

Statement of Independent Director (upon election)

(Note: The English version is provided for reference only. The Chinese version shall prevail in all matters under the laws of the R.O.C.)

Declaration of _____ Company (hereinafter referred to as “we”)
(Reference Form 1)

1. We have established ____ seats of independent directors.
The independent directors are (name and ID number):
2. We hereby declare that we have conducted a check on the independent directors mentioned above and they have met the qualifications set forth in the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" promulgated by the Financial Supervisory Commission, and will comply with Articles 14-2 and 14-3 of the Securities and Exchange Act.
3. We accept legal liability for any misrepresentations and omissions herein, if any.

To

Taipei Exchange

Chief Corporate Governance Officer (if any):

Declared by:
(Please affix with company seal and seal of the responsible person)

Uniform Registration Number:

Representative of the company:

Date:

【Note 1: This form is for reference only, feel free to revise as appropriate.】

【Note 2: If there is any amendment to the rulings promulgated by the competent authority regarding the qualifications of the independent director under paragraph 2 above, please update this declaration accordingly and the new ruling shall prevail.】

Statement of Independent Director (upon election)

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Declaration of the Independent Director of _____ Company (upon election)
(Reference Form 2)

1. I have been appointed as an independent director in the regular shareholders' meeting (special shareholders' meeting) of _____ Company on _____(date). The term of the office lasts three (3) years (starting from _____(date) to _____(date)), and the office is assumed on _____(date).
2. **I hereby declare that I have fully informed my spouse, minor children and third parties whose names were used to hold the shares for me of the following matters regulated by the Securities and Exchange Act, and the persons mentioned above and I all fully understand the contents of each regulation and the legal effect of violation, and am willing to comply with each regulation:**
 - (1) Article 22-2 (prior filing for share transfer, no sales of shares within six (6) months after assuming the office, prior filing for transfer before sales of pledged shares by the pledgee or auction by the court);
 - (2) Article 25 (post filing for change to shareholding, filing with the company for changes to shareholding of the Insiders during the preceding month by the fifth day of each month, immediate notification to the company upon pledge (release of pledge) of the shares);
 - (3) Article 26 (Maintenance of the minimum shareholding by directors and supervisors);
 - (4) Paragraph 6 of Article 28-2 (Restrictions on sales of shares during the implementation period of the treasury shares);
 - (5) Paragraph 1 of Article 43-1 (Filing by person who acquires, either individually or jointly with another person, more than 5% of the total issued shares of a public reporting company and the subsequent filing for any changes reaching 1%);
 - (6) Article 157 (Restriction on short-term trading – no sales of securities within six (6) months after the acquisition, or repurchase of the securities within six (6) months after the sale, by the Insider);and
 - (7) Article 157-1 (Restriction on Insider Trading).
3. I hereby declare that I have met the qualifications set forth in the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" promulgated by the Financial Supervisory Commission and Article 14-2 of the Securities and Exchange Act.
4. I understand the relevant regulations regarding the directors and will comply with the responsibility of a director.
5. I assume legal liability for any misrepresentations and omissions herein, if any.

To

_____ Company
Taipei Exchange

Declared by:
(signature or stamp)

ID Number:

Date:

Note 1: This form is for reference only, feel free to revise, as appropriate.

Note 2: If there is any amendment to the rulings promulgated by the competent authority regarding the qualifications of the independent director under paragraph 3 above, please update this declaration accordingly and the new ruling shall prevail.

Note 3: Normally seen violations of Article 22-2 of the Securities and Exchange Act

- (1) Transfer of shares on the exchange market within the last six (6) months after the assumption of the office.
- (2) Transfer of shares on the exchange market without a prior filing for transfer.
- (3) Transfer of shares to a specific person (such as trust, gift, or other) without a prior filing.
- (4) There are differences between the filed trading method for transfer and the post actual trading method.
- (5) The number of daily transferred shares exceeds the permitted daily transfer amount.
- (6) Shares disposed by the financial institution or the court without a prior filing.

Note 4: Normally seen violations of Article 25 of the Securities and Exchange Act

- (1) Failure to make the filing for shareholding change according to the regulations after the assumption of the office.
- (2) Failure to make the filing for shareholding change for their spouses, minor children and third parties whose names were used to hold the shares.
- (3) There are differences between filed change of shareholding and the actual change of shareholding.
- (4) Failure by the company to file with the competent authority and announce to the public as a result of failure to notify the company of the pledge (release of pledge) of the shares.

Note 5: Article 3 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies:

Within the scope of execution of business, an independent director of a public company shall maintain independence, and may not have any direct or indirect interest relationship with the company. During the two years before being elected or during the term of office, an independent director of a public company may not have been or be any of the following:

1. An employee of the company or any of its affiliates;
2. A director or supervisor of the company or any of its affiliates. The same does not apply, however, in cases where the person is an independent director of the company, its parent company, or any subsidiary, as appointed in accordance with the Act or with the laws of the country of the parent or subsidiary;
3. A natural-person shareholder who holds shares, together with those held by the person's spouse, minor children, or held by the person under others' names, in an aggregate amount of one percent or more of the total number of issued shares of the company or ranking in the top 10 in shareholdings;
4. A spouse, relative within the second degree of kinship, or lineal relative within the third degree of kinship, of a managerial officer under subparagraph 1 or any of the persons in the preceding two subparagraphs.
5. A director, supervisor, or employee of a corporate shareholder that directly holds five percent or more of the total number of issued shares of the company, or that ranks among the top five in shareholdings, or that designates its representative to serve as a director or supervisor of the company under Article 27, paragraph 1 or 2 of the Company Act.
6. If a majority of the company's director seats or voting shares and those of any other company are controlled by the same person: a director, supervisor, or employee of that other company.
7. If the chairperson, general manager, or person holding an equivalent position of the company and a person in any of those positions at another company or institution are the same person or are

spouses: a director (or governor), supervisor, or employee of that other company or institution.

8. A director, supervisor, officer, or shareholder holding five percent or more of the shares, of a specified company or institution that has a financial or business relationship with the company.

9. A professional individual who, or an owner, partner, director, supervisor, or officer of a sole proprietorship, partnership, company, or institution that, provides auditing services to the company or any affiliate of the company, or that provides commercial, legal, financial, accounting or related services to the company or any affiliate of the company for which the provider in the past 2 years has received cumulative compensation exceeding NT\$500,000, or a spouse thereof; provided, this restriction does not apply to a member of the remuneration committee, public tender offer review committee, or special committee for merger/consolidation and acquisition, who exercises powers pursuant to the Act or to the Business Mergers and Acquisitions Act or related laws or regulations.

Subparagraph 2 and subparagraphs 5 to 7 of the preceding paragraph and subparagraph 1 of paragraph 4 do not apply to independent directors appointed in accordance with the Act or the laws and regulations of the local country by, and concurrently serving as such at, a public company and its parent or subsidiary or a subsidiary of the same parent.

The requirement of paragraph 1 in relation to "during the two years before being elected" does not apply where an independent director of a public company has served as an independent director of the company or any of its affiliates, or of a specified company or institution that has a financial or business relationship with the company, as stated in subparagraph 2 or 8 of the paragraph 1, but is currently no longer in that position.

The term "specified company or institution" as used in paragraph 1, subparagraph 8, means a company or institution that has one of the following relationships with the company:

1. It holds 20 percent or more and no more than 50 percent of the total number of issued shares of the public company;
2. It holds shares, together with those held by any of its directors, supervisors, and shareholders holding more than 10 percent of the total number of shares, in an aggregate total of 30 percent or more of the total number of issued shares of the public company, and there is a record of financial or business transactions between it and the public company. The shareholdings of any of the aforesaid persons include the shares held by the spouse or any minor child of the person or by the person under others' names;
3. It and its group companies are the source of 30 percent or more of the operating revenue of the public company; and
4. It and its group companies are the source of 50 percent or more of the total volume or total purchase amount of principal raw materials (those that account for 30 percent or more of total procurement costs, and are indispensable and key raw materials in product manufacturing) or principal products (those accounting for 30 percent or more of total operating revenue) of the public company.

For the purposes of paragraph 1 and 2, the terms "parent", "subsidiary", and "group" shall have the meanings as determined under International Financial Reporting Standards 10.

The term "affiliate" in paragraphs 1 and 3 means an affiliated enterprise under Chapter VI-1 of the Company Act, or a company for which consolidated financial reports are required to be prepared under the Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises or under International Financial Reporting Standard 10.

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Attachment

**Current and past positions for the two years
prior to being elected**

Date Elected :

Corporation/Institution	Title	Tenure/term of office