 807</u>	<u>\$ 1,224</u>	\$ 339,300	<u>\$ 19,184</u>	<u>\$ 2,502,141</u>	<u>\$ 1,061</u>	<u>\$ (10)</u>	<u>\$ 97</u>	<u>\$ (342,321)</u>	<u>\$ 3,349,734</u>

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands)

	2010	201	1		
	NT\$	NT\$	US\$ (Note 3)		
CASH FLOWS FROM OPERATING ACTIVITIES					
Net income	\$ 39,533,600	\$ 61,975,796	\$ 2,046,824		
Adjustments to reconcile net income to net cash	\$ 37,333,000	\$ 01,773,770	\$ 2,040,024		
provided by operating activities					
Depreciation (including depreciation of assets					
leased to others)	622,438	928,774	30,674		
Amortization	58,621	397,022	13,112		
Compensation cost recognized for the transfer of		,-	- ,		
treasury stock to employees	-	1,788,270	59,060		
Distribution of bonuses to employees of		, ,	,		
subsidiaries	(157,007)	(599,510)	(19,800)		
Amortization of premium on financial assets	385	3,349	111		
Prepaid pension costs	(21,293)	(24,882)	(822)		
Gains on equity-method investments	(1,457,395)	(2,718,362)	(89,777)		
Cash dividends received from equity-method					
investees	480	1,786	59		
Loss on disposal of properties, net	139	-	-		
Transfer of properties to expenses	532	59	2		
Gains on sale of investments, net	(3,001)	(29)	(1)		
Impairment loss on financial assets carried at cost	1,192	-	-		
Deferred income tax assets	(1,467,669)	(1,768,812)	(58,417)		
Net changes in operating assets and liabilities					
Financial instruments at fair value through					
profit or loss	(432,144)	193,408	6,388		
Notes receivable	-	(755,450)	(24,950)		
Accounts receivable	(9,852,810)	3,894,712	128,628		
Accounts receivable from related parties	(25,941,841)	(4,790,878)	(158,224)		
Inventories	(16,703,299)	(3,468,828)	(114,562)		
Prepayments	1,003,874	(4,726,510)	(156,099)		
Other current assets	(330,274)	(101,225)	(3,343)		
Other current financial assets	(483,435)	(666,291)	(22,005)		
Other assets - other	(640,985)	(4,251,899)	(140,424)		
Notes and accounts payable	31,929,341	15,171,760	501,065		
Accounts payable to related parties	1,261,305	2,292,250	75,704		
Income tax payable	2,264,043	3,236,423	106,887		
Accrued expenses	16,479,349	14,946,453	493,624		
Other current liabilities	5,171,658	4,753,191	156,980		
Net cash provided by operating activities	40,835,804	85,710,577	2,830,694		
			(Continued)		

STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands)

	2010	201	2011			
	NT\$	NT\$	US\$ (Note 3)			
CASH FLOWS FROM INVESTING ACTIVITIES Purchase of available-for-sale financial assets	\$ (3,551,180)	\$ (490,000)	\$ (16,183)			
Proceeds of the sale of available-for-sale financial assets Purchase of held-to-maturity financial assets Increase in investments accounted for by the equity	5,610,175 (208,331)	200,029	6,606			
method Purchase of properties and assets leased to others (Increase) decrease in refundable deposits Increase in deferred charges	(3,031,907) (3,004,250) (10,031) (4,144)	(23,186,330) (5,328,935) 303 (122,413)	(765,756) (175,994) 10 (4,043)			
Increase in intangible assets	(220,943)	(2,279,911)	<u>(75,297)</u>			
Net cash used in investing activities	(4,420,611)	(31,207,257)	(1,030,657)			
CASH FLOWS FROM FINANCING ACTIVITIES Decrease in guarantee deposits received Cash dividends Purchase of treasury stock Transfer treasury stock to employees	(582) (20,122,332) (11,686,667)	(29,891,089) (16,135,808) 4,113,821	(987,189) (532,904) 135,864			
Net cash used in financing activities	(31,809,581)	(41,913,076)	(1,384,229)			
NET INCREASE IN CASH AND CASH EQUIVALENTS	4,605,612	12,590,244	415,808			
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	61,676,464	66,282,076	2,189,044			
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 66,282,076</u>	<u>\$ 78,872,320</u>	\$ 2,604,852			
SUPPLEMENTAL CASH FLOW INFORMATION Cash paid during the year Interest (net of amounts capitalized) Income tax	\$ 46 \$ 4,161,335	\$ 10,265 \$ 6,406,264	\$ 339 \$ 211,574			
NONCASH INVESTING AND FINANCING ACTIVITIES Transfer of retained earnings to common stock Transfer of assets leased to others to properties Retirement of treasury stock Transfer of stock bonuses to employees to common stock and additional paid-in capital	\$ 386,968 \$ 47,813 \$ 4,834,174 \$ 1,943,694	\$ 403,934 \$ 50,828 \$ 8,509,336 \$ 4,245,851	\$\frac{13,340}{\$\frac{1,679}{\$281,031}}\$ \$\frac{140,224}{\$(Continued)}\$			

STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands)

	2010		11
	NT\$	NT\$	US\$ (Note 3)
INCREASE IN LONG-TERM INVESTMENTS - EQUITY METHOD Increase in investments accounted for by the equity method Decrease in payable for purchase of investments Cash paid for increase in long-term investments	\$ 2,976,349 55,558 \$ 3,031,907	\$ 23,145,450 40,880 \$ 23,186,330	\$ 764,406 1,350 \$ 765,756
PURCHASE OF PROPERTIES AND ASSETS LEASED TO OTHERS Purchase cost of properties and assets leased to others Increase in payable for purchase of equipment Decrease in lease payable Cash paid for the purchase of properties and assets leased to others	\$ 3,252,855 (249,681) 1,076 \$ 3,004,250	\$ 5,359,120 (30,185) 	\$ 176,991 (997) ———————————————————————————————————

The accompanying notes are an integral part of the financial statements.

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders HTC Corporation

We have audited the accompanying consolidated balance sheets of HTC Corporation and subsidiaries (collectively, the "Company") as of December 31, 2010 and 2011, and the related consolidated statements of income, changes in stockholders' equity and cash flows for the years then ended, all expressed in New Taiwan dollars. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the Rules Governing the Audit of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Those rules and standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of HTC Corporation and subsidiaries as of December 31, 2010 and 2011, and the results of their operations and their cash flows for the years then ended, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers, and accounting principles generally accepted in the Republic of China.

Our audits also comprehended the translation of the 2011 New Taiwan dollar amounts into U.S. dollar amounts and, in our opinion, such translation has been made in conformity with the basis stated in Note 3. Such U.S. dollar amounts are presented solely for the convenience of readers.

February 14, 2012

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

For the convenience of readers, the auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language auditors' report and consolidated financial statements shall prevail. Also, as stated in Note 2 to the consolidated financial statements, the additional footnote disclosures that are not required under generally accepted accounting principles were not translated into English.

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2010 AND 2011 (In Thousands, Except Par Value)

	2010 2011		11		2010	2011	
ASSETS	NT\$	NT\$	US\$ (Note 3)	LIABILITIES AND STOCKHOLDERS' EQUITY	NT\$	NT\$	US\$ (Note 3)
CURRENT ASSETS				CURRENT LIABILITIES			
Cash and cash equivalents (Notes 2 and 5)	\$ 74,462,861	\$ 87,501,508	\$ 2,889,841	Notes and accounts payable (Note 27)	\$ 61,974,657	\$ 77,268,293	\$ 2,551,878
Financial assets at fair value through profit or loss (Notes 2, 6	\$ 74,402,001	\$ 67,301,306	\$ 2,009,041	Income tax payable (Notes 2 and 24)	6,809,417	10,570,682	349,109
	450.276	256.060	0.402				
and 26)	450,276	256,868	8,483	Accrued expenses (Notes 17 and 27)	33,426,028	46,171,290	1,524,862
Available-for-sale financial assets - current (Notes 2 and 7)	441,948	736,031	24,308	Payable for purchase of equipment	441,976	812,240	26,825
Notes receivable, net (Notes 2 and 8)	-	755,450	24,950	Long-term liabilities - current portion (Note 19)	12,188	17.207.255	-
Accounts receivable, net (Notes 2, 8 and 27)	61,614,355	63,964,341	2,112,499	Other current liabilities (Notes 2 and 18)	12,976,837	<u>17,307,355</u>	571,596
Other current financial assets (Notes 9 and 27)	783,540	1,405,911	46,432				
Inventories (Notes 2 and 10)	26,413,747	28,430,590	938,954	Total current liabilities	<u>115,641,103</u>	<u>152,129,860</u>	5,024,270
Prepayments (Note 11)	2,620,738	7,075,231	233,668				
Deferred income tax assets (Notes 2 and 24)	1,051,196	2,246,196	74,183	LONG-TERM LIABILITIES			
Other current assets	767,825	1,055,480	34,859	Long-term bank loans, net of current portion (Note 19)	12,188		
Total current assets	168,606,486	193,427,606	6,388,177	OTHER LIABILITIES			
				Guarantee deposits received	13,959	42,946	1,418
LONG-TERM INVESTMENTS							
Available-for-sale financial assets - noncurrent (Notes 2 and 7)	538	279	9	Total liabilities	<u>115,667,250</u>	<u>152,172,806</u>	5,025,688
Held-to-maturity financial assets - noncurrent (Notes 2 and 12)	207,946	204,597	6,757				
Financial assets carried at cost (Notes 2 and 13)	1,023,661	3,408,654	112,575	STOCKHOLDERS' EQUITY (Note 21)			
Investments accounted for by the equity method (Notes 2 and 14)	<u>-</u> _	71,732	2,369	Capital stock - NT\$10.00 par value			
				Authorized: 1,000,000 thousand shares			
Total long-term investments	1,232,145	3,685,262	121,710	Issued and outstanding: 817,653 thousand shares in 2010 and			
				852,052 thousand shares in 2011			
PROPERTIES (Notes 2, 15 and 27)				Common stock	8,176,532	8,520,521	281,400
Cost				Capital surplus	0,170,002	0,020,021	201,.00
Land	5,862,076	7,614,167	251,467	Additional paid-in capital - issuance of shares in excess of par	10,777,623	14,809,608	489,105
Buildings and structures	5,005,642	5,999,807	198,151	Treasury stock transactions	10,777,025	1,730,458	57,150
Machinery and equipment	7,236,349	11,298,070	373,132	Long-term equity investments	18,411	18,037	596
	172,632		5,701	Merger			807
Molding equipment		172,632			24,710	24,423	
Computer equipment	474,299	765,177	25,271	Expired stock options	-	37,068	1,224
Transportation equipment	7,378	7,710	255	Retained earnings	10.000 (5.4	10.000 (0.4	222.222
Furniture and fixtures	245,041	368,025	12,154	Legal reserve	10,273,674	10,273,674	339,300
Leased assets	5,934	6,730	222	Special reserve	<u>-</u>	580,856	19,184
Leasehold improvements	305,073	463,581	<u>15,310</u>	Accumulated earnings	52,876,892	75,762,315	2,502,141
Total cost	19,314,424	26,695,899	881,663	Other equity			
Less: Accumulated depreciation	(5,801,233)	(7,314,359)	(241,565)	Cumulative translation adjustments (Note 2)	(579,849)	32,134	1,061
Prepayments for construction-in-progress and equipment-in-transit	511,138	2,130,938	70,377	Net loss not recognized as pension cost	(121)	(293)	(10)
				Unrealized valuation (loss) gain on financial instruments (Notes 2			
Properties, net	14,024,329	21,512,478	710,475	and 26)	(885)	2,939	97
				Treasury stock (Note 22)	<u>(6,852,493</u>)	(10,365,144)	(342,321)
INTANGIBLE ASSETS (Notes 2 and 16)					_,_,,		
Patents	208,581	11,152,098	368,311	Equity attributable to stockholders of the parent	74,714,494	101,426,596	3,349,734
Goodwill	497,803	10,812,564	357,098				
Deferred pension cost	416	342	11	MINORITY INTEREST	-	992,724	32,786
Other	228,850	595,784	19,677				
Total intangible assets	935,650	22,560,788	745,097	Total stockholders' equity	<u>74,714,494</u>	102,419,320	3,382,520
OTHER ASSETS							
Assets leased to others	50,828						
		105 206	- 6 120				
Refundable deposits	150,860	185,306	6,120				
Deferred charges (Note 2)	243,249	763,516	25,216				
Deferred income tax assets (Notes 2 and 24)	2,366,488	3,675,521	121,388				
Restricted assets (Note 28)	95,688	68,700	2,269				
Other (Notes 2, 11 and 20)	2,676,021	8,712,949	<u>287,756</u>				
Total other assets	5,583,134	13,405,992	442,749				
TOTAL	<u>\$ 190,381,744</u>	<u>\$ 254,592,126</u>	<u>\$ 8,408,208</u>	TOTAL	<u>\$ 190,381,744</u>	<u>\$ 254,592,126</u>	<u>\$ 8,408,208</u>

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME YEARS ENDED DECEMBER 31, 2010 AND 2011

(In Thousands, Except Earnings Per Share)

	2010	2011			
	NT\$	NT\$	US\$ (Note 3)		
REVENUES (Notes 2 and 27)	\$ 278,761,244	\$ 465,794,773	\$15,383,427		
COST OF REVENUES (Notes 2, 10, 23 and 27)	194,892,505	333,997,246	11,030,656		
GROSS PROFIT	83,868,739	131,797,527	4,352,771		
OPERATING EXPENSES (Notes 23 and 27) Selling and marketing General and administrative Research and development	21,757,601 5,038,543 12,940,014	40,422,905 6,626,010 15,960,845	1,335,014 218,832 527,126		
Total operating expenses	39,736,158	63,009,760	2,080,972		
OPERATING INCOME	44,132,581	68,787,767	2,271,799		
NONOPERATING INCOME AND GAINS Interest income Gain on disposal of properties Gains on sale of investments Exchange gain (Note 2) Rental revenues (Note 27) Valuation gains on financial instruments, net (Notes 2 and 6) Other Total nonoperating income and gains NONOPERATING EXPENSES AND LOSSES Interest expense	313,888 879 3,001 6,486 450,276 368,414 1,142,944 3,562	701,724 29 1,520,643 8,772 256,868 295,228 2,783,264 30,979	23,175 1 50,221 290 8,483 9,750 91,920		
Loss on equity-method investments (Notes 2 and 14) Losses on disposal of properties Exchange loss (Note 2) Impairment losses (Notes 2, 13 and 16) Other	13,066 214,679 32,771 47,059	3,961 465 - 18,608 93,331	131 15 - 615 3,082		
Total nonoperating expenses and losses	311,137	147,344	4,866		
INCOME BEFORE INCOME TAX	44,964,388	71,423,687	2,358,853		
INCOME TAX (Notes 2 and 24)	(5,449,544)	(9,124,639)	(301,352)		
NET INCOME	\$ 39,514,844	\$ 62,299,048	\$ 2,057,501 (Continued)		

CONSOLIDATED STATEMENTS OF INCOME YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands, Except Earnings Per Share)

			2010		2011		
			NT\$	NTS	S U	S\$ (Note 3)	
ATTRIBUTABLE TO		•		.			
Stockholders of the parent		\$	39,533,600	\$ 61,97		2,046,824	
Minority interest		_	(18,756)	32	3,252	10,677	
		<u>\$</u>	39,514,844	\$ 62,29	<u>9,048</u> <u>\$</u>	2,057,501	
	20	10		20	11		
	Before	After	Bef	ore	After		
	Income	Income	Inco			come	
	Tax	Tax	Ta			ax	
	NT\$	NT\$	NT\$	US\$	NT\$	US\$	
				(Note 3)		(Note 3)	
BASIC EARNINGS PER SHARE							
(Note 25)	<u>\$ 51.98</u>	<u>\$ 46.18</u>	<u>\$ 82.63</u>	<u>\$ 2.73</u>	<u>\$ 73.32</u>	<u>\$ 2.42</u>	
DILUTED EARNINGS PER							
SHARE (Note 25)	<u>\$ 51.36</u>	<u>\$ 45.64</u>	<u>\$ 81.05</u>	<u>\$ 2.68</u>	<u>\$ 71.91</u>	<u>\$ 2.37</u>	

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands of New Taiwan Dollars)

										Other Equity					
	Capital Stock			Capital Surplus								Unrealized Valuation Gain			
	Issued and	Issuance of		Long-term				Retained Earnings		Cumulative	Net Loss Not	(Loss) on			
	Outstanding Common Stock	Shares in Excess of Par	Treasury Stock Transaction	Equity Investments	Merger	Expired Stock Options	Legal Reserve	Special Reserve	Accumulated Earnings	Translation Adjustments	Recognized as Pension Cost	Financial Instruments	Treasury Stock	Minority Interest	Total
BALANCE, JANUARY 1, 2010	\$ 7,889,358	\$ 9,056,323	\$ -	\$ 18,411	\$ 25,189	\$ -	\$ 10,273,674	\$ -	\$ 38,364,099	\$ 15,088	\$ (34)	\$ (1,658)	\$ -	\$ 34,207	\$ 65,674,657
Appropriation of the 2009 net earnings Stock dividends Cash dividends	386,968	- -	-	- -	- -	- -	- -	<u>-</u>	(386,968) (20,122,332)	- -	- -	- -	<u>-</u>	- -	(20,122,332)
Transfer of employee bonuses to common stock	50,206	1,893,488	-	-	-	-	-	-	-	-	-	-	-	-	1,943,694
Net income in 2010	-	-	-	-	-	-	-	-	39,533,600	-	-	-	-	(18,756)	39,514,844
Translation adjustments on long-term equity investments	-	-	-	-	-	-	-	-	-	(594,937)	-	-	-	-	(594,937)
Unrealized gain on financial instruments	-	-	-	-	-	-	-	-	-	-	-	773	-	-	773
Adjustment due to the movement of investees' other equity under equity method	-	-	-	-	-	-	-	-	-	-	(87)	-	-	-	(87)
Purchase of treasury stock	-	-	-	-	-	-	-	-	-	-	-	-	(11,686,667)	-	(11,686,667)
Retirement of treasury stock	(150,000)	(172,188)	-	-	(479)	-	-	-	(4,511,507)	-	-	-	4,834,174	-	-
Change in minority interest											_			(15,451)	(15,451)
BALANCE, DECEMBER 31, 2010	8,176,532	10,777,623	-	18,411	24,710	-	10,273,674	-	52,876,892	(579,849)	(121)	(885)	(6,852,493)	-	74,714,494
Appropriation of the 2010 net earnings Stock dividends Special reserve Cash dividends	403,934	- - -	- - -	- - -	- - -	- - -	- - -	580,856	(403,934) (580,856) (29,891,089)	- - -	- - -	- - -	- - -	- - -	- (29,891,089)
Transfer of employee bonuses to common stock	40,055	4,205,796	-	-	-	-	-	_	· · · · · · · · · · · · · · · · · · ·	-	-	-	-	-	4,245,851
Net income in 2011	-	-	-	-	-	-	-	-	61,975,796	-	-	-	-	323,252	62,299,048
Translation adjustments on long-term equity investments	-	-	-	-	-	-	-	-	-	611,983	-	-	-	-	611,983
Adjustment due to the movement of investees' other equity under equity method	-	-	-	-	-	-	-	-	-	-	(172)	-	-	-	(172)
Unrealized gain on financial instruments	-	-	-	-	-	-	-	-	-	-	-	3,824	-	-	3,824
Adjustment due to changes in ownership percentage in investees and the movement of investees' other equity under equity method	-	-	-	(374)	-	-	-	-	-	-	-	-	-	-	(374)
Transfer of treasury stock to employees	-	-	1,750,767	-	-	37,503	-	-	-	-	-	-	4,113,821	-	5,902,091
Purchase of treasury stock	-	-	-	-	-	-	-	-	-	-	-	-	(16,135,808)	-	(16,135,808)
Retirement of treasury stock	(100,000)	(173,811)	(20,309)	-	(287)	(435)	-	-	(8,214,494)	-	-	-	8,509,336	-	-
Change in minority interest														669,472	669,472
BALANCE, DECEMBER 31, 2011	<u>\$ 8,520,521</u>	<u>\$ 14,809,608</u>	<u>\$ 1,730,458</u>	\$ 18,037	\$ 24,423	\$ 37,068	\$ 10,273,674	\$ 580,856	\$ 75,762,315	\$ 32,134	<u>\$ (293)</u>	\$ 2,939	<u>\$ (10,365,144)</u>	\$ 992,724	\$ 102,419,320

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands of U.S. Dollars)

											Other	Equity			
	Capital Stock Issued and	Issuance of		Capital Surplus Long-term				Retained Earnings	s	Cumulative	Net Loss Not	Unrealized Valuation Gain (Loss) on			
	Outstanding Common Stock	Shares in Excess of Par	Treasury Stock Transactions	Equity Investments	Merger	Expired Stock Options		Special Reserve	Accumulated Earnings	Translation Adjustments	Recognized as Pension Cost	Financial Instruments	Treasury Stock	Minority Interest	Total
BALANCE, JANUARY 1, 2011	\$ 270,040	\$ 355,944	\$ -	\$ 608	\$ 816	\$ -	\$ 339,300	\$ -	\$ 1,746,323	\$ (19,150)	\$ (4)	\$ (29)	\$ (226,312)	\$ -	\$ 2,467,536
Appropriation of the 2010 net earnings Stock dividends Special reserve Cash dividends	13,340	- - -	- - -	- - -	- - -	- - -	- - -	19,184 -	(13,340) (19,184) (987,189)	- - -	- - -	- - -	- - -	- - -	- - (987,189)
Transfer of employee bonuses to common stock	1,323	138,901	-	-	-	-	-	-	-	-	-	-	-	-	140,224
Net income in 2011	-	-	-	-	-	-	-	-	2,046,824	-	-	-	-	10,677	2,057,501
Translation adjustments on long-term equity investments	-	-	-	-	-	-	-	-	-	20,211	-	-	-	-	20,211
Unrealized gain on financial instruments	-	-	-	-	-	-	-	-	-	-	-	126	-	-	126
Adjustment due to the movement of investees' other equity under equity method	-	-	-	-	-	-	-	-	-	-	(6)	-	-	-	(6)
Adjustment due to changes in ownership percentage of investees other equity under equity method	-	-	-	(12)	-	-	-	-	-	-	-	-	-	-	(12)
Purchase of treasury stock	-	-	-	-	-	-	-	-	-	-	-	-	(532,904)	-	(532,904)
Transfer of treasury stock to employees	-	-	57,821	-	-	1,239	-	-	-	-	-	-	135,864	-	194,924
Retirement of treasury stock	(3,303)	(5,740)	(671)	-	(9)	(15)	-	-	(271,293)	-	-	-	281,031	-	-
Change in minority interest	_	_	_	<u>-</u>		_		<u>=</u>	_			_		22,109	22,109
BALANCE, DECEMBER 31, 2011	\$ 281,400	<u>\$ 489,105</u>	<u>\$ 57,150</u>	<u>\$ 596</u>	<u>\$ 807</u>	<u>\$ 1,224</u>	\$ 339,300	\$ 19,184	\$ 2,502,141	<u>\$ 1,061</u>	<u>\$ (10)</u>	<u>\$ 97</u>	<u>\$ (342,321)</u>	\$ 32,786	\$ 3,382,520

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands)

	2010	2011			
	NT\$	NT\$	US\$ (Note 3)		
CASH FLOWS FROM OPERATING ACTIVITIES					
Net income	\$ 39,514,844	\$ 62,299,048	\$ 2,057,501		
Adjustments to reconcile net income to net cash	+,,	+ ·-,,-,-	+ -,,		
provided by operating activities					
Depreciation (including depreciation of assets					
leased to others)	905,138	1,564,225	51,660		
Amortization	97,196	836,611	27,630		
Compensation cost recognized for the transfer of	•	·			
treasury stock to employees	-	1,788,270	59,060		
Amortization of premium on financial assets	385	3,349	111		
Prepaid pension cost	(21,364)	(24,878)	(822)		
Loss on equity-method investments	-	3,961	131		
Loss on disposal of properties and deferred					
charges, net	12,187	465	15		
Transfer of properties to expenses	1,151	324	11		
Gains on sale of investments, net	(3,001)	(29)	(1)		
Impairment losses on financial assets carried at					
cost and goodwill	32,771	18,608	615		
Deferred income tax assets	(1,537,739)	(2,504,033)	(82,699)		
Net changes in operating assets and liabilities					
Financial instruments at fair value through					
profit or loss	(432,144)	229,037	7,564		
Notes receivable	-	(755,450)	(24,950)		
Accounts receivable	(34,472,524)	(1,368,605)	(45,200)		
Inventories	(20,435,168)	(1,995,952)	(65,919)		
Prepayments	683,128	(4,402,607)	(145,401)		
Other current assets	(582,339)	(287,655)	(9,500)		
Other current financial assets	(547,932)	(622,371)	(20,555)		
Other assets - other	(640,985)	(6,012,050)	(198,555)		
Notes and accounts payable	37,129,824	15,167,466	500,924		
Income tax payable	2,538,408	3,751,382	123,894		
Accrued expenses	18,413,894	16,823,509	555,616		
Other current liabilities	5,392,059	3,994,726	131,931		
Net cash provided by operating activities	46,047,789	88,507,351	2,923,061		
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchase of available-for-sale financial assets	(3,551,180)	(490,000)	(16,183)		
Proceeds of the sale of available-for-sale financial	(5,551,100)	(.,,,,,,,)	(10,103)		
assets	5,610,175	200,029	6,606		
Purchase of held-to-maturity financial assets	(208,331)	_00,029	-		
Increase in financial assets carried at cost	(286,876)	(2,300,272)	(75,969)		
Cook in America about the cook	(=00,070)	(-,= 0 0,= 1 =)	(Continued)		
			(Sammaca)		

CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands)

	2010	2011			
	NT\$	NT\$	US\$ (Note 3)		
Acquisition of investments accounted for by the					
equity method	\$ -	\$ (76,214)	\$ (2,517)		
Acquisition of subsidiaries	(78,272)	(20,210,729)	(667,483)		
Purchase of properties and assets leased to others	(4,990,996)	(8,411,182)	(277,789)		
Proceeds of the sale of properties and deferred	,		,		
charges	20,064	580	19		
Increase in refundable deposits	(21,817)	(34,309)	(1,133)		
Increase in deferred charges	(90,721)	(574,267)	(18,966)		
Decrease in restricted assets	10,564	26,988	891		
Increase in intangible assets	(220,943)	(2,294,360)	(75,774)		
Net cash used in investing activities	(3,808,333)	(34,163,736)	(1,128,298)		
CASH FLOWS FROM FINANCING ACTIVITIES					
Decrease in short-term borrowings	(42,326)	-	-		
Decrease in long-term bank loans	(22,499)	(24,376)	(805)		
Increase in guarantee deposits received	12,749	28,987	958		
Cash dividends	(20,122,332)	(29,891,089)	(987,189)		
Purchase of treasury stock	(11,686,667)	(16,135,808)	(532,904)		
Transfer of treasury stock to employees	(11,000,007)	4,113,821	135,864		
(Decrease) increase in minority interest	(15,451)	669,472	22,109		
•	, , , , , ,				
Net cash used in financing activities	(31,876,526)	(41,238,993)	(1,361,967)		
EFFECT OF EXCHANGE RATE CHANGES ON					
CASH AND CASH EQUIVALENTS	(538,359)	(65,975)	(2,180)		
NET INCREASE IN CASH AND CASH					
EQUIVALENTS	9,824,571	13,038,647	430,616		
CASH AND CASH EQUIVALENTS, BEGINNING					
OF YEAR	64,638,290	74,462,861	2,459,225		
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 74,462,861</u>	<u>\$ 87,501,508</u>	\$ 2,889,841		
SUPPLEMENTAL CASH FLOW INFORMATION Cash paid during the year					
Interest	<u>\$ 2,386</u>	<u>\$ 32,197</u>	<u>\$ 1,063</u>		
Income tax	<u>\$ 4,448,828</u>	<u>\$ 7,877,290</u>	<u>\$ 260,157</u>		
NONCASH INVESTING AND FINANCING ACTIVITIES					
Transfer of retained earnings to common stock	\$ 386,968	\$ 403,934	\$ 13,340		
Transfer of assets leased to others to properties	\$ 386,968 \$ 47,813	\$ 403,934 \$ 50,828	\$ 13,340 \$ 1,679		
Transier of assets leased to outers to properties	φ 4/,013	<u>φ 50,040</u>	(Continued)		
			(Commued)		

CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2010 AND 2011 (In Thousands)

	2010	201	1
	NT\$	NT\$	US\$ (Note 3)
Retirement of treasury stock Transfer of stock bonuses to employees to common	<u>\$ 4,834,174</u>	\$ 8,509,336	<u>\$ 281,031</u>
stock and additional paid-in capital	<u>\$ 1,943,694</u>	<u>\$ 4,245,851</u>	<u>\$ 140,224</u>
PURCHASE OF PROPERTIES AND ASSETS LEASED TO OTHERS Purchase cost of properties and assets leased to others	\$ 5,278,345	\$ 8,781,446	\$ 290,017
Increase in payable for purchase of equipment Decrease in lease payable	(288,425) 1,076	(370,264)	(12,228)
Cash paid for the purchase of properties and assets leased to others	<u>\$ 4,990,996</u>	<u>\$ 8,411,182</u>	<u>\$ 277,789</u>
ACQUISITION OF SUBSIDIARIES			
Expected net cash outflow on the acquisition of			
subsidiaries	\$ 245,927	\$ 20,303,485	\$ 670,547
Increase in other payable	(167,655)	(92,756)	(3,064)
Cash paid for acquisition of subsidiaries	<u>\$ 78,272</u>	<u>\$ 20,210,729</u>	<u>\$ 667,483</u>

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

Supplement 6

HTC CORPORATION

The Chart of 2011 Earnings Distribution

UNIT: NT\$

ltem	Amou	unt '
	Subtotal	Total
Accumulated earnings at beginning of 2011		22,001,013,010
Plus : Net income of 2011	61,975,795,713	
Less : Legal reserve	(6,197,579,571)	
Add : To Reverse Special reserve (Note 1)	580,855,556	
Appropriation of earnings for 2011	56,359,071,698	
Appropriation of earnings as of Dec 31, 2011		78,360,084,708
Items of appropriation and distribution of 2011 earnings :		
Cash dividend (NT\$ 40 per share) (Note 2)	(33,249,085,000)	
Total appropriation and distribution of 2011		(33,249,085,000)
Less: Because the book value of retired treasury shares is		
higher than the sum of par value plus original issue premium,		
the difference is charged to capital reserve generated by		
treasury shares of the same class. If this capital reserve is		
insufficient (Note 3)		(8,214,493,757)
Accumulated earnings at end of 2011		36,896,505,951

[NOTE]: Employee Bonus Distribution: NT\$ 7,238,636,878 which will be distributed in cash. Directors and Supervisors' remuneration: NT\$ 0

(Note 1) : Calculation : UNIT : NT\$

Other adjustments of Stockholders' Equity:

o the day as the first of second of	
As of Dec 31, 2011 :	
Unrealized losses on financial instruments	2,939,077
Net loss not recognized as pension cost	(292,804)
Cumulative transaction adjustments	32,133,291
Other adjustments of Stockholders' Equity as of Dec 31, 2010	34,779,564
Accumulated Special reserve for debit of Stockholders' Equity as of Dec 31, 2011 :	0
Less : Accumulated Special reserve for debit of Stockholders' Equity per book as of Dec 31, 2010	580,855,556
To reverse the Special reserve for debit of Stockholders' Equity	(580,855,556)

(Note 2): The Board of Directors may make the required adjustments to the actual earnings distribution ratio on the basis of the number of issued and outstanding stocks registered in the Common Stockholders' Roster as at the record date.

(Note 3): Because the book value of retired treasury shares is higher than the sum of par value plus original issue premium, the difference is charged to capital reserve generated by treasury shares of the same class. If this capital reserve is insufficient to offset the difference, the remainder shall be charged to retained earnings. This is charged to retained earnings of 2011.

HTC CORPORATION

Chairperson: Cher Wang President: Peter Chou

Chief Accountant: James.CY Chen

Supplement 7

Article no.	Original article	Amended article	Notes
Article 3	Appraisal procedures	Appraisal procedures	Amended per
	The methods and reference criteria for	The methods and reference criteria for	the amendment
	determining the price at which the	determining the price at which the	to the
	Company acquires or disposes of assets	Company acquires or disposes of assets	Regulations
	shall comply with the following:	shall comply with the following:	Governing the Acquisition and
	1. Securities investments:	1. Securities investments:	Disposal of
	Before acquiring or disposing of	To acquire or dispose of securities,	Assets by Public
	securities, the Company shall first	before the actual date of transaction,	Companies
	obtain, for reference in appraising the	the Company shall first obtain, for	made by the
	transaction price, a financial	reference in appraising the transaction	Financial
	statement of the subject company for	price, a financial statement of the	Supervisory
	the most recent period that has been	subject company for the most recent	Commission on
	audited and certified or reviewed by a	period that has been audited and	February 13,
	certified public accountant (CPA), or	certified or reviewed by a certified	2012.
	an investor memorandum, prospectus,	public accountant (CPA), or an	
	or financial information regarding the	investor memorandum, prospectus, or	
	subject securities, and shall determine	financial information regarding the	
	the transaction price using the	subject securities, and shall determine	
	following methods:	the transaction price using the	
		following methods:	
	(1) For acquisition or disposal of	(1) For acquisition or disposal of	
	securities traded on the centralized	securities traded on the centralized	
	securities exchange market or an	securities exchange market or an	
	OTC market, the price shall be	OTC market, the price shall be	
	determined according to the	determined according to the	
	current trading price.	current trading price.	
	(2) For acquisition or disposal of	(2) For acquisition or disposal of	
	securities not traded on the	securities not traded on the	
	centralized securities exchange	centralized securities exchange	
	market or an OTC market, the	market or an OTC market, the	
	price shall be determined through	price shall be determined through	
	negotiation after consideration of	negotiation after consideration of	
	net worth per share, profitability,	net worth per share, profitability,	
	and future development potential,	and future development potential,	
	taking current market prices as a	taking current market prices as a	
	reference, or by negotiation after	reference, or by negotiation after	
	reference to current market	reference to current market	
	interest rates, bond coupon rates,	interest rates, bond coupon rates,	
	and debtor creditworthiness.	and debtor creditworthiness.	
	In addition, when the amount of a	In addition, when the amount of a	
	transaction reaches 20 percent of	transaction reaches 20 percent of	
	paid-in capital or NT\$300 million or	paid-in capital or NT\$300 million or	
	more, the Company shall obtain an	more, before the actual date of	
	opinion from a CPA on the	transaction, the Company shall obtain	
	reasonableness of the trading price.	an opinion from a CPA on the	

Article no. Original artic	ele	Amended article	Notes
		reasonableness of the trading price. If	
		the CPA needs to adopt an expert's	
		report, the Statements on Auditing	
		Standards No. 20 announced by the	
		Accounting Research and	
		Development Foundation will apply.	
This requir	rement does not apply,	This requirement does not apply,	
however, to	o publicly quoted prices of	however, to publicly quoted prices of	
securities t	that have an active market	securities that have an active market	
or that are	subject to the Executive	or that are subject to the Executive	
Yuan Finar	ncial Supervisory	Yuan Financial Supervisory	
Commission	on's Interpretation	Commission's Interpretation	
concerning	g the Article 10 proviso in	concerning the Article 10 proviso in	
the Regula	tions Governing the	the Regulations Governing the	
Acquisition	n or Disposal of Assets by	Acquisition or Disposal of Assets by	
Public Cor	mpanies.	Public Companies.	
2 D 1	netry on other C 1	2 Pool monorty or the C	
	erty or other fixed assets:	2. Real property or other fixed assets:	
	the acquisition or disposal	Prices for the acquisition or disposal	
	perty shall be determined	of real property shall be determined	
I	egotiation, with reference to	through negotiation, with reference to	
	nced current value and	the announced current value and	
	alue of the property and the	assessed value of the property and the	
	saction prices of greal properties; in	actual transaction prices of neighboring real properties; in	
I — —	or disposal of other fixed	acquisition or disposal of other fixed	
	Company shall first collect	assets, the Company shall first collect	
l l	rice information and make a	relevant price information and make a	
	mination through one of	price determination through one of	
-	ods, either price	three methods, either price	
	n, price negotiation, or call	comparison, price negotiation, or call	
for tenders		for tenders.	
	Company acquires or	When the Company acquires or	
	f real property or other	disposes of real property or other	
	s, if the transaction amount	fixed assets, if the transaction amount	
	percent of paid-in capital	reaches 20 percent of paid-in capital	
	million or more, except in	or NT\$300 million or more, except in	
	ns with government	transactions with government	
	niring others to build on its	agencies, hiring others to build on its	
	hiring others to build on	own land, hiring others to build on	
	d, or acquiring or disposing	rented land, or acquiring or disposing	
	ig machinery and	of operating machinery and	
I = = = = = = = = = = = = = = = = = = =	, it shall first obtain an	equipment, before the actual date of	
	eport from a professional	transaction, it shall first obtain an	
	and shall further comply	appraisal report from a professional	
with the fo	llowing provisions:	appraiser and shall further comply	
		with the following provisions:	
(1) Where	due to special	(1) Where due to special	

Article no.	Original article	Amended article	Notes
	circumstances it is necessary to	circumstances it is necessary to	
	use a limited price, specified	use a limited price, specified	
	price, or special price as reference	price, or special price as reference	
	criteria for the transaction price,	criteria for the transaction price,	
	the transaction shall first be	the transaction shall first be	
	submitted for approval by the	submitted for approval by the	
	board of directors, and the same	board of directors, and the same	
	procedure shall be followed for	procedure shall be followed for	
	any future changes to the terms	any future changes to the terms	
	and conditions of the transaction.	and conditions of the transaction.	
	(2) Where the transaction amount	(2) Where the transaction amount	
	reaches NT\$1 billion or more, two	reaches NT\$1 billion or more, two	
	or more professional appraisers	or more professional appraisers	
	shall be engaged to provide	shall be engaged to provide	
	appraisals.	appraisals.	
	(3) Where any of the following	(3) Where any of the following	
	circumstances applies with respect	circumstances applies with respect	
	to the results of a professional	to the results of a professional	
	appraisal, a CPA shall be engaged	appraisal, except that the appraisal	
	to perform the appraisal in	price is higher than the acquisition	
	accordance with the provisions of	price or is less than the disposal	
	the Statement of Auditing	price, a CPA shall be engaged to	
	Standards No. 20 issued by the	perform the appraisal in	
	ARDF and to issue a specific	accordance with the provisions of	
	opinion regarding the reason for	the Statement of Auditing	
	the discrepancy and the	Standards No. 20 issued by the	
	appropriateness of the transaction	ARDF and to issue a specific	
	price:	opinion regarding the reason for	
		the discrepancy and the	
		appropriateness of the transaction	
		price:	
	1. The discrepancy between the	1. The discrepancy between the	
	appraisal result and the	appraisal result and the	
	transaction amount is 20	transaction amount is 20	
	percent or more of the	percent or more of the	
	transaction amount.	transaction amount.	
	2. The discrepancy between the	2. The discrepancy between the	
	results of two or more	results of two or more	
	professional appraisals is 10	professional appraisals is 10	
	percent or more of the	percent or more of the	
	transaction amount.	transaction amount.	
	(4) Where an appraisal is conducted	(4) No more than three months may	
	before a contract execution date,	pass between the date of the	
	no more than three months may	appraisal report and the contract	
	pass between the date of the	execution date, provided that	
	appraisal report and the contract	where the announced current	
	execution date, provided that	value used in the appraisal is for	
	where the announced current	the same period and not more than	

Article no. Original article		Amended article	Notes
value u	ised in the appraisal is for	six months have elapsed, the	
the san	ne period and not more than	original professional appraiser	
six months have elapsed, the		may issue an opinion.	
origina	l professional appraiser		
may iss	sue an opinion.		
3. Membership certificates or intangible		3. Membership certificates or intangible	
assets		assets	
-	uiring or disposing of	When acquiring or disposing of	
	ip certificates, the	membership certificates, the	
1	shall first collect relevant	Company shall first collect relevant	
l =	mation and use one of two	price information and use one of two	
	price comparison or price	methods, price comparison or price	
_	n, to effect acquisition or	negotiation, to effect acquisition or	
1 =	When acquiring or	disposal. When acquiring or	
	of intangible assets, the	disposing of intangible assets, the	
1	shall also collect relevant	Company shall also collect relevant	
1 -	mation, and shall make a essment of the relevant	price information, and shall make a careful assessment of the relevant	
	egulations and the content	laws and regulations and the content	
	ract in order to decide the	of the contract in order to decide the	
transaction		transaction price.	
	ansaction amount for	When a transaction amount for	
	or disposal of membership	acquisition or disposal of membership	
1 -	s or intangible assets	certificates or intangible assets	
	percent of paid-in capital	reaches 20 percent of paid-in capital	
) million or more, the	or NT\$300 million or more, before	
	shall seek an opinion from	the actual date of transaction, the	
	the reasonableness of the	Company shall seek an opinion from	
transaction	price. The CPA shall issue	a CPA on the reasonableness of the	
its opinion	in accordance with the	transaction price. The CPA shall issue	
provisions	of the Statement of	its opinion in accordance with the	
Auditing S	Standards No. 20 issued by	provisions of the Statement of	
the ARDF.		Auditing Standards No. 20 issued by	
		the ARDF.	
4. Other mate		4. Other material assets	
	g claims of financial	In acquiring claims of financial	
	s, derivatives products,	institutions, derivatives products,	
	sferred by means of lawful	assets transferred by means of lawful	
	emergers, acquisitions, or	mergers, demergers, acquisitions, or	
	fers, or other material Company shall collect	share transfers, or other material assets, the Company shall collect	
	ice information, depending	relevant price information, depending	
l	ire of the subject asset of	on the nature of the subject asset of	
	tion, and make a careful	the transaction, and make a careful	
	t of the relevant laws and	assessment of the relevant laws and	
	s and the content of the	regulations and the content of the	
_	order to decide the	contract in order to decide the	
contract in	order to decide the	Tomate in order to decide the	

Article no.	Original article	Amended article	Notes
	transaction price.	transaction price.	
	r	r	
	5. When the Company acquires or	5. When the Company acquires or	
	disposes of assets through court	disposes of assets through court	
	auction procedures, the evidentiary	auction procedures, the evidentiary	
	documentation issued by the court	documentation issued by the court	
	may be substituted for the appraisal	may be substituted for the appraisal	
	report or CPA opinion.	report or CPA opinion.	
Article 4	Operating procedures	Operating procedures	Amended in
	1. Levels of authorization	1. Levels of authorization	accordance with
	(1) When the Company acquires or	(1) When the Company acquires or	the Company's
	disposes of assets, the unit	disposes of assets with non-related	business scale
	handling the transaction shall	parties, the unit handling the	and business
	compile information on each asset	transaction shall compile	needs.
	to be transacted, including the	information on each asset to be	
	reasons for the proposed	transacted, including the reasons	
	acquisition or disposal, the target	for the proposed acquisition or	
	asset, the trading counterparty, the	disposal, the target asset, the	
	transfer price, the terms of	trading counterparty, the transfer	
	payment, and the price reference	price, the terms of payment, and	
	criteria, and submit them to the	the price reference criteria, and	
	unit with overall authority for a	submit them to the unit with	
	decision on the transaction.	overall authority for a decision on	
		the transaction.	
	 Acquisitions or disposals of 	1. Acquisitions or disposals of	
	securities:	securities:	
	1.1 When the securities	1.1 When an acquisition or	
	acquired or disposed of are	disposal is for the purpose	
	securities over which the	of business needs or	
	Company has direct or	strategic investments, the	
	indirect control, the	<u>following provisions will</u>	
	acquisition and disposal	<u>apply:</u>	
	shall take place in		
	accordance with the		
	<u>following provisions:</u>		
	1.1.1 Each individual	1.1.1 Each individual	
	transaction in an	transaction in an	
	amount equal to or	amount equal to or	
	greater than 20 percent	greater than NT\$1.5	
	of paid-in capital or	billion shall be	
	NT\$300 million shall	reported to and	
	be reported to and	approved by the board	
	approved by the board	of directors prior to its	
	of directors prior to its	execution.	
	execution.		
		1105 1111	
		1.1.2 Each individual	
		transaction in an	

Article no. Original article	Amended article	Notes
1.1.2 For any individual transaction that is be less than 20 percent paid-in capital and less than NT\$300 million the board of director authorizes the execution of the transaction subseque to approval by the chairman, with a report on the status of the transaction to be submitted to the boar of directors after its execution.	amount equal to or greater than NT\$600 million but less than NT\$1.5 billion shall be reported to the Chairman of the board for him/her to review and approve with other three directors, including at least one independent director, and shall be reported to the board of directors after its execution. 1.1.3 The board of directors authorizes the Chairman of the board to approve and execute each individual transaction in an amount less than NT\$600 million, who shall then report the board of directors of the status of execution afterwards.	
1.2 When securities acquired disposed of are not securities over which the Company has direct or indirect control, acquisition and disposal shall take plain accordance with the following provisions: 1.2.1 When the purpose of the acquisition or disposate is financial investment, the transaction shall be executed, after determination of the amount and procedures for its approval in accordance.	acquisition or disposal is financial investment, then the transaction shall be executed, after determination of the amount and procedures for its approval in accordance with the "Financial Investment Approval Matrix" submitted by the financial unit and approved by the chairman, and after its further submission for approval by the responsible officers in	

	•	After Revision	
Article no.	Original article	Amended article	Notes
	with the "Financial	authority.	
	Investment Approval		
	Matrix" submitted by the		
	financial unit and approved		
	by the chairman, and after		
	its further submission for		
	approval by the responsible		
	officers in order of		
	increasing authority.		
	1.2.2 When the purpose of		
	the acquisition or		
	disposal is strategic		
	investment, the board		
	of directors authorizes		
	the execution of the		
	transaction subsequent		
	to approval by the		
	chairman, with a		
	report on the status of		
	the transaction to be		
	submitted to the board		
	of directors after its		
	execution.		
	<u> </u>		
	1.3 When the transaction		
	counterparty is a related		
	party, the transaction shall		
	be carried out in accordance		
	with the following		
	provisions:		
	1.3.1 If the related party is		
	not a subsidiary in		
	which the Company		
	directly or indirectly		
	holds 99% or more of		
	the shares, then any		
	transaction, regardless		
	of amount, shall be		
	executed after		
	submission to and		
	approval by the board		
	of directors.		
	1.3.2 When the related party		
	is a subsidiary in		
	which the Company		
	directly or indirectly		
	holds 99% or more of		
	the shares, the board		
	the shares, the board		

		After Revision	3.7 ·
Article no. Original article		Amended article	Notes
	of directors authorizes		
	the execution of the		
	transaction subsequent		
	to approval by the		
	chairman, with a		
	report on the status of		
	the transaction to be		
	submitted to the board		
	of directors after its		
	execution.		
	CACCUITOII.		
2. Acquisi	tions or disposals of real	2. Acquisitions or disposals of real	
property	y:	property:	
	uisition or disposal of	2.1 Acquisition or disposal of	
_	property for use in	real property for use in	
	ness operations:	business operations:	
	1 Each individual	2.1.1 Each individual	
	transaction in an	transaction in an	
	amount equal to or	amount equal to or	
	greater than 20 percent	greater than NT\$1.5	
	of paid-in capital or	billion shall be	
	NT\$300 million shall	reported to and	
	be reported to and	approved by the board	
	*		
	approved by the board	of directors prior to its	
	of directors prior to its	execution.	
	execution.		
		2.1.2 Each individual	
		transaction in an	
		amount equal to or	
		greater than NT\$600	
		million but less than NT\$1.5 billion shall be	
		reported to the	
		<u>Chairman of the board</u>	
		for him/her to review	
		and approve with other	
		three directors,	
		including at least one	
		independent director,	
		and shall be reported	
		to the board of	
		directors after its	
		execution.	
) Francisco (1. 1. 1. 1.	2.1.2 Th. 1. 1. 6.1.	
2.1.2	2 For any individual	2.1.3 The board of directors	
	transaction amount	<u>authorizes the</u>	

Article no.	Original article	Amended article	Notes
	that is both less	than Chairman of the board	
	20 percent of pa	to approve and execute	
	capital and less	than each individual	
	NT\$300 million	transaction in an	
	board of director	ors amount less than	
	authorizes the	NT\$600 million, who	
	execution of the	shall then report the	
	transaction subs	sequent board of directors of	
	to approval by t	the the the status of execution	
	chairman, with	<u>a afterwards.</u>	
	report on the sta	atus of	
	the transaction	to be	
	submitted to the	e board_	
	of directors afte	er its_	
	execution.		
	2.1.3 A transaction for		
	acquisition of re		
	property from a	related	
	party must be		
	submitted to an		
	approved by the		
	of directors price	or to	
	execution in		
	accordance with	· ·	
	<u>relevant provisi</u>		
	Chapter 3 of the	<u>ese</u>	
	<u>Procedures</u> .		
	2.2 77	0.0771	
	2.2 The acquisition or dis	1 1	
	of real property not for	1 1 2	
	in business operation		
	within the limits for	within the limits for	
	transaction amounts s		
	in paragraph 2 of this	7	
	may be executed afte	<u> </u>	
	submission to and ap	-	
	by the board of direct	=	
	the transaction counter	<u>erparty</u>	
	is a related party,		
	submission to and ap		
	by the board of direct	tors in	
	accordance with the	n 2 o 6	
	provisions of Chapter		
	these Procedures is st		
	required prior to exec	CULIOII.	
	3 Acquisition or disposal of	f other 3 Acquisition or disposal of other	
	fixed assets:	fixed assets:	
	Integ about.	TIACU UDDOUD.	

Article no.	Original article	Amended article	Notes
	3.1 Acquisition or disposal of	3.1 Acquisition or disposal of	
	assets for use in business	assets for use in business	
	operations:	operations:	
	3.1.1 Each transaction in an	3.1.1 Each individual	
	amount equal to or	transaction in an	
	greater than 20 percent	amount equal to or	
	of paid-in capital or	greater than NT\$1.5	
	NT\$500 million or	<u>billion shall be</u>	
	more shall be	<u>reported to and</u>	
	submitted to and	approved by the board	
	approved by the board	of directors prior to its	
	of directors prior to its	execution.	
	execution.		
	3.1.2 Where the transaction	3.1.2 Each individual	
	counterparty is a	<u>transaction in an</u>	
	related party and each	amount equal to or	
	transaction is less than	greater than NT\$600	
	20 percent of the	million but less than	
	Company's paid-in	NT\$1.5 billion shall be	
	capital and NT\$500	reported to the	
	million:	Chairman of the board	
	3.1.2a If the related	for him/her to review	
	party is not a	and approve with other	
	subsidiary in	three directors,	
	which the	including at least one	
	<u>Company</u>	independent director,	
	directly or	and shall be reported	
	indirectly holds	to the board of	
	99% or more of	<u>directors after its</u>	
	the shares, each	execution.	
	transaction in		
	<u>whatsoever</u>		
	amount shall be		
	submitted to		
	and approved		
	by the board of		
	directors prior		
	to its execution.		
	3.1.2b If the related		
	party is a		
	subsidiary in		
	which the Company		
	directly or		
	indirectly holds		
	99% or more of		
	the shares, the		
	transaction shall		
	<u>uansaction shall</u>		

Article no.	Original article	Amended article	Notes
111010101101	be submitted to		11000
	and approved		
	by the		
	responsible		
	officer that was		
	authorized by		
	the chairman		
	prior to its		
	execution.		
	2.1.2.77		
	3.1.3 Transactions in	3.1.3 Transactions in	
	amounts less than	amounts less than	
	<u>those in 3.1.1 or 3.1.2</u>	NT\$600 million shall	
	<u>above</u> shall be	be submitted to	
	submitted to	supervisors for	
	supervisors for	approval in order of	
	approval in order of	their increasing	
	their increasing	authority in	
	authority in	accordance with the	
	accordance with the	"internal decision	
	"internal decision	authorization limits."	
	authorization limits."		
	3.2 Acquisitions or disposals of	3.2 Acquisitions or disposals of	
	assets that are not intended	assets that are not intended	
	for use in business	for use in business	
	operations shall be	operations shall be	
	submitted to and approved	submitted to and approved	
	by the board of directors	by the board of directors	
	prior to their execution.	prior to their execution.	
	prior to their execution.	prior to their execution.	
	4. Acquisition or disposal of	4. The board of directors	
	membership certificates:	authorizes the Chairman of the	
	4.1 Where the transaction	board to approve and execute	
	counterparty is not a related	each individual transaction for	
	party, the board of directors		
	*	acquisition or disposal of membership certificates, who	
	authorizes the execution of		
	the transaction subsequent	shall then report the board of	
	to approval by the chairman,	directors of the status of	
	with a report on the status of	execution afterwards.	
	the transaction to be		
	submitted to the board of		
	<u>directors after its execution.</u>		
	4.2 Where the transaction		
	counterparty is a related		
	party, each transaction in		
	whatsoever amount shall be		
	submitted to and approved		

HTC Corporation Comparison Chart for the Procedures for the Acquisition or Disposal of Assets Before and After Revision ginal article Amended article

Article no.	Original article	Amended article	Notes
	by the board of directors		
	prior to its execution.		
	5. Acquisition or disposal of	5. Acquisition or disposal of	
	intangible assets and other	intangible assets and other	
	material assets:	material assets:	
	5.1 Each individual transaction	5.1 Each individual transaction	
	in an amount equal to or	in an amount equal to or	
	greater than 20 percent of	greater than NT\$1.5 billion	
	paid-in capital or NT\$1.5	shall be reported to and	
	billion shall be reported to	approved by the board of	
	and approved by the board	directors prior to its	
	of directors prior to its	execution.	
	execution.		
	5.2 For any individual	5.2 For any individual	
	transaction amount that is	transaction amount that is	
	both less than 20 percent of	less than NT\$1.5 billion, the	
	paid-in capital and less than	board of directors authorizes	
	NT\$1.5 billion, the board of	the execution of the	
	directors authorizes the	transaction subsequent to	
	execution of the transaction	approval by the chairman,	
	subsequent to approval by	with a report on the status of	
	the chairman, with a report	the transaction to be	
	on the status of the	submitted to the board of	
	transaction to be submitted	directors after its execution.	
	to the board of directors		
	after its execution.		
	5.3 Where the transaction		
	counterparty is a related		
	party, each transaction in		
	whatsoever amount shall be		
	submitted to and approved		
	by the board of directors		
	prior to its execution.		
	6. In acquisition or disposal of	6. In acquisition or disposal of	
	assets by means of lawful	assets by means of lawful	
	mergers, demergers,	mergers, demergers,	
	acquisitions, or share transfers,	acquisitions, or share transfers,	
	the unit executing the	the unit executing the	
	transaction shall first conduct	transaction shall first conduct	
	an appraisal and thereafter carry		
	out the transaction in	out the transaction in	
	accordance with relevant laws	accordance with relevant laws	
	and regulations and Chapter 4	and regulations and Chapter 4	
	of these Procedures.	of these Procedures.	
		(2) When the Company acquires or	Amended per

Article no.	Original article	Amended article	Notes
		disposes of assets with related	the amendment
		parties, the unit handling the	to the
		transaction shall compile	Regulations Governing the
		information on each asset to be	Acquisition and
		transacted, including the reasons	Disposal of
		for the proposed acquisition or	Assets by Public
		disposal, the target asset, the	Companies
		trading counterparty, the transfer	made by the
		price, the terms of payment, and the price reference criteria, and	Financial
		submit them to the unit with	Supervisory Commission on
		overall authority for a decision on	February 13,
		the transaction.	2012 and in
		1. To acquire or dispose of real	accordance with
		estate, Chapter 3 of this	the Company's
		Procedure shall apply.	business scale
		Relevant documents shall be	and business
		submitted to the board of	needs.
		directors for approval and the	
		supervisors for recognition	
		before execution of agreements	
		and make payments.	
		2. To acquire or dispose of assets	
		other than real estate with the	
		transaction price reaching 20%	
		of the Company's paid-in	
		capital, 10% of the Company's	
		total assets or NT\$300 million, relevant documents shall be	
		submitted to the board of	
		directors for approval and the	
		supervisors for recognition	
		before execution of agreements	
		and make payments.	
		3. To acquire or dispose of assets	
		other than real estate with the	
		transaction price less than 20%	
		of the Company's paid-in	
		capital, 10% of the Company's	
		total assets or NT\$300 million,	
		relevant document shall be	
		submitted to two uninterested	
		directors for approval and the	
		supervisors for recognition	
		before execution of agreements	
		and make payments. The status of execution shall be	
		reported to the board of	
		reported to the board of	

directors afterwards. 4. For the transactions between the Company and its subsidiaries for the machines and facilities for the operation needs with the transaction price less than NTS600, the board of directors pursuant to the articles of in Company or other provisions of law, when a director expresses dissent and such dissent is on record or in a written statement, the Company shall distribute the materials expressing the director's dissenting opinion to each supervisor. After the Company has created independent director position(s), in accordance with the Securities and Exchange Act, when asset acquisition or disposal transactions are reported for deliberation by the board of directors in accordance with the preceding paragraph, adequate consideration shall be given to the opinions of each independent director phas dissenting or qualified opinion, such opinion shall be entered into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act,	Article no. Original article	Amended article	Notes
the Company and its subsidiaries for the machines and faecilities for the operation. (2) In any acquisition or disposal of assets by the Company that requires the approval of the board of directors pursuant to the articles of in Company or other provisions of law, when a director expresses dissent and such dissent is on record or in a written statement, the Company shall distribute the materials expressing the director's dissenting opinion to each supervisor. After the Company has created independent director position(s), in accordance with the securities and Exchange Act, when asset acquisition or disposal transactions are reported for deliberation by the board of directors in accordance with the preceding paragraph, adequate consideration shall be given to the opinions of each independent director has dissenting or qualified opinion, such opinion shall be entered into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, when asset acquisition or disposal transactions are reported for deliberation by the board of directors in accordance with the preceding paragraph, adequate consideration shall be given to the opinion shall be entered into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, when asset acquisition or disposal transactions are reported for deliberation by the board of directors in accordance with the preceding paragraph, adequate consideration shall be given to the opinion shall be entered into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act,			
subsidiaries for the machines and facilities for the operation needs with the transaction price less than NT5600, the board of directors authorizes the Chairman of the board to approve and execute he transaction, who shall then report to the next meeting of the board of directors pursuant to the articles of in Company to other provisions of law, when a director expresses dissent and such dissent is on record or in a written statement, the Company shall distribute the materials expressing the director's dissenting opinion to each supervisor. After the Company has created independent director position(s), in accordance with the Securities and Exchange Act, when asset acquisition or disposal transactions are reported for deliberation by the board of directors in accordance with the opinions of each independent director, and where an independent director has dissenting or qualified opinion, such opinion shall be entered into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, the Company's establishment of an audit committee pursuant to the Securities and Exchange Act,			
and facilities for the operation needs with the transaction price less than NT5600, the board of directors authorizes the Chairman of the board to approve and execute he transaction, who shall then report to the next meeting of the board of directors pursuant to the articles of in Company or other provisions of law, when a director expresses dissent and such dissent is on record or in a written statement, the Company shall distribute the materials expressing the director's dissenting opinion to each supervisor. After the Company has created independent director position(s), in accordance with the Securities and Exchange Act, when asset acquisition or disposal transactions are reported for deliberation by the board of directors in accordance with the preceding paragraph, acquate consideration shall be given to the opinions of each independent director pastions, such opinion shall be entered into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, and facilities for the operation needs with nice transaction price less than NTS600, the board of directors pursuant to the approve and execute he transaction, who shall then report to the next meeting of the board of directors pursuant to the articles of in Company that requires the approval of the board of director in a written statement, the Company shall distribute the materials expressing the director's dissenting opinion to each supervisor. After the Company has created independent director position(s), in accordance with the Securities and Exchange Act, when asset acquisition or disposal transactions are reported for deliberation by the board of directors in accordance with the preceding paragraph, acquate consideration shall be given to the opinions of each independent director has dissenting or qualified opinion, such opinion shall be entered into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committ			
(2) In any acquisition or disposal of assets by the Company that requires the approval of the board of directors pursuant to the articles of in Company or other provisions of law, when a director expresses dissent and such dissent is on record or in a written statement, the Company shall distribute the materials expressing the director's dissenting opinion to each supervisor. After the Company has created independent director position(s), in accordance with the Securities and Exchange Act, when asset acquisition or disposal transactions are reported for deliberation by the board of directors in accordance with the preceding paragraph, adequate consideration shall be given to the opinions of each independent director, and where an independent director has dissenting or qualified opinion, such opinion shall be entered into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act,			
C2 In any acquisition or disposal of assets by the Company that requires the approval of the board of directors pursuant to the articles of in Company or other provisions of law, when a director expresses dissent and such dissent is on record or in a written statement, the Company shall distribute the materials expressing the director's dissenting opinion to each supervisor. After the Company has created independent director position(s), in accordance with the preceding paragraph, adequate consideration shall be given to the opinions of each independent director and where an independent director has dissenting or qualified opinion, such opinion shall be circred into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, when asset and such dissentiance and Exchange Act, when asset acquisition or disposal transaction, who shall then report to the mext meeting of the board of directors pursuant to the articles of in Company or other provisions of law, when a director expresses dissent and such dissent is on record or in a written statement, the Company shall distribute the materials expressing the director's dissenting opinion to each supervisor. After the Company has created independent director position(s), in accordance with the Securities and Exchange Act, when asset acquisition or disposal treatication. (3) In any acquisition or disposal or assets by the Company that requires the approval of the board of directors pursuant to the articles of in Company that requires the approval of the board of director's dissenting opinion to each supervisor. After the Company has created independent director position(s), in accordance with the Securities and Exchange Act, when asset acquisition or disposal transaction. who shall be calculated to the company's establishment of an audit committee pursuant to the Securities and Exchange Act, when a director expresses dissent and such dissential requires the approval o		•	
directors authorizes the Chairman of the board to approve and execute he transaction, who shall then report to the next meeting of the board of directors pursuant to the articles of in Company or other provisions of law, when a director expresses dissent and such dissent is on record or in a written statement, the Company shall distribute the materials expressing the director's dissenting opinion to each supervisor. After the Company has created independent director position(s), in accordance with the Securities and Exchange Act, when asset acquisition or disposal transactions are reported for deliberation by the board of directors in accordance with the preceding paragraph, adequate consideration shall be given to the opinions of each independent director, and where an independent director has dissenting or qualified opinion, such opinion shall be entered into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, when aset adissenting or qualified opinion, such opinion shall be entered into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act, when a set adissenting or qualified opinion, such opinion shall be entered into the minutes of the board of directors meeting. Subsequent to the Company's establishment of an audit committee pursuant to the Securities and Exchange Act,			
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		After Revision	3.7
Article no.	Original article	Amended article	Notes
	approved by one-half or more of	approved by one-half or more of	
	the total number of audit	the total number of audit	
	committee members and shall be	committee members and shall be	
	submitted for a resolution by the	submitted for a resolution by the	
	board of directors. If the	board of directors. If the	
	transaction has not received	transaction has not received	
	approval from one-half of the total	approval from one-half of the total	
	number of audit committee	number of audit committee	
	members, it may be carried out	members, it may be carried out	
	with the approval of two-thirds or	with the approval of two-thirds or	
	more of the total number of	more of the total number of	
	directors, and the resolution of the	directors, and the resolution of the	
	audit committee shall be recorded	audit committee shall be recorded	
	in the minutes of the board of	in the minutes of the board of	
	directors meeting. The "total	directors meeting. The "total	
	number of audit committee	number of audit committee	
	members" and "total number of	members" and "total number of	
	directors" shall be calculated only	directors" shall be calculated only	
	with respect to those actually	•	
	*	with respect to those actually	
	currently serving in those	currently serving in those	
	positions.	positions.	
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Article 4-1		The transaction price specified in the	Amended per the amendment
		preceding article shall be calculated	to the
		according to Paragraph 2, Article 17.	Regulations
		The term "within one year" shall refer to	Governing the
		one year prior to the actual date of	Acquisition and
		transaction. The transactions that the	Disposal of
		Company has obtained the appraisal	Assets by Public
		report or the CPA report according to	Companies
		this Procedure may be excluded.	made by the
			Financial
			Supervisory
			Commission on
			February 13,
Cl 4 2	Annii-kin -CD -1D - / C	The second of D. L. and D. C.	2012
Chapter 3	Acquisition of Real Property from	<u>Transactions with Related Parties</u>	Amended per the amendment
	Related Parties		to the
			Regulations
			Governing the
			Acquisition and
			Disposal of
			Assets by Public
			Companies
			made by the
			Financial
			Supervisory
			Commission on

Article no.	Original article	Amended article	Notes
rutiele no.	original article	7 Milended di Gele	February 13, 2012
Article 6	relevant resolution procedures and appraisals of the reasonableness of the	Scope of applicability For acquisition or disposal of assets between the Company and the related parties, the Company shall carry out the relevant resolution procedures and appraisals of the reasonableness of the transaction terms in accordance with the provisions of this chapter and the preceding chapter. In addition, if the transaction price reaches 10% or more of the Company's total assets, the Company shall also obtain the appraisal report or the CPA report as specified in the preceding Charter. The transaction price specified in the preceding paragraph shall be calculated in accordance with Article 4-1.	Amended per the amendment to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies made by the Financial Supervisory Commission on February 13, 2012
	In judging whether a trading counterparty is a related party, consideration shall be given to the substantive nature of the relationship in addition to its legal form.	In judging whether a trading counterparty is a related party, consideration shall be given to the substantive nature of the relationship in addition to its legal form.	
Article 7	Resolution procedures When the Company obtains real property from a related party, it shall submit the following materials for passage by the board of directors and recognition by the supervisors before carrying out the transaction: 1. The purpose, necessity, and	Resolution procedures When the Company <u>acquires</u> real property from <u>or disposes of real estate</u> to a related party, or acquires other assets from or dispose of other assets to a related party at the transaction price reaching 20% of the Company's paid-in capital, 10% of the Company's total assets or NT\$300 million, it shall submit the following materials for passage by the board of directors and recognition by the supervisors before executing agreements or making payments: 1. The purpose, necessity, and	Amended per the amendment to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies made by the Financial Supervisory Commission on February 13, 2012
	anticipated benefit of the real property acquisition.	anticipated benefit of the real property acquisition or disposal.2. The reason for choosing the related party as a trading counterparty.	

Article no. Original article	Amended article	Notes
Article no. Original article reasonableness of the preliminary transaction terms in accordance with the provisions of Articles 8 through 10. 4. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party. 5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract and an evaluation of the necessity of the transaction and the reasonableness of funds utilization. 6. Any restrictive covenants or other material stipulations associated with the transaction.	Amended article party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with the provisions of Articles 8 through 10. 4. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party. 5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract and an evaluation of the necessity of the transaction and the reasonableness of funds utilization. 6. The appraisal report issued by an appraiser according to the preceding article or CPA's opinion. 7. Any restrictive covenants or other material stipulations associated with the transaction. The transaction price specified in the preceding article shall be calculated according to Paragraph 2, Article 17. The term "within one year" shall refer to one year prior to the actual date of transaction. The transactions that have been approved by the board of directors and recognized by the supervisors according to this Procedure may be excluded. For the acquisition or disposal of the machines and facilities for the operation needs between the Company and its subsidiaries, the Chairman of board may approve and execute the transactions according to Article 4.1.2.4 and then report to the next meeting of the boar of	
Subsequent to the creation of independent director(s) by this	Subsequent to the creation of independent director(s) by this	
Company in accordance with the Securities and Exchange Act, when	Company in accordance with the Securities and Exchange Act, when	

		After Revision	
Article no.	Original article	Amended article	Notes
	asset acquisition or disposal transactions		
	are reported for deliberation by the	are reported for deliberation by the	
	board of directors in accordance with	board of directors in accordance with	
	the preceding paragraph, adequate	the preceding paragraph, adequate	
	consideration shall be given to the	consideration shall be given to the	
	opinions of each independent director,	opinions of each independent director,	
	and their dissenting or qualified	and their dissenting or qualified	
	opinions, if any, and the reasons for	opinions, if any, and the reasons for	
	them shall be entered into the minutes of	them shall be entered into the minutes of	
	the board of directors meeting.	the board of directors meeting.	
	Subsequent to this Company's	Subsequent to this Company's	
	establishment of an audit committee	establishment of an audit committee	
	pursuant to the Securities and Exchange	pursuant to the Securities and Exchange	
	Act, matters that shall be subject to	Act, matters that shall be subject to	
	1	recognition by the supervisors pursuant	
	to paragraph 1 shall first be approved by	to paragraph 1 shall first be approved by	
	one-half or more of the total number of	one-half or more of the total number of	
	audit committee members and shall be	audit committee members and shall be	
	submitted for a resolution by the board	submitted for a resolution by the board	
	of directors. If the transaction has not	of directors. If the transaction has not	
	received approval from one-half of the	received approval from one-half of the	
	total number of audit committee	total number of audit committee	
	members, it may be carried out with the	members, it may be carried out with the	
	approval of two-thirds or more of the	approval of two-thirds or more of the	
	total number of directors, and the	total number of directors, and the	
	resolution of the audit committee shall	resolution of the audit committee shall	
	be recorded in the minutes of the board	be recorded in the minutes of the board	
	of directors meeting. The "total number	of directors meeting. The "total number	
		of audit committee members" and "total	
		number of directors" shall be calculated	
	only with respect to those actually	only with respect to those actually	
	currently serving in those positions.	currently serving in those positions.	
Article 11	Resolution procedures	Resolution procedures	Amended per
	1. When the Company conducts a	When the Company conducts a	the amendment
	merger, demerger, acquisition, or	merger, demerger, acquisition, or	to the
	share transfer, prior to convening the	share transfer, prior to convening the	Regulations
	board of directors to resolve on the	board of directors to resolve on the	Governing the
	matter, it shall engage a CPA,	matter, it shall engage a CPA,	Acquisition and
	attorney, or securities underwriter to	attorney, or securities underwriter to	Disposal of Assets by Public
	issue an opinion on the	issue an opinion on the	Companies
	reasonableness of the share exchange	reasonableness of the share exchange	made by the
	ratio, acquisition price, or distribution		Financial
	of cash or other property to	of cash or other property to	Supervisory
	shareholders, and report the opinion	shareholders, and report the opinion	Commission on
	to the board of directors for	to the board of directors for	February 13,
	deliberation and passage.	deliberation and passage.	2012
	· ·	2. When the Company participates in a	
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HTC Corporation

Comparison Chart for the Procedures for the Acquisition or Disposal of Assets Before and After Revision Ginal article Amended article

Before and After Revision					
Article no.	Original article	Amended article	Notes		
	merger, demerger, or acquisition, then	merger, demerger, or acquisition, then			
	prior to the shareholders meeting it	prior to the shareholders meeting it			
	shall prepare a public report to	shall prepare a public report to			
	shareholders detailing material	shareholders detailing material			
	contractual content and matters	contractual content and matters			
	relevant to the merger, demerger, or	relevant to the merger, demerger, or			
	acquisition and include it, along with	acquisition and include it, along with			
	the expert opinion referred to in	the expert opinion referred to in			
	paragraph 1 of the preceding	paragraph 1 of the preceding			
	paragraph, in the notification of the	paragraph, in the notification of the			
	shareholders meeting for reference by	shareholders meeting for reference by			
	shareholders in deciding whether to	shareholders in deciding whether to			
	approve the merger, demerger, or	approve the merger, demerger, or			
	acquisition. This restriction shall not	acquisition. This restriction shall not			
	apply, however, where there are other	apply, however, where there are other			
	provisions of law that exempt a	provisions of law that exempt a			
	company from convening a	company from convening a			
	shareholders meeting to approve the	shareholders meeting to approve the			
	merger, demerger, or acquisition.	merger, demerger, or acquisition.			
	Where the shareholders meeting of	Where the shareholders meeting of			
	any one of the companies	any one of the companies			
	participating in a merger, demerger, or	participating in a merger, demerger, or			
	acquisition fails to convene or pass a	acquisition fails to convene or pass a			
	resolution due to lack of a quorum,	resolution due to lack of a quorum,			
	insufficient votes, or other legal	insufficient votes, or other legal			
	restriction, or the proposal is rejected	restriction, or the proposal is rejected			
	by the shareholders meeting, the	by the shareholders meeting, the			
	companies participating in the merger,	companies participating in the merger,			
	demerger or acquisition shall	demerger or acquisition shall			
	immediately publicly explain the	immediately publicly explain the			
	reason, the follow-up measures, and	reason, the follow-up measures, and			
	the preliminary date of the next	the preliminary date of the next			
	shareholders meeting. When the companies participating in	shareholders meeting.			
	3. When the companies participating in a merger, demerger, or acquisition	3. When the companies participating in			
	convene board of directors meetings	a merger, demerger, or acquisition convene board of directors meetings			
	or shareholders meetings to resolve	or shareholders meetings to resolve			
	_	_			
	matters concerning the merger, demerger, or acquisition, they shall do	matters concerning the merger, demerger, or acquisition, they shall do			
	so on the same day, unless another	so on the same day, unless another			
	law provides otherwise or the	law provides otherwise or the			
	Commission is notified in advance of	Commission is notified in advance of			
	extraordinary circumstances and	extraordinary circumstances and			
	grants consent.	grants consent.			
	The companies participating in a	The companies participating in a			
	share transfer shall convene their	share transfer shall convene their			
	board of directors meetings on the	board of directors meetings on the			
	same day, unless another law provides	same day, unless another law provides			
	same day, diffess afformer faw provides	same day, unless another law provides			

Before and After Revision				
Article no.	Original article	Amended article	Notes	
	otherwise or the Commission is	otherwise or the Commission is		
	notified in advance of extraordinary	notified in advance of extraordinary		
	circumstances and grants consent.	circumstances and grants consent.		
	An exchange-listed company or one	An exchange-listed company or one		
	whose shares are traded on an OTC	whose shares are traded on an OTC		
	market that participates in a merger,	market that participates in a merger,		
	<u> </u>	demerger, acquisition, or share transfer		
	shall make a comprehensive written	shall make a comprehensive written		
	record of the following information, to	record of the following information, to		
	be retained for five years for reference:	be retained for five years for reference:		
	1. Basic personnel information:	1. Basic personnel information:		
	including the occupational titles,	including the occupational titles,		
	names, and national ID numbers (or	names, and national ID numbers (or		
	passport numbers in the case of	passport numbers in the case of		
	foreign nationals) of all persons	foreign nationals) of all persons		
	involved in the planning or	involved in the planning or		
	implementation of any merger,	implementation of any merger,		
	demerger, acquisition, or share	demerger, acquisition, or share		
	transfer prior to public disclosure of	transfer prior to public disclosure of		
	the plan.	the plan.		
	2. Dates of material events: including	2. Dates of material events: including		
	the signing of any letter of intent or	the signing of any letter of intent or		
	memorandum of understanding, the	memorandum of understanding, the		
	hiring of a financial or legal advisor,	hiring of a financial or legal advisor,		
	the execution of a contract, and the	the execution of a contract, and the		
	convening of a board of directors	convening of a board of directors		
	meeting.	meeting.		
	3. Important documents and minutes:	3. Important documents and minutes:		
	Including merger, demerger,	Including merger, demerger,		
	acquisition, or share transfer plans,	acquisition, or share transfer plans,		
	any letter of intent or memorandum of			
	understanding, material contracts, and			
	minutes of board of directors	minutes of board of directors		
	meetings.	meetings.		
	An exchange-listed company or one	An exchange-listed company or one		
	whose shares are traded on an OTC	whose shares are traded on an OTC		
	market that participates in a merger,	market that participates in a merger,		
	demerger, acquisition, or share transfer	demerger, acquisition, or share transfer		
	shall, within two days <u>after</u> the date of	shall, within two days from the date of		
	passage of the board of directors	passage of the board of directors		
	resolution, report the information under	resolution, report the information under		
		subparagraphs 1 and 2 of the preceding		
	paragraph for reference by the FSC, in	paragraph for reference by the FSC, in		
	the prescribed format, through its	the prescribed format, through its		
	Internet information reporting system.	Internet information reporting system.		
	internation reporting system.	by sternic meaning by sternic		
	Where any of the companies	Where any of the companies		
	or the companies		<u>l</u>	

Article no.	Original article	Amended article	Notes
	participating in a merger, demerger,	participating in a merger, demerger,	
		acquisition, or transfer of another	
	company's shares is neither listed on an	company's shares is neither listed on an	
	exchange nor has its shares traded on an	exchange nor has its shares traded on an	
	OTC market, the company(ies) so listed	OTC market, the company(ies) so listed	
	or traded shall sign an agreement with	or traded shall sign an agreement with	
	such company, and the provisions of	such company, and the provisions of	
		paragraphs 3 and 4 shall be complied	
	with.	with.	
Article 17	Procedures for public announcement and reporting	Procedures for public announcement and reporting	Amended per the amendment
	1 2	When the Company acquires or disposes	to the
	of assets under any of the following	of assets under any of the following	Regulations
	circumstances, it shall publicly	circumstances, it shall publicly	Governing the
	_ · · · · · · · · · · · · · · · · · · ·	announce and report the relevant	Acquisition and
	information, in accordance with the type	-	Disposal of Assets by Public
	of disposal or acquisition, on the FSC's	of disposal or acquisition, on the FSC's	Companies
	designated website in the appropriate	designated website in the appropriate	made by the
	format as prescribed by regulations	format as prescribed by regulations	Financial
	within two days from the date of	within two days from the date of	Supervisory
	occurrence:	occurrence:	Commission on
	1. An acquisition of real property from a	1. An acquisition of real property from	February 13,
	related party.	or a disposal of real estate to a related	2012
		party, a transaction with a related	
		parties for the assets other than real	
		estate with the transaction price	
		reaching 20% of the Company's	
		paid-in capital, 10% of the total	
		assets, and NT\$300 million,	
		excluding the transactions of treasury	
		bonds or repurchase or reverse sell of	
		bonds.	
	2. An investment in the mainland area	2 A margar damargar acquisition as	
		2. A merger, demerger, acquisition, or share transfer.	
	3. A merger, demerger, acquisition, or share transfer.		
	4. Losses from derivatives trading reach	3. Losses from derivatives trading reach	
	1	the limits on aggregate losses or losses on individual contracts set out	
	the limits on aggregate losses or losses on individual contracts set out		
		in the procedures adopted by the	
	in the procedures adopted by the	Company. 4. Where the amount of an asset	
	Company. 5. Where the amount of an asset		
	transaction other than any of those	transaction other than any of those referred to in the preceding three	
	referred to in the preceding four	subparagraphs, a disposal of	
	subparagraphs or a disposal of	receivables by a financial institution,	
	receivables by a financial institution	or investments in China reaches 20	
	reaches 20 percent or more of paid-in	percent or more of paid-in capital or	
	capital or NT\$300 million. This	NT\$300 million. This restriction shall	
	Capital of 141 \$500 million. This	141 \$300 million. This restriction shall	

		After Revision	
Article no.	Original article	Amended article	Notes
	restriction shall not apply, however,	not apply, however, under the	
	under the following circumstances:	following circumstances:	
	(1) Trades in government bonds.	(1) Trades in government bonds.	
	(2) Securities trading by investment	(2) Securities trading by investment	
	professionals on foreign or	professionals on foreign or	
	domestic securities exchanges or	domestic securities exchanges or	
	over-the-counter markets.	over-the-counter markets.	
	(3) Trades of bonds under	(3) Trades of bonds under	
	repurchase/resale agreements.	repurchase/resale agreements.	
	(4) The type of asset acquired or	(4) The type of asset acquired or	
	disposed is equipment/machinery	disposed is equipment/machinery	
	for use in business operations, the	for use in business operations, the	
	trading counterparty is not a	trading counterparty is not a	
	related party, and the transaction	related party, and the transaction	
	amount is less than NT\$500	amount is less than NT\$500	
	million.	million.	
	(5) The Company operates	(5) The Company operates	
	construction business and acquires	construction business and acquires	
	or disposes of real property for	or disposes of real property for	
	use in construction, where the	use in construction, where the	
	trading counterparty is not a	trading counterparty is not a	
	related party, and the transaction	related party, and the transaction	
	amount is less than NT\$500	amount is less than NT\$500	
	million.	million.	
	(6) Real property is acquired under an	(6) Real property is acquired under an	
	arrangement for commissioned	arrangement for commissioned	
	construction on self-owned land,	construction on self-owned land	
	joint construction and allocation	or leased land, joint construction	
	of housing units, joint	and allocation of housing units,	
	construction and allocation of	joint construction and allocation	
	ownership percentages, or joint	of ownership percentages, or joint	
	construction and separate sale,	construction and separate sale,	
	and the amount the Company	and the amount the Company	
	expects to invest in the transaction	expects to invest in the transaction	
	is less than NT\$500 million.	is less than NT\$500 million.	
	The amounts of the transactions in the	The amounts of the transactions in the	
	preceding paragraph shall be calculated	preceding paragraph shall be calculated	
	as follows:	as follows:	
	1. As the amount of any individual	1. As the amount of any individual	
	transaction.	transaction.	
	2. As the cumulative transaction amount	2. As the cumulative transaction amount	
	of acquisitions and disposals of the	of acquisitions and disposals of the	
	same type of asset with the same	same type of asset with the same	
	trading counterparty within one year.	trading counterparty within one year.	
	3. As the cumulative transaction amount		
	of real property acquisitions and	of real property acquisitions and	
	disposals (respective cumulative	disposals (respective cumulative	
	amounts for acquisitions and for	amounts for acquisitions and for	
L	•	•	

HTC Corporation
Comparison Chart for the Procedures for the Acquisition or Disposal of Assets
Before and After Revision
ginal article
Amended article

Article no.	Original article	Amended article	Notes
	disposals) in the same development	disposals) in the same development	
	project within one year.	project within one year.	
	4. As the cumulative transaction amount	4. As the cumulative transaction amount	
	of acquisitions and disposals	of acquisitions and disposals	
	(respective cumulative amounts for	(respective cumulative amounts for	
	acquisitions and for disposals) of the	acquisitions and for disposals) of the	
	same security within one year.	same security within one year.	
	"Within one year," as used in paragraph	"Within one year," as used in the	
	2, refers to a preceding period of	preceding paragraph, refers to a	
	one-year calculated from the date of	preceding period of one-year calculated	
	occurrence of the current transaction.	from the date of occurrence of the	
	Items duly announced in accordance	current transaction. Items duly	
	with the Regulations need not be	announced in accordance with the	
	entered.	Regulations need not be entered.	
	The Company shall compile monthly	The Company shall compile monthly	
	reports, covering the period up to the	reports, covering the period up to the	
	end of the preceding month, on the	end of the preceding month, on the	
	•	status of derivatives trades made by it or	
	· ·	by any subsidiaries that are not public	
	•	companies, and enter the information in	
	the prescribed format into the	the prescribed format into the	
	± =	information reporting website	
		designated by the SFC by the tenth day	
	of each month.	of each month.	
	When an item that the Company is	When an item that the Company is	
	required by regulation to publicly	required by regulation to publicly	
	announce is found at the time of	announce is found at the time of	
	announcement to contain an error or	announcement to contain an error or	
		omission and correction is required, all	
	announced items shall be again publicly		
	announced and reported in their entirety.	announced and reported in their entirety.	
	When the Company acquires or disposes	When the Company acquires or disposes	
	of assets, it shall keep all relevant	of assets, it shall keep all relevant	
	<u> </u>	contracts, meeting minutes, logbooks,	
	appraisal reports, and opinions from	appraisal reports, and opinions from	
	CPAs, attorneys, and securities	CPAs, attorneys, and securities	
	underwriters at the headquarters of the	underwriters at the headquarters of the	
	Company, where, unless otherwise	Company, where, unless otherwise	
	provided in another law, they shall be	provided in another law, they shall be	
	retained for at least five years.	retained for at least five years.	
Article 18	Other matters of material significance	Other matters of material significance	Amended per
	Under any of the following	Under any of the following	the amendment
	circumstances, after the Company has	0	to the
	publicly announced and reported a	publicly announced and reported a	Regulations
	transaction in accordance with the	transaction in accordance with the	Governing the
		1	I .

		Alter Revision	
Article no.	Original article	Amended article	Notes
	preceding article, it shall publicly	preceding article, it shall publicly	Acquisition and
	announce and report related information	announce and report related information	Disposal of
	through the information reporting	through the information reporting	Assets by Public
	website designated by the Commission	website designated by the Commission	Companies
	within two days from the date of	within two days from the date of	made by the
	occurrence:	occurrence:	Financial
	1. There is a change in or termination or		Supervisory
	rescission of a contract signed in	rescission of a contract signed in	Commission on
	connection with the original	connection with the original	February 13, 2012
	transaction.	transaction.	2012
	2. The merger, demerger, acquisition, or		
	share transfer is not completed by the	share transfer is not completed by the	
	scheduled date set forth in the	scheduled date set forth in the	
	contract.	contract.	
	Contract.		
		3. Any changes to the original	
A 4: 1 20	D 1 C (11: 1	announcement.	A 1 1
Article 20	Procedures for controlling the	Procedures for controlling the	Amended per the amendment
	acquisition or disposal of assets by	acquisition or disposal of assets by	to the
	subsidiaries	subsidiaries	Regulations
	1. The Company shall oversee its	1. The Company shall oversee its	Governing the
	subsidiaries to ensure their adoption	subsidiaries to ensure their adoption	Acquisition and
	of procedures for the acquisition or	and execution of procedures for the	Disposal of
	disposal of assets in accordance with	acquisition or disposal of assets in	Assets by Public
	the related Regulations Governing	accordance with the related	Companies
	Public Companies adopted by the	Regulations Governing Public	made by the
	Securities and Futures Commission of	Companies adopted by the <u>competent</u>	Financial
	the Ministry of Finance.	<u>authority</u> .	Supervisory
	2. Subsidiaries shall themselves conduct	2. Subsidiaries shall themselves conduct	Commission on
	reviews of the procedures that they	reviews of the procedures that they	February 13,
	adopt to ensure that they conform	adopt to ensure that they conform	2012
	with the provisions of relevant	with the provisions of relevant	
	regulations and shall conduct reviews	regulations and shall conduct reviews	
	of acquisitions or disposals of assets	of acquisitions or disposals of assets	
	to ensure that they are carried out in	to ensure that they are carried out in	
	accordance with the adopted	accordance with the adopted	
	procedures.	procedures.	
	-	3. The Company's internal auditing	
	personnel shall conduct a secondary	personnel shall conduct a secondary	
	review of the review reports of the	review of the review reports of the	
	subsidiaries, and shall notify each	subsidiaries, and shall notify each	
	supervisor in writing upon the	supervisor in writing upon the	
	discovery of any material violation.	discovery of any material violation.	
	4. When a subsidiary of the Company is		
	not a domestic public company, any	not a domestic public company, any	
	announcement and reporting of	announcement and reporting of	
	information in connection with its	information in connection with its	
	acquisition or disposal of assets that is		
	required pursuant to Chapter 5 herein	required pursuant to Chapter 5 herein	

Article no.	Original article	Amended article	Notes
	shall be performed by the Company.	shall be performed by the Company.	
	A subsidiary referred to in the preceding	A subsidiary referred to in the preceding	
	paragraph is subject to the public	paragraph is subject to the public	
	announcement and reporting standards	announcement and reporting standards	
	of Article 17, paragraph 1, subparagraph	of Article 17, paragraph 1 concerning	
	5 concerning reaching 20 percent of	reaching 20 percent of paid-in capital or	
	paid-in capital. The standard shall be	10% of the total assets. The standard	
	based on the paid-in capital amount of	shall be based on the paid-in capital	
	the Company.	amount or the total assets of the	
		Company.	