

Chicony Electronics CO., Ltd.

2016 Annual General Shareholders' Meeting

Meeting Agenda

Date of the Meeting: June 8, 2016

Place of the Meeting: No. 25, Wugong 6th Road, Wugu Dist. New Taipei City

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Note: The company’s 2015 Financial Reports and 2016 Annual General Shareholders’ Meeting Agenda are available on the ”Market Observation Post System” Website; Please Visit <http://newmops.twse.com.tw/> for details.

Chicony Electronics Co., Ltd.

Procedure of 2016 Annual General Shareholders' Meeting

- i. Reports Equity Shares in Attendance
- ii. Chairperson Calls the Meeting to Order
- iii. Chairperson Remarks
- iv. Discussion Items
- v. Report Items
- vi. Acknowledgement Items
- vii. Discussion Items
- viii. Election Items
- ix. Discussion Items
- x. Questions and Motions
- xi. Adjournment

Chicony Electronics Co., Ltd.

Agenda of 2016 Annual Shareholders' Meeting

Date : 09:00AM, June 8, 2016

Place: No. 25, Wugong 6th Road, Wugu Dist. New Taipei City (Meeting Room)

Reports Equity Shares in Attendance

Chairperson Calls the Meeting to Order

Chairperson Remarks

Discussion Items :

1. Amendment to "Articles of Incorporation"

Report Items :

1. 2015 Operation Results
2. Supervisors' Review Report on 2015 Financial Statements
3. 2015 Employee compensation and Remuneration to directors and supervisors Distributed.
4. Other Report Items

Acknowledgement Items :

1. Acknowledgement of the 2015 Financial Results
2. Acknowledgement of the 2015 Earnings Distribution

Discussion Items :

2. Proposal for a new share issue through capitalization of earnings for 2015
3. Amendment to "Operational Procedures for Trading Derivatives"
4. Amendment to "Operational Procedures for Loaning of Company Funds"

Election Items :

The Election of 12th Directors(inc. Independent Directors) and Supervisors

Discussion Items :

5. Proposal of Release the Prohibition on Directors from Participation in Competitive Business

Questions and Motions

Adjournment

Discussion Items

Item 1 : Amendment to “Articles of Incorporation” (Proposed by the Board)

Explanation :

(1) Please proceed to adopt.

Resolution :

Report Items

Item 1 : 2015 Operation Results

Explanation : Please refer to Attachment 1 for 2015 Operation Report

Item 2 : Supervisors’ Review Report on 2015 Financial Statements

Explanation : Please refer to Attachment 2 for Supervisors’ Review Report on 2015 Financial Statements

Item 3 : 2015 Employee compensation and Remuneration to directors and supervisors Distributed.

Explanation :

- (一) Conducted by the regulation no. 1050001900 of Financial Supervisory Commission.
- (二) According to the amended Articles no.18 approved by the Shareholder’s Meeting, we should withdraw not less than 11% for Employee Compensation and not higher than 1% for directors and supervisors remuneration from annual profit.
- (三) Approved by Board of Directors and the Remuneration Committee , we withdraw 11.73 % which equals to NTD\$ 544,808,832 as Employee Compensation and 0.73% which equals to NTD\$ 33,847,698 as remuneration for directors and supervisors from the profit in 2015.
- (四) Remuneration for directors and supervisors will be distributed in cash, Parts of the Employee Compensation also will be distributed in cash, which totals are NTD\$ 169,808,888. Else Employee compensation NTD\$ 374,999,944 will be distributed in stock (4,752,851 shares shall be determined by the closing price NT78.9 of the day before the meeting date of the Board. After the approval of the competent authority, the new shares will be distributed by following related regulations.
- (五) The shareholder rights and obligations of the new shares are the same as those of issued shares.
- (六) The differences between estimated and actual amount in Employee compensation and remuneration for directors and supervisors will be listed by changing in accounting estimate as profit or loss in 2016.

Item 4 : Other Report Items

None

Acknowledge Items

Item 1 : Acknowledgement of the 2015 Financial Results (Proposed by the Board)

Explanation :

- (1) 2015 Financial Statements and Business Report were approved by the Board of Directors meeting convened on Mar. 21, 2016.
- (2) The aforementioned financial statements have been audited by CPA Wang, Huei Shyang and CPA Lin, Chun Yaw of PwC Taiwan.
- (3) For the 2015 Business Report, please refer to Attachment 1; for the 2015 Financial Statements, please refer to Attachments 3.
- (4) Please proceed to adopt.

Resolution :

Item 2 : Acknowledgement of the 2015 Earnings Distribution (Proposed by the Board)

Explanation :

- (1) In Fiscal Year 2015, the Company made a net profit of NT\$3,847,991,626. By setting aside 10% of net profit as legal reserve of NT\$384,799,163 and special reserve of NT\$517,964,187, adding unallocated retained earnings of the previous year of NT\$4,743,969,176, total distributable earnings for the year amounted to NT\$7,689,197,452. NT\$3,026,383,490 will be distributed as shareholders' cash dividend, each share shall receive NT\$4.30. NT\$35,190,510 will be distributed as shareholders' stock dividends, each one thousand shares shall be distributed 5 shares.
- (2) Please refer to Attachment 4 for 2015 Profit Distribution Table
- (3) For distribution of cash dividends, it is proposed that the Board of Directors be authorized to determine the details after the Shareholders' Meeting.
- (4) In the event of buyback of the Company's shares, transfer, conversion or annulment of treasury stocks leading to a change in the number of outstanding shares and a consequent change in stock dividends and dividend yield, it is proposed that the Board of Directors are authorized to duly adjust stocks and cash to be distributed.
- (5) Please proceed to adopt

Resolution :

Discussion Items

Item 2 : Proposal for a new share issue through capitalization of earnings for 2015 (Proposed by the Board)

Explanation :

- (1) Pursuant to the Articles of Incorporation of the Company, the capital amounts to NT\$8,000,000,000, and the paid-in capital amounts to NT\$ 7,038,101,140.
- (2) To meet the substantial need amidst business growth in the Company, it is proposed that the dividend to shareholders appropriated with the unappropriated retained earnings NT\$ 35,190,510 be converted for capital increase to issue 3,519,051 shares at NT\$10 par value. With the calculation based on the shareholders and shareholding percentages as shown through the shareholders register as of the ex-right base (reference) date, 5 shares shall be allocated for every one thousand shares. The shareholders may, at their discretion, piece together the odd shares that are less than one share after allocation, within five days after the ex-right base (reference) date. Where a shareholder fails to piece together within the specified time limit or waives the right to piece together, and for the odd shares which are still less than one share after they are pieced together, the final odd shares shall be allocated in cash rounded to the whole number of New Taiwan Dollar in accordance with Article 240 of the Company Act for which the chairman shall approach specific people to purchase at the face value.
- (3) The rights and obligations of the issue of new shares are as the same with the original shares.
- (4) It is proposed that the Board of Directors be authorized with full powers to deal with the details of new shares issue.
- (5) In the event of a change in the present capital increase to issue new shares due to amendment of laws or decision by the competent authorities of the government, it is proposed that the Board of Directors be authorized with full power to manage as appropriate.
- (6) In case of an impact upon the number of outstanding shares as a result of repurchase of shares by the Company or transfer, revocation of treasury stocks, it is proposed that the Board of Directors be authorized with full power to manage the issue as appropriate.
- (7) Please proceed to adopt.

Resolution :

**Item 3 : Amendment to "Operational Procedures for Trading Derivatives"
(Proposed by the Board)**

Explanation :

(1) Please proceed to adopt.

Resolution :

**Item 4 : Amendment to " Operational Procedures for Loaning of Company
Funds" (Proposed by the Board)**

Explanation :

(1) Please proceed to adopt.

Resolution :

Election Items

Item : The Election of 12th Directors and Supervisors (**Proposed by the Board**)

Explanation :

- (1) According to the company's Article of Incorporation, nine directors (including 2 independent directors) and 3 supervisors shall be elected. The tenure is from June 8, 2016 to June 7, 2019.
- (2) According to the related regulation, the director shall be elected by means of candidate nomination system. For the education and experience of the candidate, please refer to the Attachment 5.

Resolution :

Discussion Items

Item : Proposal of Release the Prohibition on Directors from Participation in Competitive Business (**Proposed by the Board**)

Explanation :

- (1) The newly elected director might invest or engage in other firms that engage in business scope same as or similar to ours. To help promote business operation in a smooth way without obstructions, under the premise of not impairing the interests of the Company, it is duly proposed to the shareholders' meeting in accordance with Article 209 of the Company Act that the non-competition pledge obligations upon directors should be lifted.
- (2) Please refer to Attachment 5 for the education, experience and the list of Position held concurrently in other companies of the new director candidate.
- (3) After new director of 12th board is elected, the facts of their serving other companies as directors or managerial officers shall be declared to the Board of Directors annually.
- (4) Please proceed to adopt.

Resolution :

Questions and Motions

Adjournment

Attachment 1

Chicony Electronics Co., Ltd. 2015 Operation Report

1. Year 2015 performance (All in NTD\$)

1.1 Operating results

Joint efforts by our management team and employees, our Consolidated Revenue increased to \$80,663,369 thousands. Our Operation Income amounted to \$4,605,263 thousands, while the Net Income amounted to \$3,847,991 thousands.

1.2 Financial highlights and profitability analysis

a. Financial highlights

Units: NTD thousands

Item	2015	2014	Increase (decrease)
Operating profit	4,605,263	4,681,669	(1.63%)
Net profit after tax	3,847,991	4,080,939	(5.71%)
Average total assets	58,029,971	53,949,884	7.56%
Average shareholder equity	22,249,419	21,569,176	3.15%

b. Profitability

Item	2015	2014
Return on average assets (%)	6.63	7.64
Return on average shareholder equity (%)	17.29	18.92
Operating profit on end-of-period shareholder equity (%)	65.43	67.38
Net profit margin (%)	4.77	5.09
Earnings per share (EPS) in NTD	5.79	6.22

*The 2015 EPS is unadjusted by employee bonus and plowback funding, which would affect stock share numbers.

1.3 Research and development

In 2015, Chicony spent approximately \$2,225,418 thousands on product development, automation production equipment and process improvement. Our solid R&D capacity and strength will be the major key point to make Chicony stay on top among when surrounded by fierce competition and fast changing of macro environment. Therefore, we established the “Chicony R&D scholarship” and “C&T laboratory” with National Taipei University of Technology to cultivate internal R&D staffs and hire outstanding R&D candidates, and step close to industry new development trend. Besides continuously invests in R&D for tablet input/output devices, camera module for tablets and smart phones, sports camera, power supply, multi-functional high quality digital video products integrated with wireless communication, IoT and VR related application, LED car lighting and smart building green energy solution, our portion of non-PC new product has also exceeded PC products to meet the various market demands and to create more Blue-ocean market opportunity.

2 Year 2016 outlook

2.1 2016 goals and outlook

According to the global economy outlook published by IMF, the 2016 global GDP growth rate is expected to be 3.4%. Due to the factors of price collapse of oil and commodity, interest raise in America, slowing down economy in China, tense situation in Mid-East and refugee crisis in Europe, the global economy growth will face more uncertainty in 2016. The economy in Europe and America will continue to recover. The 2016 GDP growth rate is expected to be 2.8% in America and 1.6% in Europe. The economy growth in China is slowing down with a 6.3% growth rate in 2016. And the economic growth rate is anticipated to be 1.0% in Japan. The electronic industry will benefit from the recovery of mature markets since the strengthened consuming power will extend the high-end products demand to some extent. However, the strong USD will also enhance the debt burden in emerging markets and have impact on the economy growth in 2016.

Due to the weak recovery of global economy, low demand from emerging market, crowding effect of mobile devices, extension of PC usage and the free upgrade strategy of Windows 10, the global PC sales is evidently slowing down with a 15% decline of desktop in 2015. Though the demand of Desktop (DT) was decreasing in 2016, high-end gaming and professional drawing PC are being popular, the demand of PC with new product, such as Virtual Reality (VR) and Augmented Reality (AR) are increasing, so that the decline of PC will be reduced. As for NB, the market was still looked worse than last year. Due to the demand of gaming and 2-in-1 NB, the applied of Cloud and IoT are increasing, We are looking forward to increase the production in 2016. The recession of tablet will be shortening to 4.8% according to the investigation of Digitimes Research, the main reason was requirement of tablet size has been adjusted. On the basis estimation of IEK, the shipment of smartphone is about 15.8 hundred million pcs; annual growth rate is about 7.7%. It seems an obvious development trend for both high level and low-end smartphone. The demand of smartphone will transferred to Emerging Markets since the penetration rate has been high in Maniland China, Europe and America. As we mentioned above, the average sales price (ASP) will be revised, and the sales amount of mid-level and low-end smartphone will gradually increase.

So far we are putting more and more emphasis on our new production line especially in non-PC industry, such as cloud products like Gaming and Server from our subsidiary Chicony Power Technology; Wearable electronics, wireless camera and home surveillance from Chicony. The sales revenue of non-PC products has more than 50% in overall. Look into the future, the electronic component industry in Taiwan is under huge pressure because of low growth in end-user market of smartphone, change of competitors and IoT environment. Meanwhile, the electronic component industry in China has rapidly being mature, what we used to depend on is economies of scale was instead of technical upgrade and supply chain acceleration. In the next coming year, we are still facing more challenges especially in multi-applied and complex market condition of IoT.

Our team will face the rapid change and challenges with confidence and optimistic by integrating all resources and devoting in the development of keyboard, digital image, power supply and other niche products. Moreover, to keep the consistent revenue growth, we will also expand business into non-PC new products such as drone, smart car, VR and AR. The computer peripheral sales units are estimated to reach 256.9 million units, and 136.9 million units in consumer and other electronic goods.

2.2 Business strategies

Chicony will keep the idea of sustainable and honest operation. Guided by the principle of “No Quality, No sales”, we are committed to provide the most satisfactory services and keep revenue and profit growing to reward to the shareholders, employees and the society. Our strategies for products, production, marketing, R&D, human resource, and finance are explained as follows:

a. Products

- (1) To continue developing in keyboard, digital image, power supply, and other high value-added and differentiated products.
- (2) To continue developing in wireless, Bluetooth and ultra slim keyboards compatible with Tablet, multi-functional digital video products integrated with wireless communication and cloud function and cloud data center service to increase the revenue.
- (3) To develop the related application of IoT and Smart Home, input/output devices on smart phone and cloud service, wearable device, drone, virtual reality (VR) application, LED car light smart building green energy solution, and wireless power products to enlarge the product scope.

b. Production

- (1) To retain a competitive advantage in keyboard, digital video, and power supply products, increase production capacity, and closely monitor product quality.
- (2) To enhance the VMI (Vendor Managed Inventory) system with the information provided by EDI and ERP to quickly react to customer needs by enhancing flexibility in delivery, stocking, and production.
- (3) To enhance greater bargain power and efficiently reduce material costs, by integrating group procurement resources.
- (4) To purchase the key component with the original suppliers directly to cut down the material costs.
- (5) To continue to find key material suppliers for vertical integration, in order to enhance mutual complementarities and to expand benefit sharing from economic scale.
- (6) Maintain the relationship with the suppliers on China to strengthen the procurement localization. Take advantage of widely declined oil price to reduce the material cost and to enlarge the CRP amount.
- (7) Through automation implement and new production processes engineering to enhance productivity and release the pressure caused by the increasing labor cost in China.

c. Marketing

- (1) To integrate product categories and to satisfy customer needs with a “one-stop shopping” approach. Maximize profitability with efficient marketing resource consuming.
- (2) To change product portfolios and increase the weight of high value-added products to generate higher profit.
- (3) To expand customers and extend products market shares of Keyboard, PC Camera, DV, NB/Tablet build-in Camera Module and Power Supply.
- (4) To strengthen the application of IoT and Smart Home and the new products such as wearable devices, drone, virtual reality (VR) and wireless powers.
- (5) To expand the Chinese domestic market for each product category

- (6) To expand the revenue to non-PC and niche products.
- (7) To expand the international marketing spot in America and Japan.

d. Research and Development

- (1) To collaborate with major international hardware/software providers to co-develop new products with patent values.
- (2) To set up the barriers to entry with technology strength with I.P. Know-How.
- (3) To continue VA/VE (value analysis/value engineering) and improve product design to increase product efficiency and reduce the costs of production.
- (4) To establish the “Chicony R&D scholarship” to excavate more excellent R&D manpower to enhance overall R&D capability and efficiency.
- (5) To continuously devote into the development of new products to seek for the blue-ocean product in the future.
- (6) To establish the Intellectual Property Center to conduct the acquirement and protection of patents, and the cross-licensing of patents as well. °

e. Human Resources

- (1) To set up human resources management index to help each business unit and subsidiaries eternally operate in priority categories, in order to reach Group annual profit goals.
- (2) To cultivate employees for professional technique and help develop themselves, by continuous professional and management training.
- (3) To help employees develop stable self-career plan with position rotation and job deputy, and, there through, the work capacity and position experience can be continuously applied and inherited for eternal operation purpose.
- (4) To promote corporate social responsibility items and to allocate certain ratio of the company’s earning for donation to educational and medical groups; cooperate with the schools to set up the mechanism of industrial and academic cooperation for manpower reservation.
- (5) To gain insight into government human resource policies in global each area, especially in Asian countries, and form strategies for of optimal mutual benefit for both sides.
- (6) More care with employees and keep the excellent manpower with the profound retaining system

f. Finance

- (1) To supervise budget control of the company and in management of accounts receivable, inventory, and cash turnover.
- (2) Strictly manage the tax-preserving materials and ensure the conduct of tax-preserving materials meet the legal regulation everywhere so that the company can continuously benefit from the custom tax.
- (3) To continually improve the debt ratio and strengthen the stock and finance affairs of corporate governance.
- (4) To adequately hedge against fluctuations in exchange rates and raw material costs.
- (5) To well conduct tax planning for Chicony group by overviewing of relevant tax law and regulation of each country.
- (6) To minimize the interest cost and to plan the middle and long term fund facility according to the trend of interest rate.

(7) Keep seeking for the companies with growth potential or complementary strength for investment or further strategy alliance.

2.3 Important production and marketing policies

- a. Continue to concentrate resources on the top 10 global brands of manufacturers in personal computers, notebooks, webcams, digital video peripherals, and mobile phone. By increasing our shares among these growing companies, we aim to expand our global market shares and strengthen our position.
- b. Utilize the competitive advantages based on Group's diversified product portfolios, collective sales and integrated procurement.
- c. Continue to establish just-in-time supplying warehouses to shorten product delivery time and gain advantages over competitors.
- d. Keep reviewing and adjusting production process on the optimum track, and head up to production automation to increase integrated efficiency.
- e. Establish VMI (Vendor Managed Inventory) to enhance overall material delivery efficiency and reduce stocks of inventory.
- f. Strengthen the existing ERP system, apply the management index information to establish the war room with timely information for decision making.

Chairman: Kent Hsu

Vice President and General Manger: MK Lin

Chief Accounting Officer: Molly Lin

Attachment 2

Chicony Electronics Co., Ltd. Supervisors' Review Report on 2015 Financial Statements

To: Shareholders' Meeting 2016

The Board of Directors of Chicony Electronics Co., Ltd prepared and presented the 2015 business report, financial statements, and the statement of retained earnings. The financial statements were audited by the PwC Taiwan, appointed by Board, and an independent auditor's report was issued by it.

Supervisors have audited the above-mentioned reports that were composed and presented by the Board of Directors. They have been audited and it is concluded the reports are presented fairly according to Corporate Law and other related regulation ; therefore, a Supervisor's Report is hereby issued in accordance with Company Law Article 219.

Supervisor:

Jing Yuan Investment Co., Ltd. Legal Representative: Huang, Chin Shun

Supervisor:

Hua Tai Investment Co., Ltd. Legal Representative: Chang, Su-Chen

Supervisor:

Dong Ling Investment Co., Ltd. Legal Representative: Ku, Chi-Hsuan

21st March, 2016

Attachment 3

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of CHICONY ELECTRONICS CO., LTD.

We have audited the accompanying consolidated balance sheets of Chicony Electronics Co., Ltd. and its subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive income, of changes in stockholders' equity and of cash flows for the years then ended, expressed in thousands of New Taiwan dollars. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the 2015 and 2014 financial statements of certain wholly-owned consolidated subsidiaries and long-term investments accounted for using equity method. The total assets of those subsidiaries amounted to NT\$1,211,360 thousand and NT\$1,179,226 thousand, constituting 2.05% and 2.07% of total consolidated assets as of December 31, 2015 and 2014, respectively. The total revenues of those subsidiaries amounted to NT\$2,468,615 thousand and NT\$2,457,751 thousand, constituting 3.06% and 3.07% of total consolidated revenues for the years ended December 31, 2015 and 2014. The balance of those long-term investments accounted for using equity method as of December 31, 2015 and 2014 were NT\$83,317 thousand and NT\$89,591 thousand, constituting 0.14% and 0.16% of total consolidated assets, respectively. The share of comprehensive income (loss) recognized (including the share of profit (loss) of associates and joint ventures accounted for under equity method and the share of other comprehensive income of associates and joint ventures accounted for under equity method) for the years ended December 31, 2015 and 2014 were (NT\$6,275) thousand and NT\$4,253 thousand, constituting (0.18%) and 0.10% of consolidated comprehensive income, respectively. These statements were audited by other independent accountants whose reports thereon were furnished to us and our opinion herein insofar as it relates to the amounts included in the consolidated financial statements and information disclosed in Notes 6(8) and 13 relative to these subsidiaries and long-term investments accounted for using equity method, is based solely on the reports of the other independent accountants.

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

In our opinion, based on our audits and the reports of other independent accountants, the consolidated financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Chicony Electronics Co., Ltd. and its subsidiaries as of December 31, 2015 and 2014 and the results of their financial performance and cash flows for the years then ended in conformity with the “Rules Governing the Preparation of Financial Statements by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

We have also audited the parent company only financial statements of Chicony Electronics Co., Ltd. as of and for the years ended December 31, 2015 and 2014, and have expressed a modified unqualified opinion on such financial statements.

March 21, 2016

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

Attachment 3-1

CHICONY ELECTRONICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2015	December 31, 2014
Current assets			
1100	Cash and cash equivalents	6(1) \$ 2,349,599	\$ 1,980,696
1110	Financial assets at fair value through profit or loss - current	6(2) 437,429	267,564
1125	Available-for-sale financial assets - current	6(3) 3,969,736	5,151,339
1144	Financial assets carried at cost - current	6(4) 10,617	-
1150	Notes receivable, net	266,456	15,999
1170	Accounts receivable, net	6(5) 18,073,961	18,913,995
1180	Accounts receivable - related parties	7 329,439	241,285
1200	Other receivables	452,479	596,465
130X	Inventories, net	6(7) 9,413,581	10,018,702
1410	Prepayments	972,681	1,305,852
1470	Other current assets	8 141,818	27,886
11XX	Current Assets	<u>36,417,796</u>	<u>38,519,783</u>
Non-current assets			
1523	Available-for-sale financial assets - noncurrent	6(3) 1,596,614	382,573
1543	Financial assets carried at cost - noncurrent	6(4) 917,494	1,097,746
1550	Investments accounted for under the equity method	6(8) 999,597	1,176,824
1600	Property, plant and equipment, net	6(9) 15,461,482	14,204,652
1760	Investment property - net	6(10) and 8 1,968,855	-
1780	Intangible assets	6(11) 263,118	246,430
1840	Deferred income tax assets	6(28) 112,560	194,281
1900	Other non-current assets	6(12) and 8 1,322,668	1,177,469
15XX	Non-current assets	<u>22,642,388</u>	<u>18,479,975</u>
1XXX	Total assets	<u>\$ 59,060,184</u>	<u>\$ 56,999,758</u>

(Continued)

CHICONY ELECTRONICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2015	December 31, 2014
Current liabilities			
2100	Short-term borrowings	6(13) and 8 \$ 2,473,216	\$ 2,098,920
2120	Financial liabilities at fair value through profit or loss - current	6(2) 107,399	143,388
2150	Notes payable	16,298	31,341
2170	Accounts payable	6(14) 18,588,195	19,115,143
2180	Accounts payable - related parties	7 500,250	425,304
2200	Other payables	7,181,716	6,939,367
2230	Current income tax liabilities	1,082,321	1,135,472
2300	Other current liabilities	6(15) 273,716	567,847
21XX	Current Liabilities	<u>30,223,111</u>	<u>30,456,782</u>
Non-current liabilities			
2540	Long-term borrowings	6(15) and 8 2,389,694	500,000
2570	Deferred income tax liabilities	6(28) 37,189	36,999
2600	Other non-current liabilities	205,673	179,335
25XX	Non-current liabilities	<u>2,632,556</u>	<u>716,334</u>
2XXX	Total Liabilities	<u>32,855,667</u>	<u>31,173,116</u>
Equity attributable to owners of parent			
Share capital			
3110	Share capital - common stock	6(18) 7,038,101	6,948,654
Capital surplus			
3200	Capital surplus	6(19) 4,090,426	3,602,741
Retained earnings			
3310	Legal reserve	6(20) 3,477,140	3,069,046
3320	Special reserve	433,524	433,524
3350	Unappropriated retained earnings	8,591,961	8,440,750
Other equity interest			
3400	Other equity interest	6(21) (951,489)	(52,986)
3500	Treasury stocks	6(18) and 8 (311,277)	(311,277)
31XX	Equity attributable to owners of the parent	<u>22,368,386</u>	<u>22,130,452</u>
36XX	Non-controlling interest	<u>3,836,131</u>	<u>3,696,190</u>
3XXX	Total equity	<u>26,204,517</u>	<u>25,826,642</u>
Significant contingent liabilities and unrecognised contract commitments			
Significant events after the balance sheet date			
3X2X	Total liabilities and equity	<u>\$ 59,060,184</u>	<u>\$ 56,999,758</u>

CHICONY ELECTRONICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

Items	Notes	For the years ended December 31,		
		2015	2014	
4000	Sales revenue	6(22) and 7	\$ 80,663,369	\$ 80,110,692
5000	Operating costs	6(7)(25)(26) and 7	(68,411,552)	(67,564,442)
5900	Net operating margin		12,251,817	12,546,250
	Operating expenses	6(25)(26)		
6100	Selling expenses		(3,026,581)	(3,265,651)
6200	General & administrative expenses		(2,394,555)	(2,416,535)
6300	Research and development expenses		(2,225,418)	(2,182,395)
6000	Total operating expenses		(7,646,554)	(7,864,581)
6900	Operating profit		4,605,263	4,681,669
	Non-operating income and expenses			
7010	Other income	6(23)	735,082	517,712
7020	Other gains and losses	6(24)	233,881	544,979
7050	Finance costs	6(27)	(76,212)	(46,587)
7060	Share of profit/(loss) of associates and joint ventures accounted for under equity method	6(8)	(168,666)	(91,916)
7000	Total non-operating income and expenses		724,085	924,188
7900	Profit before income tax		5,329,348	5,605,857
7950	Income tax expense	6(28)	(849,615)	(950,027)
8200	Profit for the year		\$ 4,479,733	\$ 4,655,830

(Continued)

CHICONY ELECTRONICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

Items	Notes	For the years ended December 31,	
		2015	2014
Other comprehensive income			
Components of other comprehensive income that will not be reclassified to profit or loss			
8311	Other comprehensive income, before tax, actuarial losses on defined benefit plans	6(16)	
		(\$ 28,133)	(\$ 24,195)
8320	Share of other comprehensive (loss) income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		
		(344)	57
8310	Components of other comprehensive income that will not be reclassified to profit or loss		
		(28,477)	(24,138)
Components of other comprehensive income that will be reclassified to profit or loss			
8361	Other comprehensive income, before tax, exchange differences on translation		
		148,153	1,107,967
8362	Other comprehensive loss, before tax, available-for-sale financial assets	6(3)	
		(1,078,453)	(1,472,903)
8370	Share of other comprehensive (loss) income of associates and joint ventures accounted for under the equity method		
		(8,216)	10,885
8360	Components of other comprehensive loss that will be reclassified to profit or loss		
		(938,516)	(354,051)
8300	Total other comprehensive loss for the year		
		(\$ 966,993)	(\$ 378,189)
8500	Total comprehensive income for the year		
		\$ 3,512,740	\$ 4,277,641
Profit, attributable to:			
8610	Owners of the parent		
		\$ 3,847,991	\$ 4,080,939
8620	Non-controlling interest		
		\$ 631,742	\$ 574,891
Comprehensive income attributable to:			
8710	Owners of the parent		
		\$ 2,926,669	\$ 3,699,702
8720	Non-controlling interest		
		\$ 586,071	\$ 577,939
Earnings per share			
		6(29)	
9750	Total basic earnings per share		
		\$ 5.79	\$ 6.19
9850	Total diluted earnings per share		
		\$ 5.70	\$ 6.10

CHICONY ELECTRONICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars)

Equity attributable to owners of the parent											
Notes	Retained Earnings					Other equity interest				Non-controlling interest	Total equity
	Share capital - common stock	Capital surplus, additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statement translation differences of foreign operations	Unrealized gain or loss on available-for-sale financial assets	Treasury stocks	Total		
Year 2014											
	\$	\$	\$	\$	\$	\$	\$	(\$	\$	\$	\$
Balance at January 1, 2014	6,867,216	3,068,074	2,690,843	1,457,609	6,927,695	167,564	140,176	(311,277)	21,007,900	3,295,409	24,303,309
Appropriation of 2013 earnings	-	-	378,203	-	(378,203)	-	-	-	-	-	-
Appropriation of legal reserve	-	-	-	-	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(1,024,085)	1,024,085	-	-	-	-	-	-
Distribution of stock dividends	34,336	-	-	-	(34,336)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(3,158,919)	-	-	-	(3,158,919)	-	(3,158,919)
Profit for 2014	-	-	-	-	4,080,939	-	-	-	4,080,939	574,891	4,655,830
Other comprehensive income (loss) for 2014	-	-	-	-	(20,511)	1,062,380	(1,423,106)	-	(381,237)	3,048	(378,189)
Cash dividends paid to the subsidiaries	-	167,639	-	-	-	-	-	-	167,639	-	167,639
Adjustments to share of changes in equity of associates and joint ventures	-	(106)	-	-	-	-	-	-	(106)	-	(106)
Difference between proceeds from addition and disposal of subsidiary and book value	-	47,736	-	-	-	-	-	-	47,736	-	47,736
Appropriation of employee bonuses	47,102	319,398	-	-	-	-	-	-	366,500	-	366,500
Minority interest adjustment	-	-	-	-	-	-	-	-	-	(177,158)	(177,158)
Balance at December 31, 2014	<u>\$ 6,948,654</u>	<u>\$ 3,602,741</u>	<u>\$ 3,069,046</u>	<u>\$ 433,524</u>	<u>\$ 8,440,750</u>	<u>\$ 1,229,944</u>	<u>(\$ 1,282,930)</u>	<u>(\$ 311,277)</u>	<u>\$ 22,130,452</u>	<u>\$ 3,696,190</u>	<u>\$ 25,826,642</u>
Year 2015											
Balance at January 1, 2015	\$ 6,948,654	\$ 3,602,741	\$ 3,069,046	\$ 433,524	\$ 8,440,750	\$ 1,229,944	(\$ 1,282,930)	(\$ 311,277)	\$ 22,130,452	\$ 3,696,190	\$ 25,826,642
Appropriation of 2014 earnings	-	-	408,094	-	(408,094)	-	-	-	-	-	-
Appropriation of legal reserve	-	-	-	-	-	-	-	-	-	-	-
Distribution of stock dividends	34,743	-	-	-	(34,743)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(3,231,124)	-	-	-	(3,231,124)	-	(3,231,124)
Profit for 2015	-	-	-	-	3,847,991	-	-	-	3,847,991	631,742	4,479,733
Other comprehensive income (loss) for 2015	-	-	-	-	(22,819)	175,816	(1,075,665)	-	(922,668)	(45,671)	(968,339)
Cash dividends paid to the subsidiaries	-	170,307	-	-	-	-	-	-	170,307	-	170,307
Difference between proceeds from addition and disposal of subsidiary and book value	-	9,353	-	-	-	(1,711)	3,057	-	10,699	-	10,699
Adjustments to share of changes in equity of associates and joint ventures	-	(58,271)	-	-	-	-	-	-	(58,271)	-	(58,271)
Appropriation of employee bonuses	54,704	366,296	-	-	-	-	-	-	421,000	-	421,000
Minority interest adjustment	-	-	-	-	-	-	-	-	-	(446,130)	(446,130)
Balance at December 31, 2015	<u>\$ 7,038,101</u>	<u>\$ 4,090,426</u>	<u>\$ 3,477,140</u>	<u>\$ 433,524</u>	<u>\$ 8,591,961</u>	<u>\$ 1,404,049</u>	<u>(\$ 2,355,538)</u>	<u>(\$ 311,277)</u>	<u>\$ 22,368,386</u>	<u>\$ 3,836,131</u>	<u>\$ 26,204,517</u>

CHICONY ELECTRONICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31,	
		2015	2014
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 5,329,348	\$ 5,605,857
Adjustments			
Income and expenses having no effect on cash flows			
Depreciation	6(26)	2,025,739	1,899,068
Amortization	6(9)(11)	87,546	89,295
Long-term lease amortization	6(12)	12,243	18,792
Reversal of allowance for doubtful accounts		(3,801)	(5,087)
Interest expense	6(27)	76,212	46,587
Interest income	6(23)	(71,602)	(52,387)
Dividend income	6(23)	(228,005)	(210,185)
Gain on valuation of financial assets	6(2)(24)	(565,867)	(415,444)
Investment loss recognized under the equity method		168,666	91,916
Loss on disposal of property, plant and equipment	6(24)	17,400	45,798
Loss on disposal of intangible assets		2,044	-
Gain on investments	6(24)	(162,019)	(645,673)
Gain on reversal of provisions for liabilities-noncurrent	6(24)	-	(66,221)
Impairment loss of non-financial assets	6(11)(24)	53,000	-
Changes in operating assets and liabilities			
Changes in operating assets			
Financial assets and liabilities at fair value through profit or loss - current		360,013	396,295
Notes receivable		(250,457)	27,840
Accounts receivable		1,000,127	(576,348)
Accounts receivable - related parties		(88,154)	(122,878)
Other receivables		(9,280)	13,669
Inventories		651,917	(1,308,377)
Prepayments		335,120	(635,181)
Other current assets		27,165	(26,189)
Changes in operating liabilities			
Notes payable		(15,043)	15,717
Accounts payable		(594,330)	3,083,365
Accounts payable - related parties		74,946	(145,384)
Other payables		442,782	1,093,554
Other current liabilities		114,334	(47,443)
Provisions		-	(224,245)
Other non-current liabilities		(1,795)	(33,688)
Cash flows generated from operations		8,788,249	7,913,023
Interest received		71,741	52,053
Dividend received		228,005	232,867
Interest paid		(78,144)	(41,987)
Income tax paid		(820,855)	(912,304)
Net cash flows provided by operating activities		8,188,996	7,243,652

(Continued)

CASH FLOWS FROM INVESTING ACTIVITIES

Acquisition of government grants		\$	198,834	\$	-
Increase in other current assets		(	141,097)		-
Increase in available-for-sale financial assets		(	3,678,560)	(	4,147,769)
Proceeds from disposal of available-for-sale financial assets			3,396,981		3,740,399
Increase in financial assets carried at cost – non-current		(	431,696)	(	652,331)
Return of capital from financial assets carried at cost – non-current			4,205		16,000
Acquisition of property, plant and equipment	6(30)	(	2,817,104)	(	4,094,872)
Proceeds from disposal of property, plant and equipment			307,884		170,860
Acquisition of investment property	6(10)	(	1,893,763)		-
Acquisition of intangible assets	6(11)	(	63,004)	(	69,863)
Increase in other non-current assets		(	762,009)	(	321,864)
Cash flows from business combinations		(	210,437)		525
Increase in refundable deposits		(	114,021)	(	56,516)
Net cash flows used in investing activities		(	<u>6,203,787</u>)	(	<u>5,415,431</u>)

CASH FLOWS FROM FINANCING ACTIVITIES

Increase in short-term borrowings			374,296		1,401,319
Increase in long-term borrowings			6,847,944		911,060
Decrease in long-term borrowings		(	5,369,310)	(	1,370,570)
Payment of cash dividends		(	3,060,817)	(	2,991,280)
Decrease in guarantee deposits			-	(	200)
Changes in non-controlling interests		(	552,969)	(	358,574)
Net cash flows used in financing activities		(	<u>1,760,856</u>)	(	<u>2,408,245</u>)
Effect of exchange rate changes on cash and cash equivalents			<u>144,550</u>		<u>982,383</u>
Net increase in cash and cash equivalents			368,903		402,359
Cash and cash equivalents at beginning of year	6(1)		<u>1,980,696</u>		<u>1,578,337</u>
Cash and cash equivalents at end of year	6(1)	\$	<u>2,349,599</u>	\$	<u>1,980,696</u>

Attachment 4

**Chicony Electronics Co., Ltd.
2015 Profit Distribution Table**

Unit: NTD

Item	Amount
Undistributed Earnings after Adjustment	
Undistributed Earnings at the Beginning of the Period (Note 1)	\$4,766,788,351
deduct : Adjustment for Retained Earnings of 2015(Note 2)	(22,819,175)
Total	\$4,743,969,176
Distributable Earnings from Current Year	
Net Income of 2015	\$3,847,991,626
deduct : 10% Legal Reserve	(384,799,163)
deduct : Special Reserve	(517,964,187)
Total	\$2,945,228,276
Distributable Earnings as of the end of the Year	\$7,689,197,452
Dividends Distribution	
Cash Dividends (4.30 per share)	(\$3,026,383,490)
Stock Dividends (0.05 per share)	(35,190,510)
Total	(\$3,061,574,000)
Undistributed Earnings at the end of the Period	4,627,623,452
Note :	
1. Undistributed earnings after the resolution for the 2014 earning distribution on 2015 Shareholders' Meeting	
2. Adjustment for Retained Earnings resulting from accounting conduct in 2015, which include:	
(1) Defined pension benefit plan actuarial losses (\$16,876,216)	
(2) Retained Earnings Adjustment due to investment with equity method (\$5,942,959)	
3. In accordance with the Company's Articles of Incorporation, the remuneration to directors and supervisors and bonus to employees are enumerated below:	
(1) Remuneration to directors and supervisors NT\$ 33,847,698.	
(2) Bonus to employees NT\$ 544,808,832.	
(Bonuses to employees to be allocated in stocks, the number of shares shall be duly calculated based on the final price closed on the date preceding the board of directors meeting)	
4. The aggregate total of the outstanding shares: 703,810,114 shares.	

Attachment 5

Chicony Electronics Co., Ltd. List of Nominees for Directors and Supervisors Election

1. Nominees for Directors

Name	Shares (Note)	Education and Experience	Position Held Concurrently in Other Companies	
			Company	Position
Hsu, Kun-Tai	80,403,688	National Taipei University of Technology Honorary Doctorate, National Taipei University of Technology Chairman of Clevo, Co., Chicony Electronics Co., Ltd, Chicony Square Group, Buynow Group and Hongwell Group	Clevo Co., EPOQUE CORPORATION, Shanghai Hongwell Real Estated Co., Ltd., Changchun-Hong Hyatt Hotel Management Co., Ltd. Branch, Hipro Electronic (Dongguan) Co. Ltd., Chicony Power Technology (SuZhou) Co., Ltd., Chicony Power Technology (Chong Qing) Co., Ltd., Guang Sheng Electronics (Nanchang) Co., Ltd., Chicony Energy Saving Technology (Shanghai) Co. Ltd., Dong Guan Chicony Power Trading Co., Ltd., XAVi Technologies (Suzhou) Co. Ltd., Shanghai Buynow Electronic Information Co., Ltd., Daqing Buynow Electronic Information Co. Ltd., Tianjin Buynow Electronic Information Co. Ltd., Beijing Kaiye Electronic Technology Co. Ltd., Beijing Lantian Investment Management Consulting Co. Ltd., SHANTOU BUYNOW CORPORATION, (CLEVO Group) Buynow (China) Investment Corp., Buynow (Xian) Industrial Co. Ltd., Buynow (Wuhan) Industrial Co. Ltd., Buynow (Changchun) Industrial Co.	Chairman

			<p> Ltd., Buynow (Nanjing) Commercial Facilities Leasing Management Co., Buynow (Nanchang) Industrial Co. Ltd., Buynow (Harbin) Industrial Co. Ltd., Buynow (Chongqing) Industrial Co. Ltd., Buynow (Huizhou) Electronic Information Co. Ltd., Buynow (Wuxi) Electronic Technology Development Co. Ltd., Buynow (Fujian) Electronic Technology Development Co. Ltd., Buynow (Jinzhou) Industrial Co. Ltd., Buynow (Yancheng) Electronic Technology Development Co. Ltd., Buynow Electronic Information (Chengdu) Co., Ltd., Buynow Electronic Information (Zhengzhou) Co. Ltd., Buynow Electronic Information (Shenyang) Co. Ltd., Kunshan Kaishuo Trading Co., Ltd., Buynow (Changsha) Industrial Co. Ltd., Qingdao Buynow Technology Industry Co. Ltd., Zibo Buynow Electronic Information Co. Ltd., Kaiju Buynow (Hefei) Electronic Information Co. Ltd., Guiyang Buynow Electronic Information Co. Ltd., Guangzhou Buynow Electronic Information Co. Ltd., Guangdong Buynow Commercial Facilities Leasing Management Co., Dezhou Buynow Electronic Information Co. Ltd., Anshan Buynow Electronic Information Co. Ltd., (CLEVO Group) Specific purpose company, Buynow Electronic Information (Hangzhou) Co. Ltd., </p>	
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			<p>KAPOK COMPUTER CORPORATION, Clevo Investment Co. Ltd., Hongwell Siyuan Co. Ltd., Hongwell (New Taipei) Co. Ltd.</p>	Chairman (Legal Representative)
			<p>Chicony Electronics (Thailand) Co. Ltd., Chicony Power Technology Hong Kong Limited, Chicony Power Holdings Inc., Chicony Power International Inc., Chicony Power USA, Inc., XAVI Technologies Corp., XAVI Overseas Ltd., Directmax International Ltd., Sytemax Development Ltd., Jing Yuan Investment Co. Ltd., Hua Tai Investment Co. Ltd., DF Investment Co., Ltd., Shanghai Buynow Industrial Co. Ltd., BUYNOW (ANSHAN) CORPORATION, BUYNOW (BEIJING) CORPORATION, BUYNOW (CHANGCHUN) CORPORATION, BUYNOW (CHENGDU) CORPORATION, BUYNOW (CHONGQING) LIMITED, BUYNOW (DAQING) CORPORATION, BUYNOW (DEZHOU) CORPORATION, BUYNOW (FUJIAN QUANZHOU) CORPORATION, BUYNOW (GUANGZHOU) CORPORATION, BUYNOW (GUIYANG) CORPORATION, BUYNOW (HANGZHOU) CORPORATION, BUYNOW (HARBIN) CORPORATION, BUYNOW (HUIZHOU) CORPORATION, BUYNOW (JINZHOU) CORPORATION, BUYNOW (LUOYANG) CORPORATION, BUYNOW (NANCHANG) CORPORATION, BUYNOW (SHANTOU) CORPORATION, BUYNOW (TAIZHOU)</p>	Directors

CORPORATION, BUYNOW (WUHAN)
CORPORATION, BUYNOW (WUXI)
CORPORATION, BUYNOW (XIAMEN)
CORPORATION, BUYNOW (YANCHENG)
CORPORATION, BUYNOW (YINGKOU)
CORPORATION, BUYNOW
(ZHENGZHOU) CORPORATION,
BUYNOW (ZIBO) CORPORATION,
BUYNOW GLOBAL CORPORATION,
BUYNOW GROUP (CHANGSHA)
CORPORATION, BUYNOW GROUP
(QINGDAO) CORPORATION, BUYNOW
GROUP (XIAN) CORPORATION,
BUYNOW ON-LINE HOLDING
CORPORATION, BUYNOW ON-LINE
LIMITED, BUYNOW SZ. CORPORATION,
CHICONY CHENGDU INTERNATIONAL
INC., CHICONY SQUARE (CAYMAN) INC.,
CHICONY SQUARE (WUHAN) INC.,
CLEVO (CAYMAN ISLANDS) HOLDING
COMPANY, CLEVO (HK) INVESTMENT
HOLDING COMPANY, CLEVO
COMPUTER SINGAPORE PTE LTD.,
FLYING INTERNATIONAL INVESTMENT
LIMITED, FLYING WOLF INVESTMENT
LIMITED, KAPOK COMPUTER (SAMOA)
CORPORATION, SKILL DEVELOP
INTERNATIONAL LIMITED, SMARTER
CAPITAL LIMITED, WELL ASIA
INVESTMENT LIMITED, Quanzhou
Buynow Industrial Co. Ltd., Luoyang
Buynow Electronic Information Co. Ltd.,
Taizhou Buynow Electronic Information Co.
Ltd.,Kaibo Computer (Kunshan) Co. Ltd.,

			Genesis Photonics Inc. Alcor Micro, Corp. Top Taiwan Venture Capital Co. Ltd. Taipei Tech Developing Venture Capital Co., Ltd. HAD ERI IOU INDUSTRIAL INC LTD.	Chairman (Legal Representative)
			ELAN Microelectronics Corp., ALLIED CIRCUIT CO., LTD.	Independent director
Lu, Chin-Chung	2,483,248	MBA, National ChengChi University Executive vice president of Chicony Electronics Co., Ltd. GM of Chicony (Dongguan) Co., Ltd and MaoRui Electronics Legal Representative Director of UniKey Electronics Co., Ltd. and Newmax Technology Co., Ltd. Supervisor of Clevo Co. Ltd., XAVi Technology Co., Ltd. and Shun On Electronic Co., Ltd.	Newmax Technology Co., Ltd. Chicony Electronics (Thailand) Co., Ltd. Global Faith Inc. Quan Sun Co., Ltd. Chicony Power International Inc. Chicony Power Holding Inc. Mao Chun Electronics Co., Ltd.	Legal Representative Director Director
Wei, Chuan-Pin	1,093,513	Bachelor of Engineering Science, National Cheng Gung University MBA, Da Yeh University Manager of Production Department, Shilin Electrics Co., Ltd. GM of DCD Business Unit, Chicony Electronics, Co., Ltd.	Had Eri Iou Industrial Inc. Newmax Technology Co., Ltd. Global Faith Inc. Mao Chun Electronics Co., Ltd. Directmax International Ltd.	Legal Representative Director Director

		Director, Newmax Techonology Supervisor, Xavi Technologies Corp.	XAVi Oversea Ltd. Systemax Development Ltd.	
Liu, Song-Pin	242,244	Industrial Design, National Taipei University of Technology Executive VP, Sunrex Corp. GM, Chi Mei Specialty Co., Ltd. GM of MKB Business Unit, Chicony Electronics Co., Ltd Director, Shun On Electronic Co., Ltd. Director, XAVi Technology Supervisor, Chicony Power Technology	Shun On Electronic Co., Ltd. Suzhou Qun Yang Electronics Co.,Ltd XAVi Technology	Legal Representative Director Director
Tsai, Ming-Hsien	28,920	National Taipei University of Technology EMBA, National Cheng Chi University Vice Chairman and GM, Clevo, Co. President, Buynow Group	Kaibo Computer (Kunshan) Co. Ltd., Kaiju Trading (Shanghai) Co., Ltd. Clevo Co. Kai Po Computer Co. Ltd., Clevo Investment Co. Ltd. Kunshan Kaiming Trading Co., Ltd., Shanghai Buynow Online Information Technology Co., Ltd., BUYNOW (ANSHAN) CORPORATION, BUYNOW (CHANGCHUN) CORPORATION, BUYNOW (CHENGDU) CORPORATION, BUYNOW (CHONGQING) LIMITED, BUYNOW (DAQING) CORPORATION, BUYNOW (DEZHOU) CORPORATION, BUYNOW (FUJIAN QUANZHOU)	Chairman Vice Chairman Directors (Legal Representative) Director

CORPORATION, BUYNOW
(GUANGZHOU) CORPORATION,
BUYNOW (GUIYANG) CORPORATION,
BUYNOW (HANGZHOU) CORPORATION,
BUYNOW (HARBIN) CORPORATION,
BUYNOW (HUIZHOU) CORPORATION,
BUYNOW (JINZHOU) CORPORATION,
BUYNOW (LUOYANG) CORPORATION,
BUYNOW (NANCHANG) CORPORATION,
BUYNOW (SHANTOU) CORPORATION,
BUYNOW (TAIZHOU) CORPORATION,
BUYNOW (WUHAN) CORPORATION,
BUYNOW (WUXI) CORPORATION,
BUYNOW (XIAMEN) CORPORATION,
BUYNOW (YANCHENG) CORPORATION,
BUYNOW (YINGKOU) CORPORATION,
BUYNOW (ZHENGZHOU)
CORPORATION, BUYNOW (ZIBO)
CORPORATION, BUYNOW GLOBAL
CORPORATION, BUYNOW GROUP
(CHANGSHA) CORPORATION, BUYNOW
GROUP (QINGDAO) CORPORATION,
BUYNOW GROUP (XIAN)
CORPORATION, BUYNOW ON-LINE
HOLDING CORPORATION, BUYNOW
ON-LINE LIMITED, Buynow SZ.
Corporation, CHICONY CHENGDU
INTERNATIONAL INC., CHICONY
SQUARE (CAYMAN) INC., CHICONY
SQUARE (WUHAN) INC., CLEVO
COMPUTER SINGAPORE PTE LTD.,
FLYING INTERNATIONAL INVESTMENT
LIMITED, FLYING WOLF INVESTMENT
LIMITED, KAPOK COMPUTER (SAMOA)

CORPORATION, SMARTER CAPITAL LIMITED, WELL ASIA INVESTMENT LIMITED, Daqing Buynow Electronic Information Co. Ltd., Tianjin Buynow Electronic Information Co. Ltd., Beijing Kaiye Electronic Technology Co. Ltd., Beijing Lantian Investment Management Consulting Co. Ltd., HANTOU BUYNOW CORPORATION, (CLEVO Group) Buynow (China) Investment Corp., Buynow (Xian) Industrial Co. Ltd., Buynow (Wuhan) Industrial Co. Ltd., Buynow (Changchun) Industrial Co. Ltd., Buynow (Nanjing) Commercial Facilities Leasing Management Co., Buynow (Harbin) Industrial Co. Ltd., Buynow (Chongqing) Industrial Co. Ltd., Buynow (Wuxi) Electronic Technology Development Co. Ltd., Buynow (Fujian) Electronic Technology Development Co. Ltd., Buynow (Jinzhou) Industrial Co. Ltd. Buynow (Yancheng) Electronic Technology Development Co. Ltd., Buynow Electronic Information (Hangzhou) Co. Ltd., Buynow Electronic Information (Zhengzhou) Co. Ltd. Buynow Electronic Information (Shenyang) Co. Ltd., Kunshan Kaishuo Trading Co., Ltd., Buynow (Changsha) Industrial Co. Ltd. Quanzhou Buynow Industrial Co. Ltd., Luoyang Buynow Electronic Information Co. Ltd., Taizhou Buynow Electronic Information Co. Ltd., Zibo Buynow Electronic Information Co. Ltd., Kaiju Buynow (Hefei) Electronic Information Co. Ltd., Wuxi Buynow Electronic Market Co.

			Ltd., Chicony Industrial (Chengdu) Co. Ltd. Chicony Industrial (Wuhan) Co. Ltd., Guangzhou Buynow Electronic Information Co. Ltd., Guangdong Buynow Commercial Facilities Leasing Management Co., Dezhou Buynow Electronic Information Co. Ltd., Anshan Buynow Electronic Information Co. Ltd., Yingkou Buynow Electronic Information Co. Ltd., Shanghai Buynow Electronic Information Co., Ltd., Buynow (Nanchang) Industrial Co. Ltd., Buynow Electronic Information (Chengdu) Co., Ltd. Qingdao Buynow Technology Industry Co. Ltd.	
Liu, Jia-Sheng	581,496	National Taipei University of Technology Director, Kuofong Motors	None	None

2. Nominees for Independent Directors

Name	Shares (Note)	Education and Experience	Position Held Concurrently in Other Companies	
			Company	Position
Lee, Yen-Sung	0	Master of Accounting, Soochow University Vice Director of ROC CPA Guild Lecturer of accounting, National Taiwan University, Soochow University Vice Director of PwC Accounting Firm Director of Taipei CPA Guild	FAMILYMART CO., LTD. CHAROEN POKPHAND ENTERPRISE (TAIWAN) CO., LTD.	Independent director

		Director of Accounting Reserch and Development Foundation		
Lin, Ming-Ji	21,116	<p>Doctor of Business Management, National ChengChi University</p> <p>Postdoctoral Research Scholar of Fulbright program, Harvard University</p> <p>Visiting Resercher of Japan Yoshida Memorial Fundation</p> <p>Member of Industry Consultancy Committee, Ministry of Economy Affairs</p> <p>Consultant of Taiyen Biotech Co., Ltd.</p> <p>Director of Taipower Company</p> <p>Head of Department, department of business administration, National Central University</p>	<p>Joint Credit Information Center (JCIC)</p> <p>Kinik Company</p> <p>Soaring Technology Co., Ltd.</p>	<p>Director</p> <p>Independent director</p>

3. Nominees for Supervisors

Name	Shares (Note)	Education and Experience
Huang, Chin-Shun	652,593	National Taipei College of Business Assistant Manager, Ya Peng Enterprise
Hung Cheng-Chich	0	National Taipei University of Technology Chairman, Premier Technology Co ., LTD Chairman, LI FU INVESTMENT CO LTD Director, Ta Shee Golf & Country Club

		Director, Modena Motori Taiwan Co. Ltd
Dong Ling Investment Co., Ltd. Legal representative: Chang, Su-Tine	11,005,422	Business High School Finance Department, Shilin Electric Co., Ltd.

Note: Number of shares as of April 10, 201

