

CATCHER TECHNOLOGY CO., LTD

2015 ANNUAL SHAREHOLDERS' MEETING

(Translation)

June 9, 2015

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Note:

• Minutes of 2015 Annual Shareholders' Meeting will be available on CATCHER's website (<http://www.catcher-group.com>) within 20 days after the Meeting.

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DISCLAIMER:

For the convenience of readers, the procedure, agenda, attachments, and appendix of CATCHER's Annual Shareholders' meeting have been translated into English from the original Chinese version prepared and used in Taiwan, 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 version shall prevail.

I. MEETING PROCEDURE

CATCHER TECHNOLOGY CO., LTD

2015 ANNUAL SHAREHOLDERS' MEETING PROCEDURE

- I. Call Meeting to Order
- II. Chairman's Address
- III. Report Items
- IV. Proposed Resolutions
- V. Discussion Items
- VI. Other business and special motion
- VII. Meeting Adjourned

II. MEETING AGENDA

CATCHER TECHNOLOGY CO., LTD 2015 ANNUAL SHAREHOLDERS' MEETING AGENDA (Translation)

- I. Time: 10:00 a.m., June 9, 2015
- II. Place: 5F Banquet Hall B Tayih Landis Tainan Hotel.(No.660, Section 1, Shi-Men Road, Tainan City)
- III. Call Meeting to Order
- IV. Chairman's Address
- V. Report Items:
 - (1) To report the business of 2014
 - (2) Audit Committee's review report of 2014
 - (3) To report the status of indirect investment in mainland China
- VI. Proposed Resolutions
 - (1) To accept 2014 Business Report and Financial Statements
 - (2) To accept the proposal for distribution of 2014 profits
- VII. Discussion Items
 - (1) To approve the issuance of new common shares for cash and/or issuance of Global Depository Receipt (GDR)
 - (2) To amend the Rules and Procedures of Shareholders' Meeting
- VIII. Other Business and Special Motion
- IX. Meeting Adjourned

1. Report Items

1. To report the business of 2014

Explanatory Notes: Please refer to Attachment I.

2. Audit Committee's review report of 2014

Explanatory Notes: Please refer to Attachment II.

3. To report the status of indirect investment in mainland China

Explanatory Notes: The Company's indirect investments in China during 2014:

Approval Numbers	Name of China Subsidiary	Approved Investment Amount	Note
MOEA Investment Committee #10200493900	Catcher Technology (Suqian) Co., Ltd	US\$100,000,000.00	
MOEA Investment Committee #10300201280	Vito Technology (Suqian) Co., Ltd	US\$33,300,000.00	
MOEA Investment Committee #10400020010		CNY 409,431,280.00	
MOEA Investment Committee #10300282670	Arcadia Technology (Suqian) Co., Ltd	US\$1,000,000.00	
MOEA Investment Committee #10300216280	Catcher Technology (Suzhou) Co., Ltd	-US\$40,000,000.00	Capital Reduction
MOEA Investment Committee #10300289340	Topo Technology (Suzhou) Co., Ltd	-US\$33,300,000.00	Capital Reduction
MOEA Investment Committee #10300329500	Meeca Technology (Suzhou) Co., Ltd	-US\$16,670,000.00	Capital Reduction

2. Proposed Resolutions

1. To accept 2014 Business Report and Financial Statements (Proposed by the Board of Directors)

Explanatory Notes: (1) CATCHER's 2014 Financial Statements, including Balance Sheets, Income Statements, Statements of Changes in Shareholders' Equity, and Cash Flow Statements, were approved by board of directors. The Financial Statements were audited by independent auditors, Mr. Hung Ju Liao and Ms. Chi Chen Lee, of Deloitte & Touche and also reviewed by Audit Committee. The aforementioned Financial Statements and Auditors' report are attached hereto as Attachments III.

(2) Please accept the 2014 Business Report, Financial Statements, and Consolidated Financial Statements.

2. To approve the proposal for distribution of 2014 profits (Proposed by the Board of Directors)

Explanatory Notes: (1) The proposed profits distribution is allocated from Retained Earnings in 2014 Available for Distribution. Please accept the proposal for profits distribution as below, which was approved by Board of Directors in accordance with Articles of Incorporation.

(2) The total proposed cash dividend amounts are NTD 4,622,346,414, equivalent to NTD 6 per share based on 770,391,069 outstanding shares as of the book closure date of 2015 Annual General Meeting. The total amount of common shares outstanding may change and the ultimate cash dividend to be distributed to each common share may need to be adjusted accordingly. (3) It is proposed that the Board of Directors of CATCHER should be authorized to adjust the cash dividend to be distributed to each common share based on the total amount of profits resolved to be distributed and the number of actual common shares outstanding on the record date for distribution.

CATCHER Technology

Profits Distribution for 2014

Unit: NTD

Retained Earnings at the beginning of this period	\$35,157,007,920
Change in adjustment	<u>(2,765,819)</u>
Retained Earnings after adjustment	35,154,242,101
Profits for current year	17,877,166,841
Minus: Legal Reserve	<u>(1,787,716,684)</u>
Retained Earnings Available for Distribution	51,243,692,258
Dividends- Cash (NTD 6 per share)	<u>(4,622,346,414)</u>
Retained Earnings at the end of this period	<u><u>\$46,621,345,844</u></u>

Remark:

Employees Cash Bonus	\$160,892,550
Compensation for Directors	16,480,311

(1) The dividends distributed come from 2014 profits

(2) The compensation for directors and bonus for employees were approved by Compensation Committee held on 2015/4/28.

(3) The cash dividend will be rounded till dollar. All cash dividend less than one dollar will be transferred into other revenues of the company.

3. Discussion Items

1. To approve the issuance of new common shares for cash and/or issuance of Global Depository Receipt (GDR) (Proposed by the Board of Directors)

Explanatory Notes:

In order to expand capacity in the future, enrich working capital, meet the other funding needs for long-term development, or get more diversified and flexible funding sources, it is hereby proposed that the shareholders meeting to authorize the Board of Directors ("Board") to raise fund, depending on the market conditions and the Company's capital needs, to choose appropriate timing and fund raising method(s), to issue new common shares for cash in public offering and/or issue Global Depository Receipt (GDR), in accordance with the applicable laws and regulations and the following fund raising method principles.

- (1) Authorizing Board for the Issuance of new common shares for cash to sponsor GDR Offering :

- (i) The issuance of new shares is limit to a maximum of 50,000,000 shares. The Board of Directors and Chairman of CATCHER are authorized to adjust the new issuance of the common shares based on the aforementioned maximum quota.
- (ii) The issue price of the new common shares will be decided with reference to the closing price of the Company's common shares on the pricing date or the average of the closing price of the Company's common shares for 1, 3 or 5 trading days prior to the pricing date (referred to hereinafter as the "reference price"). The actual price shall not be less than 90% of the reference price. The Chairman is authorized to determine the actual issue price in accordance with market conditions or regulation requirements. The reference price and the actual price will be decided in accordance with market practice and applicable law. In addition, assuming that the Company issues 50,000,000 common shares which are approximately 6.5% of the Company's total outstanding common shares prior to the record date for the Company's 2015 annual shareholders meeting. Given that the issuance of new shares is going to enhance company's competitiveness and then increase shareholders' value, thus it is unlikely that such issuance will have a material dilutive effect on the holding of the current existing shareholders.
- (iii) Except for 10% -15% of the new common shares shall be allocated for the employees' subscription in accordance with the applicable law, it is proposed for the shareholders meeting to approve the rights to subscribe to the remaining shares shall be waived by the shareholders and such remaining shares should be offered to the public under Article 28-1 of the Securities and Exchange Act as the underlying shares of the global depository shares to be sold in the DR Offering. Any new common shares not subscribed by employees of the Company shall be determined by the Chairman, depending on the market needs, to be allocated as underlying shares of the global depository shares or to be subscribed by the designated person(s).
- (iv) The uses of the proceeds of this issuance are for building facilities or purchasing factories, equipments, materials, or to repay bank loans, re-invest, enrich working capital, which are expect to complete in 3 years.
- (v) The Board/Chairman are authorized to determine or adjust the major terms of this new issuance, including but not limit to the issue price, issuance shares /amount, terms, uses/sources of fund, schedule, and results etc., according to the market condition or regulatory requirement.
- (vi) To complete the issuance, the board, the Chairman or the Chairman's designee is authorized, on behalf of the Company, to handle all matters relating to, and sign all agreements and documents in connection with the issuance of the new common shares to sponsor the GDR Offering.
- (vii) After the approval of this offering by authorities, the board is authorized to handle or complete all the process or matters with regard to the issuance of new shares.
- (viii) The Chairman is authorized to handle all matters which are not addressed herein in accordance with the applicable laws and regulations.

- II. Authorizing Board for the Issuance of new common shares for cash in public offering:

- (i) The issuance of new shares for cash in public offering is limit to a maximum of 50,000,000 shares.
- (ii) The par value of the new common shares to be issued per share is NT\$10. It is proposed to authorize the Chairman to coordinate with the underwriter(s) of the public offering to determine the actual issue price in accordance with the relevant provisions of the Chinese Securities Association Regulations Governing Underwriters' Assistance in Offering and Issuance of Securities by Issuing Companies and the market conditions which issue price shall be reported to the regulatory authority before issuance.
- (iii) It is proposed to authorize the Board to choose either of the following methods to sell the new shares in the public offering through the underwriter(s) :
 - (a) Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed for the shareholders meeting to approve the pre-emptive rights to subscribe to the remaining shares to be waived by the shareholders in accordance with Article 28-1 of the Securities and Exchange Act and such remaining shares will be offered to the public via book building. It is proposed that any new common shares not subscribed by employees of the Company will be sold to the person(s) designated by the Chairman of the Company at the issue price.
 - (b) Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed that 10% of the new shares to be sold to the public through the underwriter(s) and the remaining shares will be subscribed to by the existing shareholders of the Company in accordance with their shareholding. It is proposed that any new common shares not subscribed by employees and shareholders of the Company will be sold to the person(s) designated by the Chairman of the Company at the issue price.

The Chairman is authorized to choose the method of issuance in public offering, and to handle all matters which are not addressed herein in accordance with the applicable laws and regulations.
- (iv) It is proposed to authorize the Chairman to coordinate with the underwriter(s) of the public offering to determine the actual issue price in accordance with the relevant provisions of the Chinese Securities Association Regulations Governing Underwriters' Assistance in Offering and Issuance of Securities by Issuing Companies and the market conditions which issue price shall be reported to the regulatory authority before issuance.
- (v) The rights of the new shares are equivalent to the current outstanding shares'.
- (vi) The uses of the proceeds of this issuance are for building facilities or purchasing factories, equipments, materials, or to repay bank loans, re-invest, enrich working capital, which are expect to complete in 3 years.
- (vii) The Board/Chairman are authorized to determine or adjust the major terms of this new issuance , including but not limit to the issue price, shares issuance/amount, terms, uses/sources of fund, schedule, and results etc., with consideration the market condition or regulatory requirements.
- (viii) After the approval of this offering by authorities, the board is authorized to determine the matters related to the issuance, including but not limit to record date...etc.
- (ix) The board is authorized to handle, complete, or adjust all the process or issues with regard to the issuance of new shares, according to any market condition or regulatory requirement.
- (x) The Chairman is authorized to handle all matters which are not addressed herein in accordance with the applicable laws and regulations.

2. To amend the Rules and Procedures of Shareholders' Meeting (Proposed by the Board of Directors)

Explanatory Notes: (1)To conform to the amendments to the Rules of Procedures for

Shareholders Meetings issued by Taiwan Stock Exchange on 2015/01/28. (2) The comparison tables for the aforementioned internal rules before and after revisions are attached hereto as Attachments IV.

4. Other Business and Special Motion

5. Meeting Adjourned

Attachment I

2014 Business Report

Dear Shareholders,

The global economy was slowly recovery in 2014. The competition between brand companies became more intense due to the lukewarm demand. The overall variation and uncertainty were still high, and IT industries especially had more impact. Catcher, in the face of a challenging environment, still remains the growth momentum. In 2014, the consolidated sales reached NT\$ 55.3 billion, up 28% compared to NTD 43.2 billion in the previous year. The net profit reached NT\$ 17.9 billion in 2014, a 30% growth compared to the previous year. Both sales revenues and earnings hit the record high.

In 2014, Catcher is continued to have another breakthrough in customers and products. In addition to material and process, Catcher also needed to expand a large scale capacity to meet the market demand. Going forward, Catcher is going to fully use its superb capabilities in different materials, secondary processing, surface-treatment and “Comprehensive Manufacturing Matrix”. At the same time, Catcher is going to upgrade the internal efficiency and execution, to take the advantages of being an industry leader, and to lift the entry barriers among the metal casing industry.

In the future, Catcher still strengthens its core competence, makes vertical integration, and uses different materials, leading design, new technology of process and the economic scale to make the multi-advantage in order to maintain the growth of revenue and profit in the coming year.

Financial performance

The consolidated revenue of the Catcher Group in 2014 was NT\$55.3billion. The consolidated gross profit rate of the group was 47%. The consolidated net profit after tax was NT\$17.9 billion, and the basic earnings per share was NT\$23.52.

Operation Results (Group)

Unit: in thousand NTD

Item	2014		2013	
	Amount	%	Amount	%
Operating revenues	55,277,365	100%	43,245,550	100%
Gross Profit	26,101,348	47%	18,320,726	42%
Operating income	20,024,925	36%	13,915,661	32%
Income before tax	23,544,603	42%	17,528,275	41%
Net income	17,877,167	32%	13,801,184	32%

Profitability (Group)

Item		2014	2013
Return on assets		15%	14%
Return on equity		21%	20%
Percentage of capital	Operating income	260%	185%
	Income before tax	306%	233%
Net income to sales		32%	32%
EPS (NTD)		\$23.52	\$18.38

Research and Development

In order to maintain the company's leading position, we keep applying more different and composite materials, and developing more advanced technologies. By calling on its rich experience in basic material science and physical/chemical surface treatments, Catcher adopts different materials and different processes in combination with a variety of secondary processing and surface treatments in a multilayer, multi-directional approach to make products and an in-house technology with high precision, high value-added, and high mass production capacity.

The current directions in research and development include special magnesium alloys, aluminum alloys, stainless steel, carbon (glass) fiber, plastic casing and laser engraving of components, along with seamless welding, metal /plastic injection mold techniques, etching and multi-color surface treatment techniques, and high precision extrusion techniques for large metal casing. The company also invests a lot of effort in extending into other niche products which the existing production technologies. The latest research results include vacuum sputtering technology using aluminum alloy at low temperature, aluminum alloy with plastic injection mold for mobile phones, metal injection bezel with surface treatment by vacuum thin film sputtering, and premium metal texture for mobile phones and plastic injection fitting in combination with a variety of aesthetics treatment components, notebooks, mobile phone etching, multi-color aluminum anodizing casing, high strength one-piece precision metal extruded casing, and development of special heat dissipation techniques and related application designs.

Business strategies

To continuously strengthen the competitive advantage in this industry, along with our vertical integration, Catcher is going to use advanced materials, designs and technological process innovation to create the massive economy of scale and to form an even larger competitive edge. That would therefore improve our relationships with customers and expand to new application to keep growth momentum in sales and profits.

Catcher will also continue its investment in production automation to enhance the production management, productivity, stability and quality. We will aim to actively achieve human resource optimization and accumulate resources for progress. To boost the company's growth, we will continue our development of core products and technologies, expansion of new customers, and diversification of applications.

The diversification and allocation of our facilities is also on going. We expect to achieve optimal allocation among four sites; Taiwan, Suzhou, Suqian, and Taizhou. Therefore, the risk of sole factory site and the impact from volatile market and operating environmental can be reduced.

Important sales policies

The outlook of the metal casing business: portable devices like smartphones, tablet PCs, and NBs become lighter, thinner, sleeker, and more robust; the portable devices become more and more popular; the strong growth of smartphone and tablet also demonstrates that the trend of being lighter and thinner is quite clear. Looking at the design trends of various types of consumer electronics products, the metal casing, supplemented with other materials, will continue to be the best solution.

To continuously increase capacity at a steady pace to meet customer demands, and to gradually implement fastest manufacturing/sales support for the customers are also our goal. In order to achieve instant customer services, sales, manufacturing, and R&D will be closer to the customers with the aim to progress at the same pace as the customers.

Effects of external competition, legislative environment, and macro environment

In terms of external competition, the gross profit in the IT electronics industry will be increasingly compressed as technology progresses in leaps and bounds and new products are being constantly launched. The generally positive outlook of metal component parts is drawing a wave of new competitors, creating a significant amount of pressure on the existing businesses. However, competition is inevitable and serves to maintain positive catalyst among this industry. In order to ensure our leading position, the company pays close attention to the markets and technological development and changes by collecting and analyzing the information on different materials and manufacturing process. The objective is to reduce the impact of changes in technology while keep enhancing advanced technologies. In addition to investing in basic material science, the company also reinforces development in different material molding as well as processing and surface treatments, enhances core R&D techniques, and diversifies its products and lift them onto higher levels to secure and stabilize profits. Excellent production techniques and huge capacity will be utilized to provide premium customer services in order to strengthen mutually beneficial for long term relationships.

With respect to the legislative environment in Taiwan and overseas, countries around the world have been launching environmental protection laws regarding electronic products. The company has always been committed to environmentally friendly production processes and will undoubtedly meet the legislative requirements and keep up with the global trend. The company will continue to monitor, update, and comply with any new legislative implementation in order to protect the rights of the shareholders.

As the macro environment becomes more complex, the company will take into account the industry conditions and macro economic indicators, and carefully evaluate and select the best strategies.

Business outlook and targets

Looking forward, the focus of development for Catcher will be on three segments: smartphones, tablets, and notebooks.

For mobile phone market in 2014, IDC indicated the shipments of smartphones to be around 1.288 billion, up 26.4% y-y in a high pace. IDC also estimates the smartphone will increase to 1.445 billion units in 2015, up 12.2% y-y, and to 1.6 billion units in 2016 with a double digit growth. We expect the growth from smartphones will come from the competition between different brands and OS. The trend of being large screen size, thinner, lighter, and

fashion for smartphones will cause the intense demand for metal parts. Multi-material and multi-process and metal based casings will be the largest growth driver for the sector, which will certainly benefit Catcher by adding new customers and products.

IDC also indicated the shipment of Tablet PC in 2014 was around 224 million units, compared with 213 million in 2013, up by 11%. IDC also estimates that tablet will continue to grow in double digits in 2015/2016. Portable devices like tablet require better strength. High end brand customers' demand on metal casing remains high and still stays as the main business of Catcher.

On the PC side, IDC shows the 2014 sales volume achieved 307 million units, compared with 2013's 315million, which the decline was decelerated to 2.7% y-y. The shipment of PC is expected to further decrease to 297 million in 2015, down 3.3% y-y. PC market is quite mature and the market scale will maintain stable.

Notebook shipments of 2014 were 173 million, compared to 178 million units in 2013, with a milder decline 2.9% y-y. As for 2015, it will reach to 169 million units (-2.4% y-y); and 167 million in 2016 (-1.1% y-y). Notebooks business is still one of important part for our sales revenue. Although it's mature, the slim and stylish design of products can increase the penetration rate of metal casing. We expect the NB business could be quite stable, due to the stable demand for corporate models and some consumer models will switch to high end metal casings.

Looking ahead of 2015, smartphones will continue to grow, metal adoption will increase, average devices size will expand, and form factor will become more complicated and difficult. All of those factors will drive the metal casing sector to grow. Meanwhile, we also see wearable devices could be the next growth driver for the sector. Catcher will continue to develop special production processes, techniques, and materials in combination with the existing production techniques to keep strengthening the comprehensive manufacturing matrix, which will enable the company to remain a leading manufacturer in metal casing and inner components worldwide as a major supplier that can meet customers' requirements of quality, yield rate, mass production capability, and innovation. In terms of sales forecast, although differences in product specifications, sizes, diversification of materials and processing techniques render the company's forecast of metal component sales meaningless, the goal for Catcher is still committed to outperforming the average industry growth in the future.

Catcher will continue to uphold its philosophy of Innovative Technology, Customer Services, Honesty and Integrity, and Sustainable Development, and work toward the goal of becoming a world leader in light metals technology. The company will also remain committed to product innovation, business model optimization, production technology enhancement, and cost structure improvement in order to maintain the leading position. Hence, it does not matter how the business environment changes in the future, we have the ambition, confidence, and determination to achieve our goals and create maximum value for our customers, shareholders, and employees.

Chairman Shui-Shu Hung



Attachment II:

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2014 Financial Statements. Independent auditors, Certified Public Accountants of Deloitte & Touche, have audited the Financial Statements. The Financial Statements have been reviewed and determined to be correct and accurate by the Audit Committee of CATCHER. The Audit Committee hereby submits this report according to Article 14-5 of the Securities and Exchange Act and Article 219 of the Company Act.

Catcher Technology Co., Ltd.

Audit Committee Members

Independent Director:

Independent Director:

Independent Director:

March 19, 2015

Attachment II:

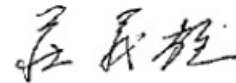
Audit Committee's Review Report

The Board of Directors has prepared the Company's 2014 business report, and Earning Distribution Statement for the year of 2014. The business report, and Earning Distribution Statement have been reviewed and determined to be correct and accurate by the Audit Committee of CATCHER. The Audit Committee hereby submits this report according to Article 14-5 of the Securities and Exchange Act and Article 219 of the Company Act.

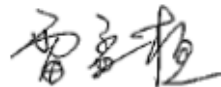
Catcher Technology Co., Ltd.

Audit Committee Members

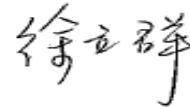
Independent Director:



Independent Director:



Independent Director:



April 28, 2015

Attachment III:
INDEPENDENT AUDITORS' REPORT

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Catcher Technology Co., Ltd.

We have audited the accompanying consolidated balance sheets of Catcher Technology Co., Ltd. (the "Company") and its subsidiaries (collectively referred to as the "Group") as of December 31, 2014 and 2013 and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2014 and 2013. 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. However, we did not audit the financial statements as of and for the years ended December 31, 2014 and 2013 of certain associates accounted for by the equity method. These financial statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts for these associates was based solely on the reports of the other auditors. The carrying values of the investment in associates were NT\$415,531 thousand and NT\$585,733 thousand, or 0.30%, 0.56% of the consolidated total assets as of December 31, 2014 and 2013, respectively. Comprehensive income recognized under the equity method was NT\$82,634 thousand and NT\$120,728 thousand, or 0.36% and 0.73% of the consolidated comprehensive income for the years ended December 31, 2014 and 2013, respectively.

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 consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits and the reports of the other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of the other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2014 and 2013, and their consolidated financial performance and their consolidated cash flows for the years ended December 31, 2014 and 2013, in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed by the Financial Supervisory Commission of the Republic of China.

We have also audited the parent company only financial statements of Catcher Technology Co., Ltd. as of and for the years ended December 31, 2014 and 2013 on which we have issued an unqualified opinion modified report.

March 19, 2015

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance 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 independent auditors' report and consolidated financial statements shall prevail.

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2014		December 31, 2013		LIABILITIES AND EQUITY	December 31, 2014		December 31, 2013	
	Amount	%	Amount	%		Amount	%	Amount	%
CURRENT ASSETS					CURRENT LIABILITIES				
Cash and cash equivalents (Notes 4 and 6)	\$ 48,119,090	35	\$ 39,378,362	37	Short-term borrowings (Note 19)	\$ 15,527,000	11	\$ 16,155,655	16
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	-	-	22,087	-	Notes payable (Note 21)	139,707	-	249,963	-
Available-for-sale financial assets - current (Notes 4 and 8)	-	-	49,975	-	Accounts payable (Note 21)	6,084,001	5	4,245,813	4
Debt investment with no active market - current (Notes 9)	18,103	-	3,192,697	3	Accounts payable - related parties (Note 33)	-	-	286,540	-
Notes receivable (Notes 4 and 10)	-	-	560	-	Other payables (Note 22)	5,519,528	4	3,665,484	4
Accounts receivable (Notes 4 and 10)	21,027,297	15	17,504,791	17	Current tax liabilities (Notes 27)	2,865,378	2	2,165,528	2
Other receivables	402,715	-	261,179	-	Current portion of bonds payable (Note 4 and 20)	-	-	3,492,625	3
Current tax assets (Notes 27)	21	-	149,397	-	Current portion of long-term borrowings (Notes 19 and 34)	-	-	1,000,000	1
Inventories (Notes 4 and 11)	5,600,468	4	3,873,173	4	Other current liabilities (Note 22)	2,044,472	2	312,960	-
Prepayments for lease (Notes 17)	22,260	-	17,812	-					
Non-current assets held for sale (Notes 12)	634,185	1	-	-	Total current liabilities	32,180,086	24	31,574,568	30
Other current assets (Note 18)	4,053,533	3	896,623	1					
Total current assets	79,877,672	58	65,346,656	62	NON-CURRENT LIABILITIES				
NON-CURRENT ASSETS					Deferred tax liabilities (Notes 4 and 27)	183,799	-	116,744	-
Investments accounted for using equity method (Notes 4 and 13)	1,545,197	1	1,730,683	2	Accrued pension liabilities (Notes 4 and 23)	4,188	-	854	-
Property, plant and equipment (Notes 4, 14 and 32)	45,405,426	33	34,903,140	33	Other non-current liabilities (Note 22)	8,507,472	6	6,764	-
Investment properties (Notes 4, 15 and 34)	255,006	-	259,831	-					
Other intangible assets (Notes 4 and 16)	146,369	-	102,555	-	Total non-current liabilities	8,695,459	6	124,362	-
Deferred tax assets (Notes 4 and 27)	2,407,730	2	1,394,675	1					
Long-term prepayments for lease (Notes 17)	953,967	1	770,070	1	Total liabilities	40,875,545	30	31,698,930	30
Other non-current assets (Notes 18)	6,373,337	5	871,426	1					
Total non-current assets	57,087,032	42	40,032,380	38	EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
					(Note 24)				
					Capital stock - common stock	7,703,911	6	7,507,031	7
					Capital surplus	20,276,071	15	16,974,456	16
					Retained earnings				
					Legal reserve	6,921,593	5	5,541,474	6
					Special reserve	2,377,902	2	2,377,902	2
					Unappropriated earnings	53,031,409	38	40,297,391	38
					Total retained earnings	62,330,904	45	48,216,767	46
					Other equity	5,586,777	4	811,233	1
					Total equity attributable to owners of the Company	95,897,663	70	73,509,487	70
					NON - CONTROLLING INTERESTS	191,496	-	170,619	-
					Total equity	96,089,159	70	73,680,106	70
TOTAL	\$ 136,964,704	100	\$ 105,379,036	100	TOTAL	\$ 136,964,704	100	\$ 105,379,036	100

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

(With Deloitte & Touche audit report dated March 19, 2015)

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2014		2013	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4 and 25)	\$55,277,365	100	\$43,245,550	100
OPERATING COSTS (Notes 11, 23, 26 and 33)	<u>29,176,017</u>	<u>53</u>	<u>24,924,824</u>	<u>58</u>
GROSS PROFIT	<u>26,101,348</u>	<u>47</u>	<u>18,320,726</u>	<u>42</u>
OPERATING EXPENSES (Notes 23 and 26)				
Selling and marketing expenses	600,724	1	326,495	1
General and administrative expenses	4,415,469	8	3,235,360	7
Research and development expenses	<u>1,060,230</u>	<u>2</u>	<u>843,210</u>	<u>2</u>
Total operating expenses	<u>6,076,423</u>	<u>11</u>	<u>4,405,065</u>	<u>10</u>
PROFIT FROM OPERATIONS	<u>20,024,925</u>	<u>36</u>	<u>13,915,661</u>	<u>32</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income	825,643	1	658,600	2
Other income (Note 26)	1,472,203	3	641,222	2
Foreign exchange gain, net (Notes 4 and 26)	1,174,355	2	2,435,378	6
Other gains and losses (Note 26)	209,763	-	113,021	-
Interest Expense (Note 26)	(164,208)	-	(291,413)	(1)
Share of profit of associates	<u>1,922</u>	<u>-</u>	<u>55,806</u>	<u>-</u>
Total non-operating income and expenses	<u>3,519,678</u>	<u>6</u>	<u>3,612,614</u>	<u>9</u>
PROFIT BEFORE INCOME TAX	23,544,603	42	17,528,275	41
INCOME TAX EXPENSE (Notes 4 and 27)	<u>5,656,846</u>	<u>10</u>	<u>3,711,155</u>	<u>9</u>
NET PROFIT	<u>17,887,757</u>	<u>32</u>	<u>13,817,120</u>	<u>32</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Exchange differences on translating foreign operations	4,788,697	9	2,788,824	6
Unrealized loss on available-for-sale financial assets	(14,077)	-	(36,667)	-
Actuarial gain and loss arising from defined benefit plans	(3,332)	-	2,533	-
Share of the other comprehensive income of associates	11,211	-	6,634	-
Income tax relating to components of other comprehensive income (loss)	<u>567</u>	<u>-</u>	<u>(460)</u>	<u>-</u>

(Continued)

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2014		2013	
	Amount	%	Amount	%
Other comprehensive income for the year, net of income tax	<u>\$ 4,783,066</u>	<u>9</u>	<u>\$ 2,760,864</u>	<u>6</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$22,670,823</u>	<u>41</u>	<u>\$16,577,984</u>	<u>38</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$17,877,167		\$13,801,184	
Non - controlling interests	<u>10,590</u>		<u>15,936</u>	
	<u>\$17,887,757</u>		<u>\$13,817,120</u>	
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$22,649,946		\$16,553,748	
Non - controlling interests	<u>20,877</u>		<u>24,236</u>	
	<u>\$22,670,823</u>		<u>\$16,577,984</u>	
EARNINGS PER SHARE (Note 28)				
Basic	<u>\$ 23.52</u>		<u>\$ 18.38</u>	
Diluted	<u>\$ 23.21</u>		<u>\$ 17.91</u>	

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

(With Deloitte & Touche audit report dated March 19, 2015)

(Concluded)

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (In Thousands of New Taiwan Dollars)

	Equity Attributable to Owner of the Company					Other Equity		Total	Non-controlling Interests	Total Equity
	Retained Earnings					Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Available-for-sale Financial Assets			
	Capital Stock	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings					
BALANCE, JANUARY 1, 2013	\$ 7,507,031	\$ 16,924,117	\$ 4,452,426	\$ 2,377,902	\$ 32,087,401	\$ (1,990,002)	\$ 50,744	\$ 61,409,619	\$ 178,756	\$ 61,588,375
Appropriation of the 2012 earnings :										
Legal reserve	-	-	1,089,048	-	(1,089,048)	-	-	-	-	-
Cash dividends distributed by the Company - 60%	-	-	-	-	(4,504,219)	-	-	(4,504,219)	-	(4,504,219)
Change in capital surplus from investments in associates accounted for by using equity method	-	54,843	-	-	-	-	-	54,843	-	54,843
Net Profit for the year ended December 31,2013	-	-	-	-	13,801,184	-	-	13,801,184	15,936	13,817,120
Other comprehensive income (loss) for the year ended December 31,2013, net of income tax	-	-	-	-	2,073	2,787,158	(36,667)	2,752,564	8,300	2,760,864
Total comprehensive income (loss) for the year ended December 31,2013	-	-	-	-	13,803,257	2,787,158	(36,667)	16,553,748	24,236	16,577,984
Disposal of investments accounted for by using equity method	-	(4,504)	-	-	-	-	-	(4,504)	-	(4,504)
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	(32,373)	(32,373)
BALANCE, DECEMBER 31, 2013	7,507,031	16,974,456	5,541,474	2,377,902	40,297,391	797,156	14,077	73,509,487	170,619	73,680,106
Appropriation of the 2013 earnings :										
Legal reserve	-	-	1,380,119	-	(1,380,119)	-	-	-	-	-
Cash dividends distributed by the Company - 60%	-	-	-	-	(3,760,265)	-	-	(3,760,265)	-	(3,760,265)
Change in capital surplus from investments in associates accounted for by using equity method	-	2,739	-	-	-	-	-	2,739	-	2,739
Net profit for the year ended December 31,2014	-	-	-	-	17,877,167	-	-	17,877,167	10,590	17,887,757
Other comprehensive income (loss) for the year ended December 31,2014, net of income tax	-	-	-	-	(2,765)	4,789,621	(14,077)	4,772,779	10,287	4,783,066
Total comprehensive income (loss) for the year ended December 31,2014	-	-	-	-	17,874,402	4,789,621	(14,077)	22,649,946	20,877	22,670,823
Convertible bonds converted to ordinary shares	196,880	3,317,174	-	-	-	-	-	3,514,054	-	3,514,054
Disposal of investments accounted for by using equity method	-	(18,298)	-	-	-	-	-	(18,298)	-	(18,298)
BALANCE, DECEMBER 31, 2014	\$ 7,703,911	\$ 20,276,071	\$ 6,921,593	\$ 2,377,902	\$ 53,031,409	\$ 5,586,777	\$ -	\$ 95,897,663	\$ 191,496	\$ 96,089,159

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

(With Deloitte & Touche audit report dated March 19, 2015)

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$23,544,603	\$17,528,275
Adjustments for:		
Depreciation expenses	6,007,119	5,178,520
Amortization expenses	59,765	46,691
Reversal of impairment loss on accounts receivable	(4,311)	-
Net gain on fair value change of financial assets and liabilities designated as at fair value through profit or loss	(4,846)	(600)
Interest expenses	164,208	291,413
Interest income	(825,643)	(658,600)
Dividend income	38,500	37,341
Share of profit of associates	(1,922)	(55,806)
(Gain) loss on disposal of property, plant and equipment	102,637	(10,547)
Gain on disposal of investment	(210,566)	(78,015)
Write-down of inventories	326,347	-
Impairment loss of non-financial assets	310,809	-
Unrealized loss (gain) on foreign currency exchange	(878,601)	2,001,582
Loss on redeeming bonds payable	-	2,504
Changes in operating assets and liabilities		
Financial assets held for trading	20,585	(17,000)
Notes receivable	560	(530)
Accounts receivable	(3,320,318)	(2,254,617)
Other receivable	(219,965)	(95,998)
Inventories	(2,053,944)	(1,424,079)
Other current assets	(3,155,646)	1,144,525
Financial liabilities held for trading	-	(21,758)
Notes payable	(110,256)	(58,039)
Accounts payable	1,837,479	1,267,148
Accounts payable - related parties	(278,221)	228,959
Other payables	1,319,795	740,163
Other current liabilities	1,615,917	28,210
Accrued pension liabilities	-	152
Other non-current liabilities	8,452,271	-
Cash generated from operations	32,736,356	23,819,894
Income tax paid	(5,753,053)	(3,704,288)
Net cash generated from operating activities	26,983,303	20,115,606
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets designated as at fair value through profit or loss	-	(20,040)
Acquisition of available-for sale financial assets	-	(31,515)
Proceeds from disposal of available-for-sale financial assets	50,000	1,037,551
Decrease (Increase) in purchase of debt investments with no active market	3,205,272	(2,796,751)

(Continued)

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	2014	2013
Acquisition of investments accounted for using equity method	\$ -	\$ (2,010)
Proceeds from disposal of investments accounted for using equity method	359,985	79,172
Proceeds from the capital reduction of investments accounted for using equity method	36,000	-
Acquisition of property, plant and equipment	(20,211,875)	(9,629,360)
Proceeds from disposal of property, plant and equipment	82,412	26,532
Increase in refundable deposits	(52,834)	(4,157)
Decrease in refundable deposits	50,848	18,431
Acquisition of intangible assets	(92,197)	(47,446)
Proceeds from disposal of intangible assets	19,822	-
Increase in other non-current assets	-	(851)
Increase in prepayments for lease	(298,812)	(63,918)
Decrease in prepayments for lease	54,020	-
Interest received	917,181	706,164
Net cash used in investing activities	<u>(15,880,178)</u>	<u>(10,728,198)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	41,937,500	59,599,342
Decrease in short-term borrowings	(42,667,807)	(68,535,659)
Repayments of bonds	-	(50,854)
Proceeds from long-term borrowings	-	2,178,364
Repayments of long-term borrowings	(1,000,000)	(4,927,490)
Increase in guarantee deposits received	891,678	136,705
Decrease in guarantee deposits received	(744,225)	(200,740)
Cash dividends	(3,760,265)	(4,504,219)
Interest paid	(135,831)	(248,895)
Decrease in non-controlling interests	-	(32,373)
Net cash used in financing activities	<u>(5,478,950)</u>	<u>(16,585,819)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	<u>3,116,553</u>	<u>1,177,238</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	8,740,728	(6,021,173)
CASH AND CASH EQUIVALENTS, BEGINNING OF THE YEAR	<u>39,378,362</u>	<u>45,399,535</u>
CASH AND CASH EQUIVALENTS, END OF THE YEAR	<u>\$48,119,090</u>	<u>\$39,378,362</u>

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

(With Deloitte & Touche audit report dated March 19, 2015)

(Concluded)

For Catcher Technology Parent Company's Financial Statements, please refer to Chinese version of 2015 Annual General Meeting Handbook.

Attachment IV:

“Rules and Procedures of Shareholders’ Meeting” (Comparison Table for the Before and After Revision)

BEFORE THE REVISION	AFTER THE REVISION	Explanatory Notes
<p>Article 3</p> <p>A handbook shall be prepared for the convention of shareholders’ meeting and all shareholders shall be notified 30 days in advance of an annual general meeting. Those shareholders who hold less than 1,000 shares of registered stock shall be notified 30 days in advance by means of posting a public announcement on the Market Observation Post System website. All shareholders shall be notified 15 days in advance when an extraordinary general meeting is convened. Those shareholders who hold less than 1,000 shares of registered stock may be notified 15 days in advance by means of posting a public announcement on the Market Observation Post System website.</p> <p>The election or dismissal of directors, amendment to the Articles of Incorporation, the dissolution, merger, split up of the Company, or anything as stated in Article 185, Paragraph 1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act shall be stated as the causes of convention and shall not</p>	<p>Article 3</p> <p><u>The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and</u></p>	<p>Conform to the amendments to the Rules of Procedures for Shareholders Meetings issued by Taiwan Stock Exchange on 2015/01/28.</p>

<p>be proposed as special motions in the meeting.</p>	<p><u>supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.</u></p> <p>Those shareholders who hold less than 1,000 shares of registered stock may be <u>informed of the meeting notice</u> 30 days in advance by means of posting a public announcement on the Market Observation Post System website. All shareholders shall be notified 15 days in advance when an extraordinary general meeting is convened. Those shareholders who hold less than 1,000 shares of registered stock may be notified 15 days in advance by means of posting a public announcement on the Market Observation Post System website.</p> <p>The election or dismissal of directors, amendment to the Articles of Incorporation, the dissolution, merger, split up of the Company, or anything as stated in Article 185, Paragraph1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, <u>or Articles 56-1</u></p>	
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	<p><u>and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers</u> shall be stated as the causes of convention and shall not be proposed as special motions in the meeting.</p>	
<p>Article 4</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before 2 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person, a written notice of proxy cancellation shall be submitted to the Company before 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p>	<p>Article 4</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before <u>5 days before</u> the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person <u>or to exercise voting rights by correspondence or electronically</u>, a written notice of proxy cancellation shall be submitted to the Company before <u>2 days before</u> the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p>	<p>Conform to the amendments to the Rules of Procedures for Shareholders Meetings issued by Taiwan Stock Exchange on 2015/01/28.</p>
<p>Article 6</p> <p>Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or</p>	<p>Article 6</p> <p>Shareholders <u>and their proxies</u> shall attend shareholders meetings based on attendance</p>	<p>Conform to the amendments to the Rules of Procedures for Shareholders Meetings issued by Taiwan Stock</p>

<p>other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p>	<p>cards, sign-in cards, or other certificates of attendance. <u>The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders.</u> Solicitors soliciting proxy forms shall also bring identification documents for verification.</p>	<p>Exchange on 2015/01/28.</p>
<p>Article 7</p> <p>When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair. It is advisable that shareholders meetings convened by the board of directors be attended by a majority of the directors</p>	<p>Article 7</p> <p>When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair. It is advisable that shareholders meetings convened by the board of directors <u>be chaired by the chairperson of the board in person and</u> attended by a majority of the directors</p>	<p>Conform to the amendments to the Rules of Procedures for Shareholders Meetings issued by Taiwan Stock Exchange on 2015/01/28.</p>
<p>Article 13</p> <p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this</p>	<p>Article 13</p> <p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written</p>	<p>Conform to the amendments to the Rules of Procedures for Shareholders Meetings issued by Taiwan Stock Exchange on 2015/01/28.</p>

<p>Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a</p>	<p>declaration of intent to this Corporation before 5 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before <u>2 days before</u> the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in this</p>	
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<p>proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders.</p> <p>A resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballot if no objection is voiced after solicitation by the Chairperson. In case of arising objection, shall be adopted by voting method according to the foregoing Paragraph.</p>	<p>Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, <u>followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</u></p> <p>(Paragraph 6 was deleted)</p>	
<p>Article 15</p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p>	<p>Article 15</p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the</p>	<p>Conform to the amendments to the Rules of Procedures for Shareholders Meetings issued by Taiwan Stock Exchange on 2015/01/28.</p>

<p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.</p> <p>The preceding resolution method, the Chairperson has asked shareholders for their opinion, in case shareholder has no objection on proposal(s), the meeting minutes shall record "pass a resolution without demur after the Chairperson solicits comment from all attending shareholders". In case a shareholder raises objection to proposal(s), the meeting minutes shall record the voting method, the ratio of the number of voting shares for passing a resolution to issued shares</p>	<p>MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.</p> <p>(The below was Deleted)</p>	
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Rules and Procedures of Shareholders' Meeting (After Revision)

Article 1

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Articles of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3

Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place. Those shareholders who hold less than 1,000 shares of registered stock may be informed of the meeting notice 30 days in advance by means of posting a public announcement on the Market Observation Post System website. All shareholders shall be notified 15 days in advance when an extraordinary general meeting is convened. Those shareholders who hold less than 1,000 shares of registered stock may be notified 15 days in advance by means of posting a public announcement on the Market Observation Post System website. The subject of the meeting shall be explicitly stated in notices and public announcements. When the relevant parties

grant their consent, notification may be performed using electronics means. The election or dismissal of directors, amendment to the Articles of Incorporation, the dissolution, merger, split up of the Company, or anything as stated in Article 185, Paragraph1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be stated as the causes of convention and shall not be proposed as special motions in the meeting. Shareholders holding at least 1% of the total number of issued shares may submit annual general meeting proposals to the Company in writing. Any proposal relates to Article 172, Paragraph1-4 of the Company Act shall not be accepted. The company shall publicly announce acceptance of shareholders' proposals, the place of acceptance, and the acceptance period before the book closure date prior to the annual general meeting. The acceptance period may be no shorter than 10 days. The proposal shall not exceed 300 characters in length (including punctuation marks), or the proposing shareholder shall not submit more than one proposal, and fail to comply with these requirements will cause the entire proposal being excluded from the Shareholders' meeting. The proposing shareholder(s) or its designee shall attend the meeting and join the discussion. The Company shall notify those shareholders who submitted proposals of the results of process of the proposals prior to the notification of annual general meeting. If the shareholders' proposals to be included in the meeting agenda according to the rule; such proposals shall be included in the agenda. With regard to any shareholder proposals not included in the meeting agenda, the Board shall include in the meeting handbook an explanation of why each proposal was not included.

Article 4

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

The venue for a shareholders meeting shall be the premises of the Company, or a place

easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 6

The handbook of shareholders' meeting, annual report, attendance pass, speaking slips, ballots, and other material should be provided to the shareholders in attendance.

Shareholders and their proxies shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. Government or juristic shareholders may send more than one representative to a shareholders' meeting. However, a juristic person attending a shareholders' meeting as a proxy may send only one representative to attend.

The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences.

The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

Article 7

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair. It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8

The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 9

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 10

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

Article 11

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 12

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued

shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Corporation holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 5 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting

rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail. Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 14

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

Article 16

On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

Appendix I: Articles of Incorporation

Chapter 1: General Provisions

Article 1

The Company is organized as a company limited by shares and permanently existing in accordance with the Company Act of the Republic of China (the "Company Act") and the Company's English name is Catcher Technology Co., Ltd.

Article 2

The scope of business of the Company shall be as follows:

1. CA01090 Aluminum molding business
2. CA01150 Magnesium molding business
3. CA01990 Other non-metal business
4. CC01110 Computer and peripheral manufacturing business
5. CB01010 Machinery and equipment manufacturing business
6. F401010 International trade business
7. CA02080 Metal forging business
8. CB01990 Other mechanical manufacturing business
9. C805050 Industrial plastic manufacturing business
10. CA04010 Surface treatment business
11. CQ01010 Mode manufacturing business
12. ZZ99999 Except for permitted business, the Company may engage in other businesses not prohibited or restricted by laws or regulations

Article 2-1

The Company may handle endorsement and guaranty affairs in accordance with the Procedures for the Endorsement and Guaranty of the Company if there is any business need.

Article 2-2

The Company may invest in other businesses which have been approved by the board of directors. The total investment amount may exceed 40% of the total paid-in capital of the Company, which the regulations stated in Article 13 of the Company Act.

Article 3

The head office of the Company is located in Tainan City, Taiwan, the Republic of China ("R.O.C."). Subject to the approval of the board of directors and, the Company may, if necessary, set up subsidiaries, branches, or branch offices within or outside the territory of

the Republic of China.

Article 4

Public announcements of the Company shall be made in accordance with the provisions of Article 28 of Company Act.

Chapter 2: Shares

Article 5

The registered capital of the Company shall be NT\$10,000,000,000, divided into 1,000,000,000 common shares with a par value of NT\$10 per share. All the shares shall be issued in increments.

A total of 23,000,000 shares shall be set aside from the aforementioned common shares for the use as employee Stock Warrants, and the board of directors are authorized to issue by increments.

Article 5-1

For issuance of Stock Warrants where the price is less than the market price (book value) of the Company shares, or where the price of the treasury stocks to be transferred to the employees is less than the average price of the repurchased shares, shareholders representing the majority of the issued shares shall be present and approval by at least 2/3 of the presenting shareholders shall be required.

Article 6

The share certificates of the Company shall be all in registered form. The share certificates, after due registration with the competent authority, shall be signed or sealed by at least three directors and shall be legally authenticated prior to issue. The share certificates issued by the Company may be jointly exchanged for the share certificates with a larger par value.

Article 6-1

Any affair with regard to the shares of the Company shall be handled in accordance with the Guidelines for Handling Stock Affairs by a Public Issuing Company.

Article 6-2

The Company may, pursuant to the applicable laws and regulations, deliver shares or other securities in book-entry form, instead of delivering physical certificates evidencing shares or other securities. The Company shall arrange for such shares to be recorded by a centralized securities custodian institution.

Article 7

Registration for transfer of shares shall be suspended sixty days immediately before the date of general shareholders' meeting, and thirty days immediately before the date of any extraordinary shareholders' meeting, or within five days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Chapter 3: Shareholders' Meetings

Article 8

Shareholders' meetings shall be of two types

1. General meetings: Shall be convened annually by the Board within six months of the end of each fiscal year.
2. Extraordinary meetings: Shall be convened in accordance with the relevant laws, whenever necessary.

Article 9

The shareholder who cannot attend the shareholders' meeting in person may present a proxy letter, in accordance to regulations, issued by the Company, stating scope of authorization and designating a proxy.

Article 10:

Unless otherwise specified by the law, each shareholder of the Company shall be entitled to one vote for each share held.

Article 11

Except as otherwise provided in the relevant laws or the Company Act, any resolution of a shareholders' meeting shall be adopted at a meeting which at least general majority of the shareholders attend and at which meeting a general majority of the shareholders present vote in favor of such resolution.

Chapter 4: Board of Directors and Audit Committee

Article 12

The Company shall have seven to nine Directors. The aforesaid Board of Directors must have at least three independent directors. The tenure of office of the directors will be three (3) years and they will be eligible for re-election. Directors shall be elected from a slate of director candidates at shareholders' meetings.

Article 12-1

More than half of the elected directors shall not have either one of the following relationships :
1.Spouse; 2.First-degree and second-degree relatives.

Article 12-2

If the elected directors are against Article 12-1, these elected directors with lower votes are ineligible.

Article 12-3

The professional qualifications, restrictions on the shareholdings and concurrent positions held, method of nomination and election, and other matters with respect to independent directors shall be in compliance with applicable laws and regulations.

Article 12-4

In compliance with Article 14-4 of the ROC Securities and Exchange Act, the Company shall establish an Audit Committee, which shall consist of all independent directors and no less than 3 members. One of them should have expertise in accounting or finance and one of them should convene the committee. The Audit Committee shall be responsible for those functions of Supervisors specified under the Company Act, Securities and Exchange Act and other relevant regulations. The resolution should be approved by more than half of the audit committee members. The supervisors are also dismissed at the day of the establishment of Audit Committee.

Article 13

The Company shall have a chair of the Board. The chair of the Board shall be elected by and among the directors by a majority of directors present at a meeting attended by more than two thirds of directors. The chair of the Board shall externally represent the Company.

Article 13-1

The Board of directors should be formed by the directors, and have the following functions and responsibilities:

1. Preparation of business report.
2. Proposing the earnings distribution or the making-up of losses.
3. Proposing the increase or reduction of capital.
4. Preparation of important procedures, rules, amendments, or agreements.
5. Appointment and removal of the president or vice presidents.
6. Approval of the investment in other businesses.
7. Establishment or abolishment of the branch offices.
8. Examination of business budgets and financial statement.
9. Appointment and removal of accountants.
10. Decision on the shareholders' monetary claims or the technology or goodwill which the

Company is in need to exchange with the Company's shares within the authorized capital amount.

11. Decision on the Company's issuance of new shares in exchange with other companies' shares within the authorized capital amount.
12. The issuance of employees stock warrants.
13. Decision on repurchasing the shares of the Company and transferring to employees.
14. Other duties and powers granted by the law or by shareholders' meeting.

Article 13-2

In the case that vacancies on the Board of Directors exceed, for any reason, one third of the total number of the Directors or the discharge of all independent directors, then the Board of Directors shall convene a shareholders' meeting within 60 days to elect new Directors to fill such vacancies in accordance with relevant laws, rules and regulations. The new Directors shall serve the remaining tenure of the predecessors.

Article 13-3

Except as otherwise provided in the Company Act of the Republic of China, the board meeting should be convened by chairman and such chairman shall act as the chairman of the meeting. Any resolution of a Board of Directors' meeting shall be adopted at a meeting which at least general majority of the director attend and at which meeting a general majority of the directors present vote in favor of such resolution.

Article 13-4

The Company shall notify every director for the board meeting with agenda seven days prior to the meeting, and may be through email or fax. If there's any urgent matter, it could be convened any time.

Article 13-5

The Board may establish Audit, Compensation or other functions of Committee.

Article 14

In case the chair of the Board asks for leave or for other reason cannot exercise his power and authority, the deputy should be in accordance with Article 208 of the Company Act.

Article 15

Where a director is unable to attend a meeting of the Board, he may appoint another director to represent him by proxy. Each director may act as a proxy for one other director only. The meeting of the Board may be conducted in video conference and the directors who participate

in the meeting through video conference are regarded as being present personally. The compensation to the directors is based on the peers' level and will be paid no matter the Company is in profit or loss.

Article 15-1

The Company may purchase liability insurance policies for directors during the tenure of their offices and within the scope of damages results from the performances of their official duties.

Article 15-2

For the items that should be submitted to the board of directors in accordance with Article 14-3 of the Stock and Exchange Act, the independent directors should be present at the meeting in person and shall not be in proxy of non-independent directors. If any director expresses dissent and it shall be contained in the meeting minutes. If the independent director is not able to be present at the meeting in person to express his dissent, except for proper reasons, the director shall submit the written statements and shall be contained in the meeting minutes.

Chapter 5: President and Vice Presidents

Article 16

The Company shall have managerial officers. Appointment, removal and remuneration of the managerial officers shall be subject to the provisions of Article 29 of the Company Act.

Chapter 6: Accounting

Article 17

At the end of each fiscal year, the Board of Directors shall prepare the following statements and reports, and submit the same to the Audit Committee for examination thirty (30) days prior to the annual general meeting, and then shall submit the same to the annual general meeting for adoption: (1) Business Report; (2) Financial statements; (3) Proposal governing the distribution of profit or the making-up of losses.

Article 18

The Company shall allocate the net profit ("earnings"), if any, according to the following sequence:

1. Making up loss for preceding years
2. Setting aside 10% for legal reserve until the accumulated amount achieves the total

amount of the Company's capital.

3. Setting aside or reverse special reserve(s) according to the business need or laws and regulations.
4. Allocation of the amount of no less than 1% to employees and no more than 1% for remuneration of directors of the residual amount after distribution of Item 1 to 3. The remainder shall be put into the retain earning, and the board can determine to distribute or to retain according to the dividend policy. The employees to receive stock bonus may include certain qualified employees from affiliate companies and the qualification of such employees is to be decided by the board of directors.

Because the Company is still in its growth stage, the dividend policy of the Company shall be determined pursuant to the factors, such as the economics, growth potential, sustainability, and long term development. The steadiness and growth of dividends will be also taken into account. Cash dividends shall not be below ten percent (10%) of the total dividends, but when the cash dividends fall below NT\$0.5 per share, dividends shall be distributed in the form of stocks.

Chapter 7: Supplementary Articles

Article 19

In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Article 20

These Article of Incorporation were enacted on Sep. 19, 1984 and amended on Jun. 12, 1986 for the first time, on Jul 22, 1986 for the second time, on Mar. 16, 1989 for the third time, on Jun. 13, 1990 for the fourth time, on Jul. 27, 1992 for the fifth time, on Oct. 1, 1992 for the sixth time, on Jun. 20, 1994 for the seventh time, on Apr. 27, 1996 for the eighth time, on Sep. 13, 1996 for the ninth time, on Jan. 31, 1997 for the tenth time, on Jul 10, 1997 for the eleventh time, on Sep. 27, 1997 for the twelfth time, on Jun 21, 1998 for the thirteenth time, on Nov 2, 1998 for the fourteenth time, on Mar. 18, 1999 for the fifteenth time, on Apr. 24, 2000 for the sixteenth time, on Jun. 12, 2001 for the seventeenth time, on May 30, 2002 for the eighteenth time, on May 6, 2003 for the nineteenth time, on May 24, 2004 for the twentieth time, on May 24, 2004 for the twenty-first time, on May 31, 2005 for the twenty-second time, on May 30, 2006 for the twenty-third time, on June. 28, 2007 for twenty-fourth time, on Jun. 26, 2009 for twenty-fifth time, on Jun. 25, 2010 for twenty-sixth time, on Jun. 13, 2012 for the twenty-seventh time, on Jun. 13, 2013 for the twenty-eighth time.

Appendix II: Rules and Procedures of Shareholders' Meeting (Before Revision)

Article 1

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Articles of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3

Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.

A handbook shall be prepared for the convention of shareholders' meeting and all shareholders shall be notified 30 days in advance of an annual general meeting. Those shareholders who hold less than 1,000 shares of registered stock shall be notified 30 days in advance by means of posting a public announcement on the Market Observation Post System website. All shareholders shall be notified 15 days in advance when an extraordinary general meeting is convened. Those shareholders who hold less than 1,000 shares of registered stock may be notified 15 days in advance by means of posting a public announcement on the Market Observation Post System website.

The election or dismissal of directors, amendment to the Articles of Incorporation, the dissolution, merger, split up of the Company, or anything as stated in Article 185, Paragraph 1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act shall be stated as the causes of convention and shall not be proposed as special motions in the meeting.

Shareholders holding at least 1% of the total number of issued shares may submit annual general meeting proposals to the Company in writing. Any proposal relates to Article 172, Paragraph 1-4 of the Company Act shall not be accepted. The company shall publicly announce acceptance of shareholders' proposals, the place of acceptance, and the acceptance period before the book closure date prior to the annual general meeting. The acceptance period may be no shorter than 10 days. The proposal shall not exceed 300 characters in length (including punctuation marks), or the proposing shareholder shall not

submit more than one proposal, and fail to comply with these requirements will cause the entire proposal being excluded from the Shareholders' meeting. The proposing shareholder(s) or its designee shall attend the meeting and join the discussion. The Company shall notify those shareholders who submitted proposals of the results of process of the proposals prior to the notification of annual general meeting. If the shareholders' proposals to be included in the meeting agenda according to the rule; such proposals shall be included in the agenda. With regard to any shareholder proposals not included in the meeting agenda, the Board shall include in the meeting handbook an explanation of why each proposal was not included.

Article 4

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before 2 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person, a written notice of proxy cancellation shall be submitted to the Company before 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 6

The handbook of shareholders' meeting, annual report, attendance pass, speaking slips, ballots, and other material should be provided to the shareholders in attendance.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification. Government or juristic shareholders may send more than one representative to a shareholders' meeting. However, a juristic person attending a shareholders' meeting as a proxy may send only one representative to attend.

The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance,

and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences.

The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

Article 7

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair. It is advisable that shareholders meetings convened by the board of directors be attended by a majority of the directors.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8

The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 9

Attendance at shareholders meetings shall be calculated based on numbers of shares. The

number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 10

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

Article 11

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the

speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 12

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Corporation holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail. Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders.

A resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballot if no objection is voiced after solicitation by the Chairperson. In case of arising objection, shall be adopted by voting method according to the foregoing Paragraph.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 14

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

The preceding resolution method, the Chairperson has asked shareholders for their opinion, in case shareholder has no objection on proposal(s), the meeting minutes shall record "pass a resolution without demur after the Chairperson solicits comment from all attending shareholders". In case a shareholder raises objection to proposal(s), the meeting minutes shall record the voting method, the ratio of the number of voting shares for passing a resolution to issued shares

Article 16

On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

Appendix III: Shareholdings of All Directors

- Catcher Director Shareholding and Legal Minimum Shareholdings is as follows:
Common shares issued 770,391,069 shares
Legal holding of all directors in number of shares 24,652,514 shares
- The Company has set up an Audit Committee, so limitations on supervisors' holdings are not applicable.
- As of April 11, 2015, all board members' shareholding are as follows:

Position	Name	Number of shares	Shareholding %
Director	Shui-Shu Hung	10,704,834	1.39%
Director	Tien-Szu Hung	10,661,889	1.38%
Director	Shui-Sung Hung	10,278,970	1.33%
Director	Ming-Long Wang	0	0.00%
Independent Director	I-Shiung Chuang	0	0.00%
Independent Director	Lih-Chyun Shu	0	0.00%
Independent Director	Mon-Huan Lei	0	0.00%
All Directors		31,645,693	4.10%

Appendix IV: Directors' Compensation and Employees' Profit Sharing

The Distribution for Employee Bonus and Remunerations for Directors

On April 28, 2015, the Board of Directors resolved the dividends distribution in cash:

Item	Proposed amount
Remuneration for directors	\$ 16,480,311
Employee bonus	\$ 160,892,550

No difference between the amounts resolved by the Board of Directors and the amounts accrued as expense in book.

Appendix V: Other Items

1. Impact of Stock Dividend Distribution on Operating Results,, Earnings per Share and Shareholders' Return on Investment

Not Applicable

2. Shareholders' Proposal for 2015's Shareholders' Meeting

According to Company Act-section 172-1 and related regulations, the shareholders with above 1% holdings of Catcher could submit the proposals to the Company (No 398, RenAi Street, Yongkang Dist, Tainan, Taiwan) during the period starting from 2015/04/02 to 2015/04/13. No proposals for 2015's shareholders' meeting were received during the period.