



禾伸堂企業股份有限公司  
*Holy Stone Enterprise Co., Ltd.*

TWSE : 3026

# **2015 Annual General Shareholders' Meeting**

## **Meeting Agenda (Translation)**

**June 9, 2015**

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# **Holy Stone Enterprise Co., Ltd.**

## **2015 Annual Shareholders' Meeting Procedure**

**1.Call Meeting to order**

**2.Chairman takes podium**

**3.Report items**

**4.Acknowledgement items**

**5.Re-election items**

**6.Discussion items**

**7.Special Motion**

**8.Meeting adjourned**

# Holy Stone Enterprise Co., Ltd.

## 2015 Annual Shareholders' Meeting Agenda ( Translation )

**Time:** 9:00 a.m., June 9, 2015 (Tuesday)

**Place:** Chu Pao Building ( 7F, No.17, Lane 91, Section 1, NeiHu Road, NeiHu District, Taipei City 114, Taiwan ).

### Meeting Agenda:

**1. Report the number of shares represented by shareholders attending the Meeting**

**2. Chairman's Address**

**3. Report Items**

- (1) To report the business of 2014
- (2) Supervisor's Review Report on the 2014 Financial Statements
- (3) To report company Corporate Social Responsibility ( CSR ) Policy
- (4) To report the amendment of the CSR Code of Practice
- (5) To report the amendment of Director, Supervisor and Manager Code for Ethics
- (6) To report the amendment of Code of Practice for Corporate Governance
- (7) To report the Code for Ethical Corporate Management

**4. Proposed Items**

- (1) To accept 2014 Business Report and Financial Statements
- (2) To approve the proposal for distribution of 2014 profits

**5. Re-election Items**

- (1) To re-elect Directors and Supervisors

**6. Discussion**

- (1) To approve the amendment to the Article of the Company
- (2) To approve the amendment to the Rules and Procedures of Shareholders' Meeting
- (3) To approve Director and Supervisor Election Regulations
- (4) To approve the Rules of the Responsibilities of the Supervisors
- (5) To approve and release Director from Non-Competition Restrictions

**7. Special Motion**

**8. Adjournment**

## Report Items:

### 1. To report the business of 2014.

**Explanation:** Please refer to attachment 1.

### 2. To accept Supervisors' Review Report on 2014 Business Report and Financial Statements

**Explanation:** Please refer to attachment 2.

### 3. To report company Corporate Social Responsibility (CSR) Policy

**Explanation:** To finalize the company's CSR Policy for the implementation of CSR. Please refer to attachment 3.

### 4. To report the amendment of the CSR Code of Practice

**Explanation:**

- (1) For the implementation of corporate governance, and in response to amendments to "Corporate Social Responsibility Code of Practice" issued by TWSE.
- (2) Please refer to attachment 4.

### 5. To report the amendment of Director, Supervisor and Manager Code for Ethics

**Explanation:**

- (1) For the implementation of corporate governance, and in response to amendments to "Ethical Corporate Management" issued by TWSE.
- (2) Please refer to attachment 5.

### 6. To report the amendment of Code of Practice for Corporate Governance

**Explanation:**

- (1) For the implementation of corporate governance, and in response to amendments to "Code of Practice for Corporate Governance" issued by TWSE.
- (2) Please refer to attachment 6.

## **7. To report the amendment of Code for Ethical Corporate Management**

### **Explanation:**

- (1) For the practice of Corporate Social Responsibility ( CSR ) , establishment of Ethical Corporate Culture, also in response to amendments to “Corporate Social Responsibility Code of Practice” as well as “Code for Ethical Corporate Management” issued by TWSE.
- (2) Please refer to attachment 6.

# Acknowledgement Items

1. (proposed by the Board of Directors)

## To accept 2014 Business Report and Financial Statements

### Explanation:

- (1) 2014 Financial Statement of the Company has been audited, and the audit report has been issued by Pei-Chi Chen and Chia-Hsin Chang, accountant at CPA firm of KPMG.
- (2) The 2014 Financial Statements and Business Report are resolved by the Board of Directors and reviewed by Supervisors.
- (3) Attachment
  - i. Business Report (P.9)
  - ii. Supervisors' Report (P. 10)
  - iii. Auditors' Report. (P. 53, 58 & P.59)
  - iv. Financial Statement (P. 54-57 & P.60-63)
- (4) Please accept the above-mentioned items

### Resolution:

2. (proposed by the Board of Directors)

## To approve the proposal for distribution of 2104 profits

### Explanation:

- (1) To draft the distribution of earnings according to Articles of Company (P.64) .
- (2) This distribution of earnings are resolved by the Board of Directors and reviewed by Supervisors (P.10) .
- (3) Each share holder will be entitled to receive a cash dividend of NT\$3.30 per share.
- (4) Resolution at Shareholders' Meeting shall authorize the Board of Directors to decide on the Distribution Record Date.
- (5) In the event of that the outstanding shares is affected by capital increase (reduction), buyback of treasury stock or, write-off and transfer of treasury stock, conversion of convertible bonds, conduct of ESO or any other factors, authorized Board of Directors shall resolved the total amount of the distribution of earning at the shareholders' meeting. The distribution shall be adjusted in portion of outstanding shares on the distribution report date.
- (6) Please accept the above-mentioned items.

### Resolution:

## Re-election items

### 1. (Proposed by the Board of Directors)

#### To elect Director and Supervisor

#### Explanation:

- (1) The office of the directors and supervisors will expire on June 4, 2015. According to the Article of the Company, the Board of Directors proposed on director conference of March 18, 2015, to re-elect seven directors (including two independent directors) and two supervisors.
- (2) The terms of new directors and supervisors (the thirteen term) will start from June 9, 2015 and will expire on June 8, 2018. The directors will assume office immediately after the shareholders' meeting.
- (3) According to Article 13 of the Articles of the Company, the numbers of independent directors should not be less than two i.e. one fifth of whole directors by adopted the candidates nomination system; the list of candidates has been approved by the Board of Directors of the Company on April 20, 2015. The relevant information is as follows:

Name	Educational Background	Experience	Currently Serve	Number of Shares Held
Ken-Yi Cheng	Bachelor, Accounting Department, Feng Chia University	1. Assistant Manager, Taiwan International Securities Corp. 2. Vice President, Hyield Venture Capital Co. 3. Director, Best Yield Development Consulting, Inc.	1. Director and President, Grand Fortune Securities Co., Ltd. 2. Director, Wintech Microelectronics Co., Ltd. 3. Director, Solytech Enterprise Corp. 4. Director, Shieh Yih Machinery Industry Co., Ltd. 5. Rep. of institutional shareholder, Leader Electronics Inc. 6. Independent Director, Prolific Technology Inc. 7. Independent Director, HiTrend Technology(Shanghai)Co.,Ltd.	0
Nai-Hua Wu	1. Bachelor, Chemical Engineering, National Cheng Kung University 2. Master of Management, National Chengchi University	1. Vice Manager, Upking International Co., Ltd. 2. General Manager, Teraspan Technologies, Corp.	1. Chairman & General Manager Instant Technology Co., Ltd. 2. Independent Director, Holy Stone Healthcare Co., Ltd.	0

- (4) Please vote.

#### Election Result:



## Discussion Items

1. (Proposed by the Board of Directors)

### To approve the amendment to the Article of the Company

#### Explanation:

- (1) To propose amendment to the Article of the Company regard for the Company's business development.
- (2) Caparison table of the amendment (P.65-66)
- (3) Please jointly decide the above-mentioned item.

#### Resolution:

2. (Proposed by the Board of Directors)

### To approve the amendment to the Rules and Procedures of Shareholders' Meeting

#### Explanation:

- (1) To propose amendment to the Rules and Procedures of Shareholder's meeting for requirements of TWSE.
- (2) Comparison table of the amendment (P.67-68)
- (3) Please jointly decide the above-mentioned item.

#### Resolution:

3. (Proposed by the Board of Directors)

### To approve the amendment to the Director and Supervisor Election Regulation

#### Explanation:

- (1) To propose amendment to the Director and Supervisor Election Regulation for requirements of TWSE.
- (2) Comparison table of the amendment (P.69)
- (3) Please jointly decide the above-mentioned item.

#### Resolution:

4. (Proposed by the Board of Directors)

### To approve the amendment to the Responsibilities of the Supervisors

#### Explanation:

- (1) To propose amendment to the Responsibilities of the Supervisors to ensure company operation with more effective and rigorous monitoring system by supervisory functions; in order to strengthen internal self-monitoring ability of the company, and improve the Company's corporate governance system.
- (2) Please refer to the attachment ( P.70-71 )
- (3) Please jointly decide the above-mentioned item.

#### Resolution:

5. (Proposed by the Board of Directors)

**To release the prohibition on directors from participation in competitive business**

**Explanation:**

- (1) In accordance with Article 209 of the R.O.C. Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such as act and secure its approval.
- (2) To broaden the boundaries of the Company's business against Directors' expertise, without any damaging of the Company, Holy Stone proposed to release each new Director, elected on 2015 shareholder's meeting, from the restriction of non-competition.
- (3) Please jointly decide the above-mentioned item.

**Resolution:**

**Special Motion**