

**Holy Stone Enterprise Co., Ltd. (“Company”)**  
**Minutes of 2015 Annual General Shareholders’ Meeting**  
( Translation )

**Time** : 09:00 AM, June 9, 2015

**Place** : Conference Room at 7<sup>th</sup> floor, No.17 ( Chu Pao Building ) , Lane 91, Section 1, NeiHu Road,  
NeiHu District, Taipei City 114, Taiwan

**Quorum** : 158,958,685 shares wererepresented by the shareholders and proxies present,which  
amounted to 70.90% of the Company’s 224,215,398 issued and outstanding shares.

**Chairman** : Jing-Rong Tang, Chairman of the Board of Director

**Recorder** : Jui-Chiung Wang

**Board Members Present** : Jing-Rong Tang, Chyang Lo, Yu-Min Wu, Shih-Yun Sheng, Shao-Kuo Huang,  
Ken-Yi Cheng and Nai-Hua Wu. 7 members of the Board of Directors (including 2  
Independent Directors) are present.

**Supervisors** : Tang-Ming Wu and Chung-Yi Yang. 2 members are present.

**Attendance ( Functional Committee )** : Ken-Yi Cheng and Nai-Hua Wu. 2 members are present the  
Salary Compensation Committee, attended ratio was 66.67%.

**Attendance** : Ms. Pei-Chi Chen, CPA, KPMG

Mr. Fitch Shih, Attorneys-at-Law, STRing Law firm

**AA** 、 The aggregate shareholding of the shareholders and proxies present constituted a quorum.  
The Chairman called the meeting to order.

**BB** 、 Chairman’s speech ( omitted )

**CC** 、 Meeting content

**1.Report Items**

- ( 1 ) 2014 Business Report (please refer to the attachment 1)
- ( 2 ) Supervisors’ Review Report on 2014 Business Report and Financial Statements  
(please refer to the attachment 2)
- ( 3 ) Finalized the Company’s Corporate Social Responsibility ( CSR ) Policy (please refer to  
the attachment 3)
- ( 4 ) The amendment of the CSR Code of Practice (please refer to the attachment 4)
- ( 5 ) The amendment of Director, Supervisor and Manager Code for Ethics (please refer to  
the attachment 5)
- ( 6 ) The amendment of Code of Practice for Corporate Governance (please refer to the  
attachment 6)
- ( 7 ) Finalized the Company’s Code for Ethical Corporate Management (please refer to the  
attachment 7)

## 2.Acknowledgement Items

### **Item 1 Acknowledge the 2014 Business Report and Financial Statement (proposed by the Board of Directors)**

- Explanations:
- (1) The Company 2014 Financial Statement has been audited, and the audit report has been issued by Pei-Chi Chen and Chia-Hsin Chang, accountant at CPA firm of KPMG for records.
  - (2) Company Supervisors has made a written review report for records after a thorough review 2014 Financial Statements and Business Report.
  - (3) Attachment
    - i. Business Report (please refer to the attachment 1)
    - ii. Auditors' Report (please refer to the attachment 8 & 9)
    - iii. Financial Statement (please refer to the attachment 8 & 9)
    - iv. Supervisors' Review Report (please refer to the attachment 2)
  - (4) Please acknowledge.

Resolution: Upon solicitation of comments by the Chairman, there was no objection voice and the resolution is accepted unanimously by the shareholders present.

### **Item 2 Acknowledge the 2104 Profits distribution ( proposed by the Board of Director )**

- Explanations:
- (1) To draft the distribution of 2014 earnings in accordance with Articles of Company (please refer to the attachment 10) .
  - (2) The distribution of earnings are resolved by the Board of Directors and reviewed by Supervisors (please refer to the attachment 2) .
  - (3) Each shareholder 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 set a record date of dividends Distribution to shareholders.
  - (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 acknowledge.

Resolution: Upon solicitation of comments by the Chairman, there was no objection voice and the resolution is accepted unanimously by the shareholders present.

## 3.Election Item

### **Re-electe Director and Supervisor ( Proposed by the Board of Directors )**

- Explanation:
- (1) The office of the directors and supervisors is expired 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 shall expire on June 8, 2018. The directors shall 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:**

Title	Shareholder No. (or I.D. No.)	Name	Votes Received
Director	1	Jing-Rong Tang	159,590,613
Director	45	Lin Tan Investment Co., Ltd. Representative: Chyang Lo	143,208,418
Director	45	Lin Tan Investment Co., Ltd. Representative: Yu-Min Wu	141,600,854
Director	4	Shih-Yun Sheng	136,289,527
Director	39312	Shao-Kuo Huang	134,852,413
Independent Director	A12128****	Ken-Yi Cheng	51,281,274
Independent Director	C10021****	Nai-Hua Wu	49,481,788
Supervisor	18	Tang-Ming Wu	111,682,935
Supervisor	43	Chung-Yi Yang	111,376,927

**4. Discussion Items**

**Item 1 To approve the amendment to the Article of the Company  
(Proposed by the Board of Directors)**

Explanation: (1) To propose amendment to the Article of the Company regard for the Company's business development.  
(2) Comparison table of the amendment (please refer to the attachment 11) .  
(3) Please jointly decide the above-mentioned item.

Resolution: Upon solicitation of comments by the Chairman, there was no objection voice and the resolution is accepted unanimously by the shareholders present.

**Item 2 To approve the amendment to the Rules and Procedures of Shareholders' Meeting  
(Proposed by the Board of Directors)**

Explanation: (1) To propose amendment to the Rules and Procedures of Shareholder's Meeting for requirements of TWSE.  
(2) Comparison table of the amendment (please refer to the attachment 12) .  
(3) Please jointly decide the above-mentioned item.

Resolution: Upon solicitation of comments by the Chairman, there was no objection voice and the resolution is accepted unanimously by the shareholders present.

**Item 3 To approve the amendment to the Director and Supervisor Election Regulation  
(Proposed by the Board of Directors)**

Explanation: (1) To propose amendment to the Director and Supervisor Election Regulation for requirements of TWSE.  
(2) Comparison table of the amendment (please refer to the attachment 13) .  
(3) Please jointly decide the above-mentioned item.

Resolution: Upon solicitation of comments by the Chairman, there was no objection voice and the resolution is accepted unanimously by the shareholders present.

**Item 4 To approve the amendment to the Responsibilities of the Supervisors  
(Proposed by the Board of Directors)**

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 (please refer to the attachment 14) .  
(3) Please jointly decide the above-mentioned item.

Resolution: Upon solicitation of comments by the Chairman, there was no objection voice and the resolution is accepted unanimously by the shareholders present.

**Item 5 To release the prohibition on directors from participation in competitive business  
(Proposed by the Board of Directors)**

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: Upon solicitation of comments by the Chairman, there was no objection voice and the resolution is accepted unanimously by the shareholders present.

#### **5. Special Motion**

There is no other and special motion after consultation with all present shareholders.

The Chairman declares that the meeting is adjourned.

#### **6. Meeting Adjourned: 09:28 AM, June 9, 2015**

**Chairman** : Jing-Rong Tang

**Recorder** : Jui-Chiung Wang